

FAURECIA

Statutory Auditors' report on the issue of shares and/or marketable securities with or without cancellation of preferential subscription rights

**General meeting of May 31, 2021
Resolutions n°17, 18, 19, 20 et 21**

MAZARS
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61 rue Henri Regnault
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S.A. à directoire et conseil de surveillance
au capital de € 8 320 000
784 824 153 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG Audit
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Commissaire aux Comptes
Membre de la compagnie
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To the Annual General Meeting of Faurecia,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of Articles L. 228-92, L. 225-135 et seq. and L.22-10-52 of the French Commercial Code (Code de commerce), we hereby report to you on the proposed authorizations to the Board of Directors with various issues of shares and/or marketable securities, operations upon which you are called to vote.

Your Board of Directors' proposes, on the basis of its report, that:

- It be authorized, for a period of twenty-six (26) months, with powers to subdelegate, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
 - the issue, without cancellation of preferential subscription rights (seventeenth resolution), (i) of shares and/or (ii) marketable securities, in accordance with Article L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares;
 - the issue, with cancellation of preferential subscription rights through an offering to the public other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (eighteenth resolution) (i) of shares and/or (ii) of marketable securities governed by Article L. 228-92 paragraph 1 and Article L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and marketable securities giving access by any means, immediately or in the future, to preferred shares; it is specified that:

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- the shares and securities referred to above may be issued following the issue by a Subsidiary of marketable securities giving access to the Company's share capital to be issued;
- these securities may be issued as consideration for securities contributed to the Company in connection with a public exchange offer for securities meeting the conditions set forth in Article L. 22-10-54 of the French Commercial Code;
- the issue, with cancellation of the preferential subscription rights through offerings to the public in accordance with Article L. 411-2, paragraph 1 of the French Monetary and Financial Code for an amount that does not exceed 20% of the share capital per year (nineteenth resolution) of (i) shares and/or (ii) securities governed by Article L. 228-92, paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares; it being specified that the shares and marketable securities referred to above may be issued following the issue by a Subsidiary of securities giving access to the Company's share capital to be issued;

- it be delegated, with the option of sub-delegation, for a period of twenty-six months, the powers necessary to issue (i) shares and/or (ii) marketable securities governed by Article L. 228-92 paragraph 1 of the French Commercial Code giving access, immediately or in the future, to the Company's share capital (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares, in order to remunerate contributions in kind granted to the Company and consisting of equity securities and/or marketable securities giving access to the share capital (twenty-first resolution), within the limit of 10% of the share capital.

The overall nominal amount of the share capital increases that may implemented, either immediately or in the future, may not exceed an overall ceiling of M€ 290 in respect of the seventeenth, eighteenth, nineteenth and twenty-first resolutions, being specified that the overall nominal amount of the share capital increases that may implemented, either immediately or in the future, may not exceed a common sub-ceiling of M€ 95 in respect of the eighteenth, nineteenth and twenty-first resolutions.

The overall nominal amount of the debt securities that may be issued pursuant to the seventeenth, eighteenth, nineteenth and twenty-first resolutions may not exceed € 1 billion.

These ceilings reflect the additional number of securities to be issued as part of the implementation of the delegations in respect of the seventeenth, eighteenth and nineteenth resolutions, in accordance with Article L.225 135 1 of the French Commercial Code, if you adopt the twentieth resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225 113 et seq. of the French Commercial Code. Our role is to report on the fairness of the financial information

taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We performed those procedures which we deemed necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions of the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report in respect of the eighteenth and nineteenth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the seventeenth and twenty-first resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price

As the final and conditions in which the issues would be performed have not been determined, we cannot report on these conditions and, consequently, on the the proposed cancellation of of preferential subscription rights in the eighteenth and nineteenth resolutions.

In accordance with article R. 225 116 of the French Commercial Code, we will issue a supplementary report, if necessary, when the Board of Directors exercises these authorizations in case of issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of issue of marketable securities giving access to equity securities to be issued and in case of issue of shares with cancellation of preferential subscription rights.

Courbevoie and Paris La Défense, May 7, 2021

The Statutory Auditors

MAZARS

ERNST & YOUNG Audit

David Chaudat

Grégory Derouet

Jean-Roch Varon

Guillaume Brunet-Moret