

Faurecia

Statutory Auditors' report on the issue of ordinary shares and/or securities carrying rights to the share capital and reserved for members of a Company savings plan

(General Meeting of June 26, 2020 – 24th resolution)

MAZARS

Tour Exaltis
61, rue Henri Regnault
92400 Courbevoie
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

Ernst & Young Audit

Tour First – TSA 14444
92037 Paris-La Défense Cedex
S.A.S. à capital variable
344 366 315 R.C.S. Nanterre
Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

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This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

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 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities carrying rights to the share capital without pre-emptive subscription rights for existing shareholders, reserved for members of a Company or Group savings plan set up by the Company and/or any related French or foreign companies, under the conditions of article L.225-180 of the French Commercial Code (*Code de commerce*) and of article L.3344-1 of the Labor Code, an operation upon which you are called to express an opinion.

The maximum nominal amount of the capital increases that may result from the use of this delegation is set at 2% of the amount of the share capital on the date of this meeting, it being specified that this ceiling is set autonomously and independently of the ceilings set in the other resolutions submitted to this meeting.

The maximum nominal amount of the debt securities that may be issued pursuant to this delegation is set at 1 billion or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that this amount is set autonomously and independently of the ceilings set in the other resolutions submitted to this meeting.

This capital increase is submitted to the shareholders for approval pursuant to the provisions of article L.225-129-6 of the French Commercial Code and articles L.3332-18 *et seq.* of the French Labor Code (*Code du travail*).

On the basis of the Board of Directors' report, the shareholders are requested to delegate to the Board of Directors, for a period of twenty-six (26) months, the authority to increase the share capital and to cancel the shareholders' pre-emptive subscription rights in respect of the shares to be issued. Where applicable, the Board of Directors will be responsible for setting the final terms and conditions of any such issue.

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. It is our responsibility to express an opinion

Faurecia***Statutory Auditors' report on the issue of ordinary shares and/or securities carrying rights to the share capital and reserved for members of a Company savings plan*****Page 2**

on the fairness of the financial information taken from the financial statements, on the proposed cancellation of the shareholders' pre-emptive subscription rights, and on certain other information relating to the issue, which is presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagement. These procedures consisted in verifying the information provided in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the shares to be issued given in the Board of Directors' report.

As the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of the shareholders' pre-emptive subscription rights.

In accordance with article R.225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of authority in case of the issuance of ordinary shares or securities being shares carrying rights to other shares and in case of issuance of securities carrying rights to shares to be issued.

Courbevoie and Paris-La Défense, May 15, 2020

The Statutory Auditors

Mazars

Ernst & Young Audit

David Chaudat

Jean-Roch Varon