

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

Statutory Auditors' report on the share capital reduction

(General Meeting of June 26, 2020– 25th resolution)

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 article L.225-209 of the French Commercial Code (*Code de commerce*) in respect of the share capital reduction by canceling purchased shares, we hereby report to you on our assessment of the reasons and conditions of the proposed share capital reduction.

The shareholders are requested to delegate to the Board of Directors, for a period of twenty-six (26) months from the date of this Meeting, full powers to cancel treasury shares, pursuant to an authorization granted in accordance with the provisions of the above-mentioned article, up to a maximum of 10% of the share capital as calculated on the date of the cancellation decision, less any shares canceled over the previous twenty-four (24) months.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in ensuring that the reasons and conditions of the proposed share capital reduction, which would not undermine shareholders' equality, comply with the applicable legal provisions.

We have no matters to report on the reasons and conditions of the proposed share capital reduction.

Courbevoie and Paris-La Défense, May 15, 2020

The Statutory Auditors

Mazars

Ernst & Young Audit

David Chaudat

Jean-Roch Varon