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ANNUAL COMBINED SHAREHOLDERS' MEETING 27 MAY 2015

EXPLANATORY NOTES TO THE RESOLUTIONS

1- EXPLANATORY NOTES TO THE ORDINARY RESOLUTIONS

The first three resolutions to be submitted to your vote concern the approval of the 2014 financial statements and appropriation of net income.

The fourth resolution concerns regulated agreements and undertakings.

The fifth resolution intends, in accordance with the Afep / Medef Code, to gather the advisory opinion of the shareholders on the remuneration due or allocated to Mr. Yann Delabrière for the 2014 financial year according to the "Say on Pay" principle.

Resolution six is in respect of the share buyback program.

Resolutions seven to ten deal with governance:

- the seventh resolution seeks to increase the envelope dedicated to attendance fees;
- the mandates of MM. Eric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter as Board members are to be renewed under resolutions eight to ten.

1.1 Approval of the financial statements and appropriation of net income (1st to 3rd resolutions)

Approval of the 2014 statutory financial statements (1st resolution)

We are seeking your approval of these statutory financial statements, which show a net income of €92,537,242.98.

We are also seeking your approval of the overall expenses and charges referred to in 4° of Article 39 of the French General Tax Code, i.e. the sum of €142,244.41 it being understood that no tax has been incurred on these expenses and charges.

Approval of the 2014 consolidated financial statements (2nd resolution)

We are seeking your approval of these financial statements, showing a net income (Group share) of €165.7 million.

Appropriation of net income (3rd resolution)

The appropriation of net income that we suggest is in accordance with the law and our bylaws.

Thus, we are seeking your approval to appropriate the net income, which is presented below, for the 2014 financial year, which amounts to €92,537,242.98:

Origin	
- Net income for the financial year	€ 92,537,242.98
- Retained earnings carried forward from prior years	€ 1,080,998,788.59
Total to be appropriated	**€ 1,173,536,031.57**
Appropriation	
- Legal reserves	€ 4,626,862.15
- Dividend	€ 43,373,823.50
- Retained earnings	€ 1,125,535,345.92
Total appropriation	**€ 1,173,536,031.57**

Taking into account the Group's performance, the Board of Directors has decided to suggest payment of a gross dividend of €0.35 per share and to offer shareholders the option to receive this dividend as a cash payment or in the form of new shares. Individuals resident for tax purposes in France are eligible for this distribution, with 40% tax relief as provided for by Article 158-3 2° of the French General Tax Code.

In the event of a change in the number of shares carrying entitlement to dividends in relation to the 123,925,210 shares which make up the capital stock at 31 December 2014, the overall amount of dividends would be adjusted and the amount allocated to retained earnings would be determined based on the dividends actually paid.

The price of the share paid out will be 90% of the average price quoted on the twenty trading days prior to the date of the meeting, less the net amount of the dividend. This price will be announced during the annual meeting.

The option exercise period will be from 1st June to 16 June 2015 inclusive.

It should be noted that, if the net dividend for which the shareholder has exercised the option does not correspond to a full number of shares, the shareholder may:

- either receive the next-lowest full number of shares, with the difference made up in cash on the date the option is exercised; or

- receive the next-highest full number of shares by paying the difference in cash.

Shareholders who have not opted to have their dividend paid out in shares at the end of this period will receive their dividend in cash.

Cash dividends will be paid out and new share dividends will be issued on the same day, i.e. 24 June 2015. The ex-dividend date will be 1st June 2015, the first day of the option exercise period.

The shares issued as dividend payments will carry dividend rights as of 1st January 2015.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we would like to point out that, over the last three financial years, the share distributions were as follows:

IN RESPECT OF THE FINANCIAL YEAR	INCOME ELIGIBLE FOR TAX RELIEF		INCOME NOT ELIGIBLE FOR TAX RELIEF
	DIVIDENDS	OTHER INCOME DISTRIBUTED	
2011	€38,628,920.75* i.e. €0.35 per share	-	-
2012	-	-	-
2013	€36,780,430.50* i.e. €0.30 per share	-	-

* Includes the dividend from unpaid treasury stock allocated to the retained earnings account.

1.2 Regulated agreements and undertakings (4th resolution)

You are asked, in view of the Statutory Auditors' report on related party agreements and commitments, to acknowledge the absence of any new related party agreement during the past financial year which has not yet been approved.

1.3 Say on Pay (5th Resolution)

The compensation components owed or allocated in respect of the financial year ended 31 December 2014 to Mr. Yann Delabrière which are submitted to the advisory opinion of the shareholders are shown in the table below:

Payments due or made for the business year ending on 31 December 2014	Amounts or accounts valuation subject to a vote	Presentation
Fixed remuneration	**700,000.08 €** **(amount paid)**	Mr Yann Delabrière's fixed remuneration had been fixed at 700,000 € as from 2011 by the Board decision of 7 February 2011 and had remained unchanged since then. It was increased to 800,000 € as from 2015 by the Board decision of 11 February 2015. This increase was decided upon by the Board of Directors on the following grounds: - A close look at the situation of a representative selection of listed industrial companies comparable to Faurecias shows a significant difference (more than 10%) compared to Mr Yann Delabrière's fixed remuneration; - Mr Yann Delabrière's fixed remuneration had remained unchanged since 2011; - The financial results for the 2014 business year are the proof of the adoption of a mid-term and long-term strategy for Faurecia, and of an organisation suited to this strategy.

Annual variable remuneration	**889,787 €** **(amount paid in respect of 2014)**	The Board meeting of 11 February 2014 fixed the modalities for determining Mr Yann Delabrière's variable remuneration for 2014. This variable remuneration is determined according to the achievement of quantitative targets, which give right to a variable remuneration ranging from 0 to150% of the fixed remuneration. Some qualitative targets were defined in addition to these targets. Once all or part of the quantitative targets are achieved, the level of achievement of the qualitative targets determines a possible multiplier effect of the achievement of 0.70 to 1.20 of the quantitative targets. Thus, if the quantitative targets are equal to 0, the multiplier effect of the qualitative targets do not play any role. All in all, Mr Yann Delabrière's variable remuneration may range from 0 to 180% of his annual fixed remuneration. The quantitative targets fixed at the Board meeting of 11 February 2014 were linked to the operating profit and to free cash-flow. Moreover, the contribution to the variable remuneration of each of them was calculated as follows at this same Board meeting: - operating profit: 40% of the variable remuneration; - free cash-flow: 60 % of the variable remuneration. The expected levels of achievement of the quantitative criteria have been fixed in reference with the budget adopted by the Board, but they have not been made public for reasons of confidentiality. The qualitative targets fixed by this same Board of Directors concerned: - continued modification of the organisation and management of Faurecia in North America, with a view to creating a high-level management team made up almost entirely of American citizens before the end of 2014 / beginning of 2015 and realisation of the budget in this area (this criterion has a 40% impact); - the deployment of the new *Being Faurecia* culture (this criterion has a 30% impact) and - the management of internal control and information systems issues through full deployment of the SAP system (this criterion has a 30% impact). On the recommendation of the Appointments and Compensation Committee of 9 February 2015, the Board meeting of 11 February 2015 examined the level of achievement of the quantitative criteria: - Concerning the operating profit criterion, the Board noticed a 116.7% achievement; - Concerning the free cash-flow criterion, the Board noticed that this second quantitative target had been attained by 150%.

Annual variable remuneration		These two achievements amount to a 136.7% achievement level on the scale adopted by the Board of Directors: considering the weight of this indicator, this gives right to a variable quantitative remuneration of 956,900 €. The Board of Directors then examined the achievement of each of the three qualitative targets described above: - Concerning the continued modifications of the organisation and management of Faurecia in North America, the Board of Directors thinks that 95% of this criterion has been met; - Concerning the new "*Being Faurecia*" culture, the Board of Directors thinks that this criterion has been fully met; - Concerning the management of internal control and information system issues through full deployment of the SAP system, the Board of Directors thinks that 83% of this criterion has been met. Therefore, the Board of Directors thinks that the level of achievement of the quality of implementation of these three qualitative targets is such that the multiplier effect of the achievement of the two quantitative targets is 0.93. Based on this, the Board of Directors adopted for 2014 a variable remuneration for Mr Yann Delabrière equal to 136.7% x 0.93, i.e. 127.1% of the fixed remuneration for 2014, amounting to 889,787 €.
Deferred variable remuneration	**Not applicable**	No deferred variable remuneration
Multi-annual variable remuneration	**Not applicable**	No multi-annual variable remuneration
Exceptional remuneration	**Not applicable**	No exceptional remuneration

Share option, performance shares or any other long-term pay element	**Options = not applicable**	No granting of share subscription or acquisition options
	Performance shares **= 1,808,900 €** **(accounting valuation)**	Maximum 68,900 shares were granted to Mr Yann Delabrière by the Board of Directors' decision of 28 July 2014 within the framework of free granting of performance shares No. 6, based on the general assembly authorisation of 30 May 2013 (fifth extraordinary resolution). These 68,900 shares correspond to 0.05 % of the share capital as of 31 December 2014. The Board of Directors subjected the definitive acquisition of these shares: - to 60% to an internal condition of performance, i.e. the group's pre-tax income on 31 December 2016, before taking into account the capital gains from asset disposals and changes in scope; - to 40% to an internal condition of performance based on the comparison between the growth of the company's net income per share, measured between the 2013 and 2016 business years, on the one hand, and the average growth of a reference group made up of worldwide automotive suppliers, on the other hand. If these conditions of performance of plan No. 6 are met to the maximum by the end of the 2016 business year, Mr Yann Delabrière shall be granted a maximum of 68,900 shares.
	Other element = not applicable	
Attendance fees	**Not applicable**	Mr Yann Delabrière does not receive any attendance fees.
Evaluation of benefits of all kinds	**7,371.60 €** **(accounting valuation)**	Car

Payments due or made for the business year ending on 31 December 2014 voted by the general assembly within the framework of the regulated agreement and commitment procedure	Amounts subjected to a vote	Presentation
Severance package	**Not applicable**	No severance package
Non-competition payment	**Not applicable**	No non-competition clause
Supplementary pension scheme	**No payment during the business year**	Description of the defined benefit scheme: - minimum seniority: 5 years while going on retirement; - progressive increase in potential rights with regard to seniority and pay: the potential rights increase every year by 1% in the C bracket; - reference period used to calculate the benefits: seniority starting from 1st March 1990; - reference income and maximum percentage of said income accessible via the supplementary pension scheme: the reference income taken into account is the average annual pay received in the last 3 years, the benefits are calculated on the basis of the C bracket only (between 4 and 8 times the annual social security ceiling), the individual potential rights amount to a 35,505 € annuity (value as of 31 December 2014), i.e. 3 % of the reference income. Description of the defined contribution scheme: - defined contribution scheme on the A and B brackets, amounting to 1% for the A bracket and 6% for the B bracket of the pay without the beneficiary's participation - contributions paid by the company in 2014: 7 134 €. These two schemes are always open to all the group executives with at least 5 years seniority by the time they are going on retirement, for the defined benefit scheme, and at least 1 year seniority, for the defined contribution scheme. Mr Yann Delabrière's scheme, as described above, was approved by the Board meeting of 11 February 2014 and by the general assembly of 27 May 2014 (4the ordinary resolution).

1.4 Share buyback program (6th resolution)

This resolution will authorize the Board of Directors to purchase shares of the Company for the following purposes:

- to maintain a liquid market for the Company's shares through an independent investment services provider acting under a liquidity agreement;
- to keep the shares for tendering at a later date within the framework of external growth operations;
- to allot shares to employees and corporate officer managers of the Company or related companies, under stock option and free share plans, either as part of their compensation or in respect of their profit sharing entitlement;
- to allot shares upon the exercise of rights attached to securities conferring an entitlement to the allotment of shares of the Company; and
- to cancel shares.

These shares may be purchased by any means, including through block purchases of shares, and at times deemed appropriate by the Board of Directors.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

The Company reserves the right to use options or derivatives within the framework of applicable regulations.

The authorization to be granted to the Board of Directors includes a maximum purchase price (€60), a maximum limit on the overall amount which may be allocated to the buyback program (€ 741,375,300), and a maximum limit on the number of shares which may be purchased (10% of the Company's capital on the date of purchase).

This authorization is sought for a period of 18 months and would bring an end to the authorization granted to the Board of Directors by the General Meeting on 27 May 2014 in its eighth ordinary resolution.

1.5 Governance (7h to 10h resolutions)

You are asked to bring the yearly attendance fees allocated to Board members from €400,000 to €600,000. This decision would be applicable to the current financial year and would remain in force until a new decision is taken. It is reminded that the €400,000 amount was fixed by the 27 May 2003 General Meeting and is unchanged since that date.

It is also reminded that the Board of Directors is currently made up of 13 members and that the Chairman and Chief Executive Officer and members of the Board of Directors holding executive management in a company that is a shareholder of the Group do not receive any attendance fees. In practice only 10 Board members are paid attendance fees.

In this respect, your attention is drawn to the fact that the Company proceeds every year to a review of the attendance fees paid to its Board members with those paid by comparable companies (industrial companies of the SBF 120 index). The benchmarking done for the last years revealed that the average attendance fees paid by the Company was slightly below the average attendance fees paid by the reference companies.

We also propose the renewal of the mandates of MM. Eric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter as Board members.

Each of them terminates a five-year duration mandate during which Faurecia benefited from their great professional experience acquired in the world of automotive industry and in the financial field for two of them.

Their expertise and career are described in Section 11.4 of the Registration Document.

Subject to the adoption of the 11th extraordinary resolution of the present meeting of which purpose is to reduce the duration of Board members' mandates from 5 to 4 years, they will hold their mandates for a period of four years expiring at the end of the 2019 shareholders' meeting called to decide on the accounts of the preceding year.

The Board of Directors considered that MM. Eric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter are independent directors as regards the independence criteria of the Afep / Medef code of corporate governance for listed companies, chosen by Faurecia as the reference Corporate Governance Code.

2 - EXPLANATORY NOTES TO THE EXTRAORDINARY RESOLUTIONS

The 11th and 12th resolutions relates to amendments to be made to the bylaws.

The 13th resolution will enable the Board of Directors to reduce the capital stock by cancelling treasury shares held.

The 14th to 18th resolutions to be submitted to your vote concern financial delegations of authority and authorizations to be granted to the Board of Directors.

The Shareholders' Meeting of 30 May 2013 granted to the Board of Directors, to meet the group's financing needs, delegations of authority and authorizations which are due to lapse during this financial year.

In 2014, with the exception of the resolution authorizing the granting of performance shares, none of these delegations of authority and authorizations as voted by the Shareholders' Meeting of 30 May 2013 was used by the Board of Directors.

In accordance with Article L. 225-100 para. 7 of the French Commercial Code, the Board of Directors has also reported on its use of these delegated authorities and authorizations in the 2014 financial year in its management report.

Consequently, under the 14th to 18th resolutions, you are asked to renew these delegations of authority and authorizations under the terms as described below.

This will enable the Board of Directors to issue ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with or without pre-emptive subscription right. This will enable the Company to carry out financial transactions as and when market conditions permit, and quickly raise the capital needed to implement the Group's growth and consolidation strategy.

The aim of the 19th resolution is to involve Group employees in its expansion, in particular through a capital increase reserved for employees.

Finally, the 20th extraordinary resolution will renew upon its expiry the authorization granted by the Shareholders' Meeting held on 30 May 2013. This will enable the Board of Directors to grant free performance shares to employees and corporate officers of the Group.

The Shareholders' Meeting held on 30 May 2013 authorized your Board of Directors to grant a maximum number of 2,500,000 shares. The Board of Directors used this authorization in 2013 and in 2014:

- by a decision dated 24 July 2013, it granted a maximum number of 1,215,500 shares;
- by a decision dated 28 July 2014, it granted a maximum number of 957,125 shares.

The authorization of the Shareholders' Meeting held on 30 May 2013 was then used up to an amount of 2,172,625 shares.

From a general point of view, and with the exception of two plans which were granted in 2010, one performance shares plan is granted by the Board of Directors every year. Up to date, six plans were granted on the basis of the authorizations voted by the Shareholders' Meetings:

- two plans in 2010;
- one plan in 2011;
- one plan in 2012;
- one plan in 2013;
- one plan in 2014.

In practice, the condition for the first plan of 2010 was reached and the maximum number of shares was acquired by the beneficiaries under this plan.

This was not the case for the second plan of 2010, nor for the plans of 2011 and 2012: because the performance conditions as set up by the Board of Directors were not reached, no share was acquired by any of the beneficiaries under any of these three plans.

The plans granted in 2013 and 2014 are currently under way.

2.1 Statutory changes (11th and 12th resolutions)

The purpose of the 11th resolution is to make the Company compliant with the recommendations of the Afep / Medef Code and reduce from 5 to 4 years the Board members' mandates subject to renewal, starting from the present General Meeting, as well the mandate of any Board member appointed by a future General Meeting.

Therefore, Section 3, Article 11, of the bylaws, currently drafted as follows:

"The duration of the board members' mandate shall be five years. They may always be re-elected."

Would henceforth be drafted as follows (the other part of the article shall remain unchanged):

"The duration of the board members' mandate shall be four years. They may always be re-elected."

However, the Board members' mandate as of 27 May 2015, which are not subject to renewal during this same meeting, shall not be affected by this statutory change. Therefore, they shall exercise their mandate until the end of the five years initially fixed when they were appointed.

The changes you are being asked to vote on under the 12th resolution seek to reflect the new wording of Article R. 225-85 of the French Commercial Code, resulting from decree 2014-1466 of 8 December 2014 which amended the registration conditions required to take part in the vote at the General Meetings of companies whose shares are accepted for trading on a regulated market.

The right to take part in these meetings by registering shares in an account on the second working day prior to the meeting at zero (0) hours Paris time, is now substantiated.

The third paragraph of Article 22 of the company bylaws currently reads as follows:

"All shareholders of record at zero (0) hours Paris time on the third business day preceding the date of the Meeting, as evidenced by their registration either on the shareholders' register kept by the Company in the case of registered shares or in a securities account held by an authorized intermediary in the case of bearer shares, are entitled to take part in Shareholders' Meetings."

Will now read as follows, with the rest of the article remaining unchanged:

"*The right to participate in General Meetings shall be substantiated in accordance with applicable regulations.*"

2.2 Cancellation of treasury shares held (13th resolution)

This resolution will authorize the Board of Directors to cancel shares of the Company purchased pursuant to the 6th resolution or under previously authorized share buyback programs, up to a maximum limit of 10% of the capital stock, and to reduce the capital stock accordingly.

This authorization would be granted for 18 months.

2.3 Financial delegations of authority and authorizations (14th to 18th resolutions)

Delegation of authority to increase the capital stock while maintaining the pre-emptive subscription right (14th resolution).

The operations carried out under this resolution would be reserved for company shareholders only. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

This delegation will also enable the capital to be increased through capitalization of premiums, reserves, profits or other, either in the form of allotments of free shares, or by increasing the par value of existing shares.

The capital increases performed under this delegation may not exceed an aggregate par value of €400,000,000 (four hundred million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros).

These amounts are the ceilings against which all of the capital increases and issues of debt instruments carried out with or without pre-emptive subscription right will be charged based on the 15th to 18th resolutions.

The subscription price of the shares and/or securities issued pursuant to this delegation of authority will be set by the Board of Directors in accordance with applicable laws and regulations.

If the aggregate amount of subscriptions as of right and for excess shares or securities have not absorbed all of an issue, the Board of Directors may use, in the order it determines, all or some of the following faculties:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities;
- offer all or some of the unsubscribed securities to the public.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Delegation of authority for the purposes of increasing the capital stock with removal of the pre-emptive subscription right, by way of a public offering (15th resolution)

Transactions carried out pursuant to this resolution will be open to the public. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

Capital stock increases performed using this delegation may not exceed an aggregate par value of €110,000,000 (one hundred and ten million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros). These limits also cover issues made pursuant to the 16th resolution, and will be charged against the respective aggregate ceilings set in the 14th resolution described above.

The issue price of shares issued pursuant to this delegation of authority will be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the issue pricing date, with a potential discount of up to 5%.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;

- freely allocate all or some of the unsubscribed securities;

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Delegation of authority for the purpose of increasing the capital stock with removal of the pre-emptive subscription right, by offer referred to in Article L. 411-2 II of the French Monetary and Financial Code (16th resolution)

This resolution is in addition to the 15th resolution to enable shareholders to vote separately on this matter as recommended by the *Autorité des Marchés Financiers*. It concerns private placements with persons providing a portfolio management service for third parties, qualified investors, or a restricted circle of investors, on condition that the last two categories act for their own account. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

The capital increases performed under this delegation may not exceed an aggregate par value of €110,000,000 (one hundred and ten million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros). These limits also cover issues made pursuant to the 15th resolution, and will be charged against the respective aggregate ceilings set in the 14th resolution.

In addition, these issues may not exceed the limits set out in the regulations applicable on the date of issue which, at present, is 20% of the Company's capital stock in any one year.

Like the 15th resolution, the subscription price of new shares issued pursuant to this delegation of authority will be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the issue pricing date, with a potential discount of up to 5%.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Permission to set the share issue price (17th resolution)

This resolution will authorize the Board of Directors to derogate from the conditions for setting the price provided for in the 15th and 16th resolutions for issues made without pre-emptive subscription rights.

The issue price of shares may not be less than the closing price on the trading day immediately preceding the issue pricing date, with a potential discount of up to 10%. The Board of Directors may use this facility up to a limit of 10% of the capital stock in any one year.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This authorization is sought for a period of 26 months.

Authorization to increase the amount of the initial issues decided upon with or without pre-emptive subscription right, in the event of oversubscriptions (18th resolution).

This authorization would allow the Company to satisfy excess demand for rights issues made to existing shareholders (14th resolution) via public offerings (15th resolution) or the private placements referred to in the 16th resolution.

Transactions carried out pursuant to this delegation of authority may not exceed the legal ceiling of 15% of the initial issue, and will be charged against the maximum limit applicable to the initial issue and the aggregate ceiling set in the 14th resolution.

The subscription price of ordinary shares or securities issued must be the same as the initial issue price set pursuant to the 14th, 15th and 16th resolutions described above.

The Board of Directors may use this authorization during a period of 30 days as from the close of the subscription period.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This authorization is sought for a period of 26 months.

2.4 Employee and corporate officer share ownership (19th and 20h resolutions)

Delegation of authority to increase the capital stock with removal of the pre-emptive subscription right to members of a company savings plan (19th resolution).

Pursuant to the 19th resolution, the Board of Directors is authorized to increase the capital stock by issuing shares or securities giving access, immediately or after a given period, to the company's capital without pre-emptive subscription rights to group employees who are members of a company or group savings plan.

This authorization will be limited to 3 % of the capital stock, and will not be charged against the aggregate ceiling set in the 14th resolution.

The subscription price may not be higher than the average of the opening share prices quoted on the twenty trading days preceding the date of the decision setting the opening date of the subscription period. Furthermore, it may not be more than 20% lower than that average, nor may it be 30% lower if the lock-up period provided for in the savings plan is more than or equal to ten years.

The Board of Directors may also decide to award new or existing shares or other securities conferring an entitlement to new or existing shares of the Company in respect of (i) matching contributions made pursuant to the regulations of Company or Group savings plans, and/or (ii) the discount, where applicable.

This delegation of authority is sought for a period of 26 months.

Authorization for the free granting of performance shares to employees and/or some corporate officers (20th resolution).

The 20th resolution aims to authorize the Board of Directors to award existing and/or new shares of the Company for free to employees and/or corporate officers of the Company and/or of companies or groups which are directly or indirectly linked thereto under to the conditions set out in Article L. 225-197-2 of the French Commercial Code.

The definitive attribution of these shares will be subject to achievement of performance conditions as defined in this resolution, namely:

- the pre-tax net income of the Group before taking into account exceptional items in the fiscal year preceding the acquisition date of the shares as fixed by the Board of Directors assessed against this income for the same fiscal year as forecast in the Group's Mid-Term Plan reviewed by the Board of Directors on the date when the shares are allocated;

- the growth in net earnings per Faurecia share assessed between the last fiscal year on the date when the shares are allocated and the last fiscal year on the date when the shares are acquired, compared with the average growth of a peer group comprising worldwide automotive suppliers over the same period.

The number of shares which may be awarded for free may not exceed 2,000,000 shares (two millions shares) on the date on which the Board uses this authorization, it being agreed that this number constitutes a maximum number of shares that can be attributed during the whole duration of this authorization. The aggregate number of free shares that may be awarded to corporate officers may not exceed 15% of the overall allocation set out above on the date on which the Board uses this authorization.

The allocation of the shares to the beneficiaries will become definitive at the end of a vesting period, the length of which is to be set by the Board of Directors, subject to compliance with the minimum legal requirement. Where applicable, the beneficiaries shall hold said shares for a period set by the Board of Directors, in keeping with any minimum legal requirement. The combined duration of the vesting and lock-up periods may not be less than the minimum legal requirement, if any.

This authorization is sought for a period of 26 months.

Finally, the **21st resolution** concerns the granting of powers to carry out the formalities required after a Shareholders' Meeting, and in particular filing and publication formalities.