

FAURECIA

Société anonyme (joint-stock corporation) with capital of €867,476,470
Head office: 2, rue Hennape - 92000 Nanterre, FRANCE
542 005 376 R.C.S Nanterre, FRANCE

ORDINARY & EXTRAORDINARY SHAREHOLDERS' MEETING **27 MAY 2015**

AGENDA

Ordinary business:

First resolution - Approval of the statutory financial statements for the financial year ended on December 31, 2014 – Approval of non-tax-deductible expenses and charges,

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2014,

Third resolution - Appropriation of net income for the financial year and setting of dividend – Option for payment of the dividend in cash or in shares, issue price of the shares to be issued, fractional shares and option periods,

Fourth resolution - Statutory Auditors' special report on regulated agreements and undertakings, and acknowledgement of the absence of any new agreement,

Fifth resolution - Advisory opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, for the financial year ended December 31, 2014,

Sixth resolution - Authorization to be granted to the Board of Directors to purchase shares of the Company within the framework of the mechanism provided for by Article L. 225-209 of the French Commercial Code, duration of the authorization, purposes, procedures and ceiling,

Seventh resolution - Amount of attendance fees allocated to Board members,

Eighth resolution - Renewal of the term of office of Mr. Eric Bourdais de Charbonnière as Director,

Ninth resolution - Renewal of the term of office of Mr. Lee Gardner as Director,

Tenth resolution - Renewal of the term of office of Mr. Hans-Georg Härter as Director,

Extraordinary business:

Eleventh resolution - Modification of Article 11 of the bylaws on the reduction of the Board members' mandate to four years,

Twelfth resolution - Harmonization of Article 22 of the bylaws,

Thirteenth resolution - Authorization to be granted to the Board of Directors to cancel shares of the Company purchased within the framework of the mechanism provided for by Article L. 225-209 of the French Commercial Code, duration of the authorization and ceiling,

Fourteenth resolution - Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 maintenance of pre-emptive subscription right, or to increase the share capital by integrating reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of capital increase, outcome of fractional shares, power to limit the issue to the subscription amount and to offer unsubscribed securities to the general public, suspension during takeover bids,

Fifteenth resolution - Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 cancellation of pre-emptive subscription right through public offering, duration of the delegation, maximum nominal amount of capital increase, issue price, power to limit the issue to the subscription amount or to distribute unsubscribed securities, suspension during takeover bids.

Sixteenth resolution - Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 cancellation of pre-emptive subscription right through an offer in accordance with Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of capital increase, issue price, power to limit the issue to the subscription amount or to distribute unsubscribed securities, suspension during takeover bids,

Seventeenth resolution - Authorization, in the event of issuance without pre-emptive subscription right, to set the issue price under the conditions set by the shareholders, up to a maximum limit of 10% of the capital stock per year, suspension during takeover bids,

Eighteenth resolution - Authorization to increase the size of the issues in the event of oversubscriptions, suspension during takeover bids,

Nineteenth resolution - Delegation of authority to be granted to the Board of Directors to increase the capital stock through the issue of ordinary shares and/or securities conferring an entitlement to shares, without pre-emptive subscription right, for the benefit of members of a company savings plan in application of Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation of authority, maximum nominal value of the capital increase, issue price, option to grant free shares in accordance with Article L. 3332-21 of the French Labor Code,

Twentieth resolution - Authorization to be granted to the Board of Directors to award existing and/or new shares for free to employees and/or certain corporate officers of the Company or of affiliated companies, and waiver by the shareholders of their pre-emptive subscription right, duration of the authorization, ceiling, duration of vesting periods in particular regarding invalidity and lock-up, and performance conditions,

Twenty first resolution - Powers to carry out formalities.

DRAFT RESOLUTIONS

Ordinary business:

First resolution - Approval of the statutory financial statements for the financial year ended on December 31, 2014 – Approval of non-tax-deductible expenses and charges.

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report on the statutory financial statements as at December 31, 2014, approve said statutory financial statements as presented, showing a net income of € 92,537,242.98.

The shareholders in particular approve the total amount of expenses and charges referred to in Article 39-4 of the French General Tax Code, i.e. €142,244.41, corresponding to non-deductible lease payments for passenger vehicles, with the understanding that no tax was paid in respect of those expenses and charges.

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2014.

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements as at December 31, 2014, approve said consolidated financial statements as presented, showing a net income (Group share) of €165.7 million.

Third resolution - Appropriation of net income for the financial year and setting of dividend - Option for payment of the dividend in cash or in shares, issue price of the shares to be issued, fractional shares and option periods.

On the recommendation of the Board of Directors, the shareholders resolve to allocate the net income for the financial year closed on December 31, 2014 as follows:

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

The shareholders formally acknowledge that the total gross dividend per share is fixed at €0.35.

Said dividend is eligible in full for the 40% tax relief indicated in 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 December 31, 2014, the overall amount of the dividend would be adjusted and the amount allocated to retained earnings would be determined based on the dividend actually paid.

The dividend will be paid on 24 June 2015.

Trading ex-coupon will occur on 1st June 2015.

In accordance with Articles L. 232-18 et seq. of the French Commercial Code and Article 25 of the Company's bylaws, and after having established that the registered capital had been fully paid up, the shareholders resolve to offer each shareholder, with regard to the total amount of the dividend net of all mandatory deductions in relation to the shares owned by said shareholder, an option to have said dividend paid in cash or in the form of new shares.

Pursuant to the provisions of Article L. 232-19 of the French Commercial Code, the price of the share remitted in payment of the dividend will be equal to 90% of the average price quoted in the 20 trading sessions prior to the date of this General Meeting, less the net amount of the dividend. This issue price may be rounded upward to two decimal places.

Each shareholder will have the possibility of opting for either method of payment of the dividend, but the option thus chosen will apply to the total amount of the dividend in respect of which the option is offered to the shareholder.

Shareholders wishing to opt for payment of the dividend in the form of shares will have from 1st June and 16 June 2015 inclusive in which to make their request known to the financial intermediaries authorized to pay the dividend. Accordingly, any 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.

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 obtain the next-lowest full number of shares, with the difference made up in cash on the date the option is exercised;
- or obtain the next-highest full number of shares by paying the difference in cash.

For shareholders opting for a cash payment, the amounts due to them will be paid on 24 June 2015. Delivery of the new shares to those shareholders having opted for payment of the dividend in the form of shares will occur on the day of payment of the dividend in cash, i.e. on 24 June 2015.

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

The shareholders grant full powers to the Board of Directors, which may be sub-delegated, for purposes of implementing this resolution, establishing completion of the capital increase resulting from the exercising of the option to receive payment of the dividend in the form of shares, amending the bylaws and, as a consequence thereof, carrying out all publication formalities.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the shareholders formally acknowledge that they have been reminded of the following distributions of dividends and income made in respect of the past three financial years:

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.

Fourth resolution - Statutory Auditors' special report on regulated agreements and undertakings and acknowledgement of the absence of any new agreement.

The shareholders, having considered the Statutory Auditors' special report mentioning the absence of any new agreement coming under Articles L. 225-38 et seq. of the French Commercial Code, simply acknowledge this fact.

Fifth resolution - Advisory opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, in respect of the financial year ended on December 31, 2014.

The shareholders, consulted in application of the recommendation contained in Section 24.3 of the Afep / Medef Corporate Governance Code of June 2013, same constituting the Company's reference Code in application of Article L. 225-37 of the French Commercial Code, issues a favorable opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, in respect of the financial year ended on December 31, 2014, as set out in the reasons for the proposed resolutions.

Sixth resolution - Authorization to be granted to the Board of Directors to purchase shares of the Company within the framework of the mechanism provided for by Article L. 225-209 of the French Commercial Code.

The shareholders, after having considered the Board of Directors' report, authorize the Board, for a period of 18 months in accordance with Articles L. 225-209 et seq. of the French Commercial Code, to purchase shares in the Company, on one or more occasions and at times to be fixed by it, up to a maximum limit of 10% of the total number of shares comprising the capital stock, as adjusted if applicable to take into account any increases or reductions in the capital which may occur during the term of the program.

This authorization terminates that granted to the Board of Directors by the shareholders in the eighth resolution ruling on ordinary business at the Combined Shareholders' Meeting held on 27 May 2014.

The purchases may be made with a view to:

- maintaining a liquid market for Faurecia's shares through an investment services provider acting under a liquidity contract which complies with the AMAFI Code of Ethics approved by the AMF;
- keeping the shares thus purchased for tendering at a later date in exchange or as consideration for external growth operations, it being stipulated that the shares acquired for such purpose may not exceed 5% of the Company's capital;
- covering stock option plans and/or plans for the granting of free shares (or similar plans) for the benefit of employees and/or corporate officers of the Group, as well as all allotments of shares within the framework of a Company or Group savings plan (or similar plan) in respect of the profit-sharing entitlement and/or all other forms of allotments of shares to employees and/or corporate officers of the Group;
- covering securities giving an entitlement to the allotment of shares in the Company within the framework of current regulations;
- possibly canceling the shares purchased, subject to the authorization to be granted by this Shareholders' Meeting in its thirteenth resolution ruling on extraordinary business.

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 purchase price may not exceed € 60 per share. In the event of a transaction involving the capital stock, and in particular a stock-split or a reverse stock-split or a free allocation of shares, the above amount will be adjusted in the same proportions (the multiplier being equal to the ratio between the number of shares making up the capital stock before the transaction and the number of shares thereafter).

In this manner, and to serve as a guideline, the maximum amount which the Company would be likely to pay in the hypothesis of a purchase at the maximum price of € 60 would be €741,375,300 on the basis of the registered capital as at December 31, 2014 (made of 123,925,210 shares) and taking into account the 36,266 treasury shares held on that date.

The shareholders grant full powers to the Board of Directors, which may be sub-delegated as provided for by law, to carry out these transactions, to set the practical terms and conditions thereof, and to enter into all agreements and carry out all formalities.

Seventh resolution - Amount of attendance fees allocated to Board members.

The shareholders resolve to modify the total amount of the attendance fees granted to the Board of Directors from €400,000, as this amount was fixed by the 27 May 2003 General Meeting, to €600,000.

This decision is applicable to the current financial year and will remain in force until a new decision is made.

Eight resolution - Renewal of the term of office of Mr. Eric Bourdais de Charbonnière as Director.

The shareholders resolve to renew Mr Eric Bourdais de Charbonnière's mandate as Director 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, subject to the adoption of the 11th extraordinary resolution of the present meeting.

Ninth resolution- Renewal of the term of office of Mr. Lee Gardner as Director

The shareholders resolve to renew Mr Lee Gardner's mandate as Director 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, subject to the adoption of the 11th extraordinary resolution of the present meeting.

Tenth resolution - Renewal of the term of office of Mr. Hans-Georg Härter as Director.

The shareholders resolve to renew Mr Hans-Georg Härter's mandate as Director 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, subject to the adoption of the 11th extraordinary resolution of the present meeting.

Extraordinary business:

Eleventh resolution – Modification of Article 11 of the bylaws on the reduction of the Board members' mandate to four years

The shareholders, having considered Board of Directors' report, resolve:

- to reduce from five to four years the statutory mandate of Board members appointed as from the present Shareholders' Meeting; the ongoing mandates shall end on the initial expiry date;
- to modify accordingly Article 11, Section 3 of the bylaws, while the rest of the article remains unchanged:

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

Twelfth resolution - Harmonization of Article 22 of the bylaws,

The shareholders, having considered the Board of Directors' report, resolve to harmonize the bylaws with Article R. 225-85 of the French Commercial Code, as amended by Decree 2014-1466 of December 8, 2014, and to thus modify the third paragraph of Article 22 of the bylaws as set out below, while the rest of the Article remains unchanged:

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

Thirteenth resolution - *Authorization to be granted to the Board of Directors to cancel shares of the Company purchased within the framework of the mechanism set out in Article L. 225-209 of the French Commercial Code.*

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report:

1. Authorize the Board of Directors to cancel, at its sole discretion, on one or more occasions and up to a maximum limit of 10% of the capital stock, calculated as of the date on which the cancellation decision is made, and after deduction of any shares which may have been cancelled during the previous 24 months, shares held by the Company or which it may hold following the purchases made within the framework of Article L. 225-209 of the French Commercial Code, as well as to reduce the registered capital by the same amount in accordance with the legal and regulatory provisions in force.
2. Resolve that this authorization is granted for a period of 18 months as from the date of this Shareholders' Meeting.
3. Grant the Board of Directors full powers, which may be sub-delegated as provided for by law, to carry out the transactions required in connection with said cancellations and the related reductions in the capital stock, to amend the Company's bylaws as a consequence thereof, and to carry out all requisite formalities.

Fourteenth resolution - *Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 maintenance of pre-emptive subscription right, or to increase the share capital by integrating reserves, profits and/or premiums*

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-130, L. 228-92 and L. 225-132 et seq.:

1. Delegate authority to the Board of Directors to:

- a/ issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and or international market, either in euros or in other currencies, or in any other monetary unit based on a series of currencies,
- ordinary shares;
 - and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities;
 - and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company;

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

- b/ increase the capital stock, on one or more occasions, in the proportions and at the times it shall deem appropriate, through the capitalization of premiums, reserves, profits or other capitalizable amounts, by way of the issue or award of free shares, or increase in the par value of existing share, or combination thereof.

2. Resolve that, should the Board of Directors use this delegation of authority within the framework of para. 1b/ above in accordance with the provisions of Article L. 225-130 of the French Commercial Code in the event of a capital increase in the form of an allotment of free shares, fractional entitlements will not be negotiable or transferable, and the corresponding shares will be sold. The sales proceeds will be allocated among the rights holders within the period provided by regulations for such purpose.

3. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.

4. Resolve to set, as indicated below, the ceilings on the amounts of the issues authorized in the event of the Board of Directors using this delegation of authority:

— The aggregate par value of the shares which may be issued pursuant to this delegation of authority may not exceed €400,000,000 (four hundred million euros), it being stipulated that the overall nominal value of the capital increases liable to be implemented under this resolution and the fifteenth, sixteenth, seventeenth and eighteenth resolutions shall count towards this ceiling.

If required, the par value of the new ordinary shares to be issued will be added to this ceiling in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

— The par value of debt securities over the Company which may be issued pursuant to this delegation of authority may not exceed €1,000,000,000 (one billion euros) or the equivalent in any other currency at the date of issue, it being stipulated that:

- this amount is an aggregate ceiling which applies to all debt securities which may be issued pursuant to this resolution and the fifteenth and sixteenth resolutions submitted to this Shareholders' Meeting;
- this ceiling will be increased, if needed, by any redemption premiums; and
- this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

5. If the Board of Directors uses this delegation of authority within the framework of the issues referred to in para. 1a/ above:

a/ resolve that the issue(s) of ordinary shares or securities conferring an entitlement to shares in the Company will be reserved in priority for shareholders with priority rights,

b/ resolve that if the aggregate amount of subscriptions as of right and for excess shares or securities, if applicable, does not take up the entire issue referred to in para. 1a/, the Board of Directors, in whatever order it deems appropriate, may opt for the following alternatives or some of them:

- 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.

6. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.

7. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

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.

Fifteenth resolution - *Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 cancellation of pre-emptive subscription right through public offering,*

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136 and L. 228-92:

1. Delegate authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and/or international market, via an offering to the public, either in euros or in other currencies, or in any other monetary unit based on a series of currencies:

- ordinary shares;
- and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities;
- and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company.

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

2. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.

3. The aggregate par value of the ordinary shares which may be issued pursuant to this delegation of authority may not exceed € 110,000,000 (one hundred and ten million euros), it being stipulated that:

- this limit will include the aggregate par value of any immediate and/or future capital increases which may be made pursuant to the sixteenth resolution below;

- furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the fourteenth, sixteenth, seventeenth and eighteenth resolutions will count towards the aggregate ceiling of € 400,000,000 (four hundred million euros) set in para. 4 of the fourteenth resolution above.

If required, the par value of the new ordinary shares to be issued will be added to these ceilings in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

The par value of debt securities over the Company which may be issued pursuant to this delegation of authority may not exceed € 1,000,000,000 (one billion euros) or the equivalent in any other currency at the date of issue, it being stipulated that:

- this amount will count towards the aggregate ceiling of € 1,000,000,000 (one billion euros) for issues of debt securities as stipulated in para. 4 of the fourteenth resolution above;

- this ceiling will be increased, if needed, by any redemption premiums, and

- this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.

4. Resolve to cancel the pre-emptive subscription right of the shareholders in respect of ordinary shares and debt securities conferring an entitlement to the shares of the Company and/or to the debt securities which are the subject matter of this resolution, but nonetheless leave the possibility for the Board of Directors to grant a right of priority to the shareholders in accordance with the law.

5. Resolve that the amount received or to be received by the Company for each ordinary share issued pursuant to this delegation of authority, after taking into account the issue price of any autonomous equity warrants issued, will be at least equal to the minimum set by the legal and regulatory provisions applicable at the time this delegation of authority is implemented by the Board of Directors.

6. Resolve that if the subscriptions do not take up the entire issue referred to in para. 1/, the Board of Directors may opt for the following alternatives:

- 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.

7. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.

8. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

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.

Sixteenth resolution - *Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some 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 cancellation of pre-emptive subscription right through an offer in accordance with Article L.411-2 of the French Monetary and Financial Code*

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136 and L. 228-92:

1. Delegate their authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and/or international market, through a private placement governed by Article L. 411-2 II of the French Monetary and Financial Code, either in euros or in other currencies, or in any other monetary unit based on a series of currencies:

- ordinary shares;
- and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities;
- and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company.

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

2. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting;

3. The aggregate par value of the ordinary shares which may be issued pursuant to this delegation of authority may not exceed €110,000,000 (one hundred and ten million euros), it being stipulated that it will be capped at 20% of the capital per year (this ceiling being calculated on the date of the Board's decision to make use of this delegation of authority), and that:

- this amount falls under the common ceiling set in para. 3 of the fifteenth resolution and will count towards that ceiling;
- furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the fourteenth, fifteenth, seventeenth and eighteenth resolutions will count towards the aggregate ceiling of €400,000,000 (four hundred million euros) set in para. 4 of the fourteenth resolution above.

If required, the par value of the new ordinary shares to be issued will be added to these ceilings in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

The par value of debt securities which may be issued pursuant to this delegation of authority may not exceed € 1,000,000,000 (one billion euros), it being stipulated that:

- this amount will count towards the aggregate ceiling of €1,000,000,000 (one billion euros) for issues of debt securities as stipulated in para. 4 of the fourteenth resolution above;

- this ceiling will be increased, if needed, by any redemption premiums; and
 - this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.
4. Resolve to cancel the pre-emptive subscription right of the shareholders in respect of ordinary shares and debt instruments conferring an entitlement to the shares of the Company and/or the debt securities which are the subject matter of this resolution.
5. Resolve that the amount received or to be received by the Company for each ordinary share issued pursuant to this delegation of authority, after taking into account the issue price of any autonomous equity warrants issued, will be at least equal to the minimum set by the legal and regulatory provisions applicable at the time this delegation of authority is implemented by the Board of Directors.
6. Resolve that if the subscriptions do not take up the entire issue referred to in para. 1/, the Board of Directors may opt for the following alternatives:
- 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.
7. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.
8. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

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.

Seventeenth resolution - *Authorization, in the case of an issue without pre-emptive subscription right, to set the issue price under the conditions fixed by the Shareholders' Meeting, up to a maximum limit of 10% of the capital stock in any one year.*

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with para. 2 of Article L. 225-136-1° of the French Commercial Code:

- authorize the Board of Directors, deciding to proceed with an issue of ordinary shares or securities conferring an entitlement to shares in the capital pursuant to the fifteenth and sixteenth resolutions to derogate, up to a limit of 10% of the capital stock per year, from the conditions for setting the price provided for in the above-mentioned resolutions;
- resolve in this connection that the issue price of the securities to be issued immediately or at a later date may not be less than the closing price on the trading day immediately before the price is set, possibly with a discount of up to 10%.

The shareholders set the period of validity of this authorization at 26 months as from the date of this Shareholders' Meeting.

The shareholders resolve that this authorization will cancel any previous authorization granted for the same purpose.

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.

Eighteenth resolution - *Authorization to increase the number of shares to be issued in the event of oversubscription.*

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report decide in respect of each of the issues of ordinary shares or securities conferring an entitlement to shares of the Company resolved upon in application of the fourteenth to sixteenth resolutions, in the event of the Board of Directors establishing that there has been an oversubscription, that the number of shares to be issued may be increased by the Board of Directors, under the conditions set by Article L. 225-135-1 and R. 225-118 of the French Commercial Code, up to the limits set by the shareholders.

The shareholders resolve that the par value of any capital increases which may be carried out pursuant to this resolution will count towards the aggregate ceiling of €400,000,000 (four hundred million euros) set in para. 4 of the fourteenth resolution above.

The shareholders set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.

The shareholders resolve that this delegation of authority will cancel any previous delegation granted for the same purpose.

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.

Nineteenth resolution - *Delegation of authority to be granted to the Board of Directors to increase the capital stock through an issue of shares without pre-emptive subscription rights for the benefit of members of a company savings plan in application of Articles L. 3332-18 et seq. of the French Labor Code.*

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, and ruling in application of the provisions of Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code:

1. Authorize the Board of Directors, if it deems it appropriate and at its sole discretion, to increase the capital stock on one or more occasions by issuing ordinary shares or securities conferring an entitlement to shares of the Company for the benefit of members of one or more Company or Group savings plans established by the Company and/or French or foreign companies related to it under the conditions stipulated in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
2. Cancel in favor of said persons the pre-emptive right to subscribe to the shares which may be issued pursuant to this delegation of authority.
3. Set the period of validity of this delegation of authority at twenty-six months as from the date of this Shareholders' Meeting.

4. Resolve that the aggregate par value of the capital increase(s) to be carried out pursuant to this delegation of authority may not exceed 3% of the capital stock as of the date of the Board's decision to carry out said increase, said amount being independent of any other ceiling provided for in respect of delegations concerning capital increases. This amount does not include the additional amount of any ordinary shares to be issued to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

5. Resolve that the issue price of the new shares to be issued pursuant to para. 1/ of this delegation of authority may not be more than 20% lower, or 30% lower if the lock-up period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is more than or equal to ten years, than the average of the opening share prices quoted on the 20 trading days preceding the date of the Board's decision relating to the capital increase and the corresponding issue of shares, or higher than that average.

6. Resolve that, in accordance with the provisions of Article L. 3332-21 of the French Labor Code, the Board of Directors may decide to award, without consideration, new or existing shares or other securities conferring an entitlement to new or existing shares of the Company, to the beneficiaries defined in the first paragraph above in respect of (i) matching contributions which may be made pursuant to the regulations of the Company or Group savings plans, and/or (ii) the discount, where applicable.

7. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

The Board of Directors, which may sub-delegate its powers as provided for by law, may implement this delegation of authority or not, take all measures, and carry out all requisite formalities.

Twentieth resolution - *Authorization to be granted to the Board of Directors to award free shares to employees and/or certain corporate officers.*

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, authorize the Board of Directors to award new or existing ordinary shares of the Company on one or more occasions in accordance with Article L. 225-197-1 and L. 225-197-2 of the French Commercial Code:

- to employees of the Company or of companies which are directly or indirectly linked thereto within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or to corporate officers meeting the conditions set by Article L. 225-197-1 of the French Commercial Code.

The aggregate number of free shares thus awarded may not exceed 2,000,000 shares on the date of the Board decision to award them.

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 of the Board decision awarding these shares.

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.

As an exception, the shares will be deemed definitively awarded before the expiry of the vesting period in the event of invalidity of the beneficiary classified in the second and third of the categories provided for in Article L. 341-4 of the French Social Security Code.

The definitive award of these shares will be subject to achievement of the following performance conditions as decided by the Board of Directors:

- 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 Board of Directors shall have full powers, which may be sub-delegated under the conditions provided for by law, to:

- acknowledge the fulfillment of the performance conditions as defined above, and generally set the conditions and criteria for the award;
- determine the identity of the beneficiaries as well as the number of shares awarded to each of them;
- where applicable:
 - place on record the existence of sufficient reserves and transfer to an unavailable reserve account at the time of each award of shares the amounts required to pay up the new shares to be awarded,
 - decide, when the time comes, to carry out the capital increase(s) through capitalization of reserves, premiums or profits corresponding to the issue of the new shares awarded for free,
 - purchase the requisite number of shares within the framework of the share buy-back program and allocate same to the share award plan,
 - determine the impact on the rights of the beneficiaries of operations modifying the capital stock or likely to affect the value of the shares awarded and carried out during the vesting and lock-up periods and, as a consequence, modify or adjust, if necessary, the number of shares awarded in order to preserve the rights of the beneficiaries,
 - take all necessary steps to ensure compliance by the beneficiaries with the lock-up obligation,
- and, in general, do all that is required to implement this authorization in accordance with current legislation.

This authorization will automatically entail the waiver by the shareholders of their pre-emptive right to subscribe to the new shares issued through capitalization of reserves, premiums and profits.

It is granted for a period of 26 months as from the date of this Shareholders' Meeting.

It cancels any previous authorization on the same subject.

Twenty first resolution - Powers to carry out formalities.

The shareholders grant full powers to the bearer of a copy of or an excerpt from these minutes to carry out all filing and publication formalities required by law.