

FAURECIA

A corporation (*Société Anonyme*) with a capital of € 775,872,615
Registered office: 2 Rue Hennape, 92000 Nanterre
Registered with the Registry of Commerce and Companies of Nanterre
under number 542 005 376

ORDINARY & EXTRAORDINARY GENERAL MEETING **OF MAY 30, 2013**

AGENDA

Ordinary business:

- **First resolution** – Approval of the statutory financial statements for the financial year ended on 31 December 2012.
- **Second resolution** – Approval of the consolidated financial statements for the financial year ended on 31 December 2012.
- **Third resolution** – Appropriation of net income for the financial year ended on 31 December 2012.
- **Fourth resolution** – Statutory auditors' special report on regulated agreements and undertakings, and approval of the agreement concerned thereby.
- **Fifth resolution** – Renewal of the mandates of Ernst & Young Audit as principal statutory auditor and of Auditex as deputy statutory auditor.
- **Sixth resolution** – Renewal of the mandates of PricewaterhouseCoopers Audit as principal statutory auditor and of Mr. Etienne Boris as deputy statutory auditor.
- **Seventh 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 Commercial Code.

Extraordinary business:

- **Eighth 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 Commercial Code.
- **Ninth resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares of the Company (or of a company of the Group) and/or a right to the allotment of debt securities, with pre-emptive subscription rights, or to increase the capital through capitalization of reserves, profits and/or premiums.
- **Tenth resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares of the Company (or of a company of the Group) and/or a right to the allotment of debt securities, without pre-emptive subscription rights, through public offerings.

- **Eleventh resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares of the Company (or of a company of the Group) and/or a right to the allotment of debt securities, without pre-emptive subscription rights, through a private placement referred to in Article L. 411-2 II of the Monetary & Financial Code.
- **Twelfth resolution** – Authorization, in the case of an issue without pre-emptive subscription rights, to set the issue price under the conditions fixed by the Shareholders' Meeting, up to a maximum limit of 10% of the share capital in any one year.
- **Thirteenth resolution** – Authorization to increase the number of shares to be issued in the event of oversubscription.
- **Fourteenth resolution** – Delegation of authority to be granted to the Board of Directors to increase the capital without pre-emptive subscription rights for the benefit of members of a Company savings scheme in application of Articles L. 3332-18 *et seq.* of the Labour Code.
- **Fifteenth 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 rights.
- **Sixteenth resolution** – Amendments to the Articles of Association.
- **Seventeenth resolution** – Powers to carry out formalities.

DRAFT RESOLUTIONS

Ordinary business:

First resolution – Approval of the statutory financial statements for the financial year ended on 31 December 2012

The shareholders, having considered the Board of Directors' report and the statutory auditors' report on the statutory financial statements as at 31 December 2012, approve said statutory financial statements as presented, showing a net income of € 107,332,169.

The shareholders in particular approve the total amount of expenses and charges referred to in Article 39-4 of the General Tax Code, i.e. € 148,832, said amount corresponding to non-deductible lease payments for passenger vehicles, as well as the tax corresponding thereto.

Second resolution – Approval of the consolidated financial statements for the financial year ended on 31 December 2012

The shareholders, having considered the Board of Directors' report and the statutory auditors' report on the consolidated financial statements as at 31 December 2012, approve said consolidated financial statements as presented, showing a net income (Group share) of € 142.3 million.

Third resolution – Appropriation of the net income for the financial year

On the recommendation of the Board of Directors, the shareholders resolve to allocate the net income for the financial year closed on 31 December 2012 as follows:

Origin

- Net income for the financial year	€ 107,332,169
- Retained earnings carried over from prior years	€ 921,678,896
	€ 1,029,011,065

Appropriation

- Statutory reserve	€ 5,366,609
- Retained earnings	€ 1,023,644,456

Total appropriation	€ 1,029,011,065
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In accordance with the provisions of Article 243 *bis* of the 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 THE TAX CREDIT
	DIVIDENDS	OTHER INCOME DISTRIBUTED	
2009	-	-	-
2010	€ 27,591,699.25* i.e. € 0.25 per share	-	-
2011	€ 38,628,920.75* i.e. € 0.35 per share	-	-

* Adjusted for the unpaid dividends on treasury shares.

Fourth resolution – Statutory auditors’ special report on regulated agreements and undertakings, and approval of the agreement concerned thereby

The shareholders, ruling on the basis of the statutory auditors’ special report on regulated agreements and undertakings which had been presented to them, approve the new agreement indicated in said report.

Fifth resolution – Renewal of the mandates of Ernst & Young Audit as principal statutory auditor and of Auditex as deputy statutory auditor

On the recommendation of the Board of Directors, the shareholders renew the mandate of Ernst & Young Audit as principal statutory auditor, as well as that of Auditex as deputy statutory auditor, said mandates to expire on closure of this General Meeting, for a period of six financial years, i.e. until the close of the Ordinary Annual General Meeting to be held in 2019 for purposes of ruling on the accounts of the financial year to be closed on 31 December 2018.

They had declared their acceptance of their duties.

Sixth resolution – Renewal of the mandates of PricewaterhouseCoopers Audit as principal statutory auditor and of Mr. Etienne Boris as deputy statutory auditor

On the recommendation of the Board of Directors, the shareholders renew the mandate of PricewaterhouseCoopers Audit as principal statutory auditor, as well as that of Mr. Etienne Boris as deputy statutory auditor, said mandates to expire on closure of this Shareholders’ Meeting, for a period of six financial years, i.e. until the close of the Ordinary Annual Shareholders’ Meeting to be held in 2019 for purposes of ruling on the accounts of the financial year to be closed on 31 December 2018.

They had declared their acceptance of their duties.

Seventh 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 Commercial Code

The shareholders, after having considered the Board of Directors' report, authorize the Board, for a period of eighteen months in accordance with Articles L. 225-209 *et seq.* of the 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 share capital, 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 tenth resolution ruling on ordinary business at the Ordinary and Extraordinary Shareholders' Meeting held on 23 May 2012.

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, and
- possibly canceling the shares purchased, subject to the authorization to be granted by this Shareholders' Meeting in its eighth 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.

The transactions may in particular be carried out during a public tender in compliance with the regulations in force.

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

The purchase price may not exceed € 40 per share. In the event of a transaction involving the share capital, 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 share capital 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 maximum purchase price of € 40 would be € 441,655,800 on the basis of the registered capital as at 31 December 2012 (made of 110,833,745 shares) and taking into account the 41,979 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.

Extraordinary business:

Eighth 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 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 share capital, calculated as of the day 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 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 eighteen months as from the date of this Shareholders' Meeting, and
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 share capital, to amend the Company's Articles of Association as a consequence thereof, and to carry out all requisite formalities.

Ninth resolution – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares in the capital of the Company (or of a company of the Group) and/or a right to the allotment of debt securities, with pre-emptive subscription rights, or to increase the capital through capitalization of 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 Commercial Code, and in particular Article L. 225-129-2 thereof:

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 securities conferring an immediate or deferred entitlement, at any time or on a fixed date, to ordinary shares in the Company, through subscription, conversion, exchange, redemption, presentation of warrants or by any other means;
 - and/or securities giving a right to the allotment of debt instruments.

In accordance with Article L. 228-93 of the 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 one half of the capital;

- b/ increase the capital, on one or more occasions, in the proportions and at the times it shall deem appropriate, through capitalization of premiums, reserves, profits or other, in the form of an allotment of free shares or an increase in the par value of existing shares;
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 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 twenty-six months as from the day 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 € 300,000,000, it being stipulated that the aggregate par value of the capital increases which may be carried out pursuant to this resolution and the tenth, eleventh, twelfth and thirteenth resolutions will 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 aggregate par value of debt securities issued pursuant to this delegation of authority may not exceed €1,000,000,000 or the equivalent in any other currency at the date of issue being noted that:
 - o this amount is an aggregate ceiling which applies to all debt securities which may be issued pursuant to this resolution and the tenth and eleventh resolutions submitted to this Shareholders' Meeting;
 - o this ceiling will be increased, if needed, by any redemption premiums; and
 - o 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 Code of commerce.
 5. if the Board of Directors uses this delegation of authority within the framework of the issues referred to in para. 1 a/ 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. 1 a/, the Board of Directors, in whatever order it deems appropriate,, may opt for the following alternatives or some of them:

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- cap the amount of the issue at the amount of the subscriptions received, it being stipulated that in the case of an issue of ordinary shares or securities where the primary security is a share, the amount of the subscriptions will have to reach at least $\frac{3}{4}$ of the issue decided upon in order for said ceiling to be possible;
 - freely allocate all or some of the unsubscribed securities; or
 - 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 Articles of Association, 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; and
7. formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

Tenth resolution – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares of the Company (or of a company of the Group) and/or a right to the allotment of debt instruments, without pre-emptive subscription rights, through public offerings

The shareholders, having considered the Board of Directors' report and the statutory auditors' report and in accordance with the provisions of the Commercial Code and in particular Article L.225-136 thereof:

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 securities conferring immediate or deferred entitlement, at any time or on a fixed date, to ordinary shares in the Company, through subscription, conversion, exchange, redemption, presentation of warrants or by any other means;
 - and/or securities giving a right to the allotment of debt instruments.

In accordance with Article L. 228-93 of the 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 one half of the capital;

2. set the period of validity of this delegation of authority at twenty-six 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, 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 eleventh resolution below; and

- furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the ninth, the eleventh, the twelfth and the thirteenth resolutions will count towards the aggregate ceiling of € 300,000,000 set in para. 4 of the ninth resolution above;

These limits do not include the par value of any ordinary shares 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.

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 or the equivalent in any other currency at the date of issue being noted that:

- this amount will count towards the aggregate ceiling of € 1,000,000,000 for issues of debt securities as stipulated in para. 4 of the ninth 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 Code of commerce.
4. resolve to cancel the pre-emptive subscription rights 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:
 - limit the size of the issue to the amount of subscriptions, provided that, in the case of an issue of ordinary shares or securities where the primary security is a share, the amount of subscriptions reaches at least $\frac{3}{4}$ of the issue decided upon in order for this limitation to be possible; or
 - freely allocate all or some of the unsubscribed securities;
 7. resolve that the Board of Directors shall have the requisite powers, which may be sub-delegated as provided for by law, up to the limits set above, to in particular set the terms and conditions of the issue(s), duly place the capital increases resulting therefrom on record, make the corresponding amendments to the Articles of Association, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premiums 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; and
 8. resolve that this delegation of authority will cancel any previous delegation granted for the same purpose.

Eleventh resolution – Delegation of authority to be granted to the Board of Directors to issue ordinary shares and/or securities conferring an entitlement to shares of the Company (or of a company of the Group) and/or a right to the allotment of debt securities, without pre-emptive subscription rights, through a private placement governed by Article L.411-2 II of the Monetary and Financial Code

The shareholders, having considered the Board of Directors' report and the statutory auditors' special report, and voting in accordance with the provisions of the Commercial Code and in particular Article L 225-136 thereof:

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 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 securities conferring an immediate or deferred entitlement, at any time or on a fixed date, to ordinary shares of the Company, through subscription, conversion, exchange, redemption, presentation of warrants or by any other means;
 - and/or securities giving the right to the allotment of debt securities.

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

2. set the period of validity of this delegation at twenty-six 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, 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 tenth resolution and will count towards that ceiling, and
 - furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the ninth, the tenth, the twelfth and the thirteenth resolutions will be included in the aggregate ceiling of € 300,000,000 set in para. 4 of the ninth resolution above.

These limits do not include the par value of any ordinary shares 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.

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

- this amount will count towards the aggregate ceiling of € 1,000,000,000 for issues of debt securities as stipulated in para. 4 of the ninth 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 Code of commerce.
4. resolve to cancel the pre-emptive subscription rights 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 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:
 - limit the size of the issue to the amount of subscriptions, provided that, in the case of an issue of ordinary shares or securities where the primary security is a share, the amount of subscriptions reaches at least $\frac{3}{4}$ of the issue decided upon in order for this limitation to be possible; or
 - freely allocate all or some of the unsubscribed securities;
 7. resolve that the Board of Directors shall have the requisite powers, which may be sub-delegated as provided for by law, up to the limits set above, to in particular set the terms and conditions of the issue(s), duly place the capital increases resulting therefrom on record, make the corresponding amendments to the Articles of Association, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premiums 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; and
 8. resolve that this delegation of authority will cancel any previous delegation granted for the same purpose.

Twelfth resolution – Authorization, in the event of issuance without pre-emptive subscription rights, to set the issue price under the conditions set by the shareholders, up to a maximum limit of 10% of the share capital per 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 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 tenth and eleventh resolutions, to derogate, up to a limit of 10% of the share capital per year, from the conditions for setting the price provided for in the above-mentioned resolutions; and
- resolved 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 delegation at twenty-six 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.

Thirteenth resolution – Authorization to increase the size of the issues in the event of oversubscriptions

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 ninth to twelfth 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 of the Commercial Code, up to the limits set by the shareholders.

The shareholders decide that the par value of any capital increases which may be carried out pursuant to this resolution will count towards the aggregate ceiling of € 300,000,000 set in para. 4 of the ninth resolution above.

The shareholders set the period of validity of this delegation at twenty-six 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.

Fourteenth resolution – Delegation of authority to be granted to the Board of Directors to increase the share capital 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 Labour 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 and L. 225-138-1 of the Commercial Code and Articles L. 3332-18 *et seq.* of the Labour Code:

1. authorize the Board of Directors, if it deems appropriate and at its sole discretion, to increase the share capital 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 Commercial Code and Article L.3344-1 of the Labour Code;
2. cancel in favour of said persons the pre-emptive rights to subscribe to the shares which may be issued pursuant to this delegation of authority;
3. resolve that this delegation of authority is granted for a period of 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 authorization may not exceed 3% of the share capital as of the date of the Board's decision to carry out said increase(s), 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 Labour Code is more than or equal to ten years, than the average of the opening share prices quoted on the twenty 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 Labour 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; and
7. resolve that this delegation of authority shall cancel any other previous delegation on the same subject.

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.

Fifteenth 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 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 Commercial Code;
- and/or to corporate officers meeting the conditions set by Article L. 225-197-1 of the Commercial Code.

The aggregate number of free shares thus awarded may not exceed 2,500,000 shares on the date of the Board's decision to award same.

The awarding of the shares to the beneficiaries will become final upon expiry of an acquisition period to be set by the Board of Directors but which may not be less than two years. The beneficiaries will have to hold their shares during a period set by the Board of Directors, it being stipulated that said period may not be less than two years as from the definitive granting of said shares.

However, in the hypothesis of the acquisition period for all or part of one or more awards being of a minimum of four years, the shareholders authorize the Board of Directors to not impose any lock-up period in respect of the shares in question.

As an exception, the shares will be deemed definitively awarded before expiry of the acquisition 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 Social Security Code.

The definitive attribution 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 attributed ;
- the evolution of net earnings per Faurecia share assessed between the last fiscal year on the date when the shares are attributed and the last fiscal year on the date when the shares are acquired assessed against 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;
- definitively decide upon the identity of the beneficiaries as well as the number of shares to be awarded to each of them ;
- determine the impact on the rights of the beneficiaries of operations modifying the share capital or likely to affect the value of the shares awarded and carried out during the acquisition 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;
- if 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;
 - 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 rights to subscribe to the new shares issued through capitalization of reserves, premiums and profits.

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

It cancels any previous authorization on the same subject.

Sixteenth resolution – Amendments to the Articles of Association

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

- 1) As regards the form of shares:
 - to clarify the drafting of Article 7 of the Articles of Association and to modify the first two paragraphs thereof as follows, the rest of the article remaining unchanged:

“Shares may be issued in registered or bearer form, at the shareholder’s option.

Registered shares are recorded in an individual account as per the terms and conditions provided by the applicable legislative and regulatory provisions.”
- 2) As regards the methods to be used to make calls for funds where shares have not been paid up:
 - to modify the conditions under which shareholders are informed of calls for funds where shares have not been paid up in full;
 - to accordingly amend para 2. of Article 10 of the Articles of Association as follows, the rest of the article remaining unchanged:

“The amounts called up are notified to the shareholders through the publication of a notice to this effect fifteen (15) clear days beforehand in the BALO.”
- 3) As regards the consequences when a Director reaches the maximum age limit:
 - to simplify the drafting of Article 11 of the Articles of Association and to modify para. 5 thereof as follows, the rest of the article remaining unchanged:

“Where that proportion is exceeded, the oldest Director is automatically considered to have resigned on closure of the first Ordinary Shareholders’ Meeting held after the date when such proportion was exceeded.”
- 4) As regards the loss of the double voting right:
 - to simplify the drafting of Article 22 of the Articles of Association and to modify para. 7 thereof as follows, the rest of the article remaining unchanged:

*“**Aside from in the cases provided for by law**, any shares converted to bearer form or whose ownership is transferred shall lose the associated double voting right.”*
- 5) As regards the identification of the holders of bearer shares:
 - to harmonize Article 28 of the Articles of Association with the provisions of Article L.228-2 I of the Commercial Code as follows, the rest of the article remaining unchanged:

*“The Company is entitled to request at any time the **Central Securities Depository managing the account for the issuing of shares** to identify the owners of shares granting immediate or future voting rights at Company Shareholders’ Meetings, as well as*

The English language of this document is a free translation from the agenda and resolutions published in the French Bulletin des Annonces Légales Obligatoires of April 22, 2013. The original language of the document in French takes precedence over this translation

information concerning the quantity of securities held by each shareholder and, if applicable, any restrictions applicable to said securities.”

- 6) As regards the obligation to declare thresholds provided for in the Articles of Association:
- to provide for an obligation to declare the crossing downwards of the thresholds provided for in the Articles of Association; and
 - to accordingly amend para. 1 of Article 29 of the Articles of Association as follows, the rest of the article remaining unchanged:

*“In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L. 233-10 of the Commercial Code who comes to own **or to cease to own** a number of shares representing 2% of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company by registered letter with request for acknowledgement of receipt of the total number of shares and voting rights held no later than four (4) business days after occurrence.”*

Seventeenth 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.