



Technical perfection, automotive passion.



2007 |

Code of Ethics and Rules of Business Conduct



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Three fundamental values for Faurecia

To ensure the long-term future of the Group, we must first rapidly succeed in our turnaround efforts. These efforts are based on our strategic assets, the pursuit of excellence (within our six priorities for recovery) and the three fundamental values that underpin true business ethics.

Developing our strategic assets

Two of Faurecia's key assets are our technical expertise and the recognized capabilities of our personnel. We enjoy a leading position in each of our areas of activity and we have successfully diversified our customer portfolio, which now includes the world's leading automakers. Our global production facilities currently comprise 190 industrial plants and 28 R&D centers, united by Faurecia Excellence System procedures.

The pursuit of Excellence

We must aim for excellence in terms of production quality, our program acquisition and management processes, industrial efficiency and the way we manage our costs. Excellence must also be our priority in terms of product development and innovation ability. Every aspect of our business is therefore involved in this constant pursuit of excellence.

Our fundamental values

Developing our strategic assets and the pursuit of excellence call for a common purpose and shared values within the Group. Three of Faurecia's values seem to me to be decisive for this time and for our success. From now on, these must form the backbone of our attitude in both our internal and external relations.

COMMITMENT, in other words, the will of every individual in the organization, day after day, to master his job better and improve his performance in line with commonly agreed action plans.

TEAMWORK. Whether within a GAP, a UAP, a site, an R&D center, a Division or a Product Group, we are all part of a team and we must all contribute to and receive support from our team. We also all belong to the Group and this team spirit must be felt and expressed in our relations with other employees irrespective of their cultural or professional origin.

Internal and external **TRANSPARENCY**.

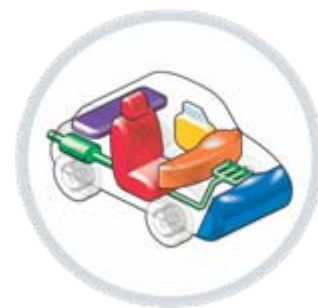
- Internally, we must share both our successes and our problems. This enables us to resolve them quickly, before they become serious and hurt our personnel, our partners, our customers and, at the end of the day, the Group. I firmly believe that problem-solving makes more sense than crisis management.
- Externally, our relationship with all our partners must be built on trust and a code of business ethics. Faurecia must behave and be perceived as a responsible, ethical company. The trust of our partners and the image they have of the Group are therefore key to Faurecia's long-term development.

These three values form the basis of the ethical behavior that must prevail at Faurecia. They underpin the Code of Ethics we are currently instituting for the Group. I have involved myself personally in this process and in the preparatory work that has gone into writing it. For me, this is an essential component of our future and our shared success. That is why I wanted every employee to have a copy, why I wanted it to be distributed widely both inside and outside the Group and, of course, strictly implemented. As far as the latter is concerned, I am counting on you.

Yann Delabrière

President and Chief Executive Officer

Introduction



Faurecia's Code of Ethics defines the rules of business conduct that must be applied to our day-to-day relations both internally and with outside parties. It should also be used as a guide to help build Group employee responsibility and empowerment.

The rules set out in this Code of Ethics are not exhaustive; combined with our employees' sense of responsibility, they establish the fundamental rules of business conduct and ethical guidelines applicable to all Faurecia employees and partners.

These rules in no way replace any laws or regulations in force in the various countries where Faurecia does business or the principles and rules arising from other internal policies and procedures applicable within the Faurecia Group.

In 2004, the Faurecia Group adhered to the United Nations Global Compact. In signing this document, it has undertaken to respect and promote, through its business practices, a set of values and principles drawn from international documents and agreements relating to human rights, labor standards and the environment.

Changes within the Group combined with our customers' new demands, and new directions in Corporate Social Responsibility and sustainable development have led the Faurecia Group to draw up this new version of its Code of Ethics.

This Code, like its predecessor, ensures consistency with Faurecia's Mission Statement that defines our identity and guides our actions by stating:

- Our ambition to become a global leader through our growth strategy based on innovation;
- Our seven values and associated conduct;
- The Faurecia Excellence System that defines our way of working together throughout the Group.

This Code of Ethics was presented to the European Works Council in April 2007, followed by a discussion with the social partners in the various companies located in the countries in which the Group operates.

A copy was then sent to each individual Group employee. A copy of this document is also given to each new recruit, and it can be viewed on the Group intranet.

Each Faurecia Group employee and officer must comply with the Code of Ethics and ensure that it is distributed to all employees and that each employee adheres to it.

Respect for Fundamental Human Rights



1. Respect for the Law

The Faurecia Group companies and their employees shall respect the laws and regulations in force in the countries in which they are based.

2. Prohibition of Child Labor

The Faurecia Group complies with national legislation and regulations governing child labor.

In any case, it will not employ children under the age of 16, and complies with the provisions of the ILO regarding the health, safety and morality of young people aged between 15 and 18.

The Faurecia Group ensures that its suppliers and partners adopt the same provisions.

3. Elimination of all Forms of Forced Labor

The Faurecia Group undertakes to ensure freedom of choice in employment and to eliminate all forms of forced and compulsory labor.

The Faurecia Group ensures that its suppliers and partners adopt the same provisions.

4. Respect for the Environment

The Faurecia Group undertakes to implement actions aimed at respecting the environment and improving its protection.

In carrying out their daily activities, all Faurecia employees are made aware of their responsibilities towards protecting the environment, especially through the following commitments:

- Reduce waste and polluting products, conserve natural resources and recycle materials at each step in the manufacturing process;
- Actively pursue a development policy and implement technology capable of reducing polluting emissions.

The Faurecia Group undertakes to constantly assess the impact of its products and the activity of its plants on the neighboring environment and communities with a view to making constant improvements.

5. Promotion of Health and Safety in the Workplace

The Faurecia Group undertakes to implement active policies and methods to prevent risks that may affect employee health and safety, to regularly check their correct application and measure their efficiency.

In particular, the Group undertakes to ensure its officers and employees take responsibility for protecting health and preventing accidents in the workplace, and to ensure the design and development of its products and production facilities in such a way as to promote the best working conditions possible.

All subcontractors working on the premises of Faurecia Group companies shall be expected to apply these health and safety policies and to conform to all legislation in force in the relevant countries.

Development of Economic and Social Dialogue



1. Freedom of Expression and Social Dialogue

The Faurecia Group seeks to develop a relationship of trust at all levels of the company by inviting its employees to express themselves freely, in particular concerning the improvement of their workplace environment.

The quality of discussion and communication between each employee and his or her superior is a central component of the Group's social dialogue.

The Faurecia Group undertakes to inform and consult in a timely manner the employee representatives in each legal entity or the employee representatives at European level, and to conform to the legal obligations specific to each country.

2. Right to Form Associations and Freedom to Join a Union

The Faurecia Group recognizes the existence of trade unions worldwide and the right of workers to form the union organization of their choice and/or to organize workers' representation in accordance with the laws and regulations in force.

It undertakes to protect union members and leaders and not to make any discrimination based on the offices held.

3. Contractual Policy

The Group undertakes to promote a policy of consultation and negotiation. Given its decentralized legal and managerial structure, this policy is enshrined in collective bargaining agreements signed with the individual establishments, on the one hand, and companies, on the other.

4. Industrial and Social Redeployment

Due to its program-based activity, the Faurecia Group must constantly adapt to the life cycle of vehicles (launch, development and end of life), and must accompany its customers in their international growth. The Group's industrial and social redeployment constantly supports these changes.

Whenever possible, the Faurecia Group will adopt a forward-looking approach to its industrial and social redeployment operations in order to limit the social impact.

Within this context, each of the restructuring operations will involve an in-depth industrial, economic and social dialogue as part of the strategic orientations defined by the Faurecia Group:

- Prioritize a forward-looking approach to avoid crises;
- Develop employability through employee empowerment?
- Involve employee representatives.
- Prioritize internal mobility;
- Factor in the local environment and promote all the local solutions.
- Treat employees in a just and equitable manner.

Development of Skills



1. Equality of Treatment

In its recruitment actions and career management, the Faurecia Group undertakes not to make any discrimination, in particular on the basis of age, gender, skin color, nationality, religion, health or disability, sexual orientation, political or philosophical opinions or trade union allegiances.

All employees have the right to work in a healthy environment, free from any form of hostility or harassment qualified as unlawful under the regulations and practices in force in the countries where the Faurecia Group does business.

In particular, the Faurecia Group forbids any unlawful conduct construed as sexual or moral harassment, even in the absence of any direct relationship of seniority or subordination.

2. Insertion and Development of Training

The Faurecia Group undertakes to promote professional training to encourage the professional insertion of young people, by fostering:

- Access to the various types of contracts available to students throughout their studies (apprenticeship contracts in particular);
- Access to internships in the company.

The Faurecia Group shall make every effort to provide each of its employees, whatever their place of work in the world, age, gender or position, with access, throughout their career, to the necessary training to enable them to carry out their activity and to forge their career path.

3. Professional Development and Employability

Given the specific nature of its activities and the need to capitalize on its expertise to ensure control over its programs, Faurecia considers the internal development of its workforce's employability a priority.

The Faurecia Group encourages each employee to participate actively in his or her professional development, and undertakes to ensure equal opportunities for professional development and mobility.

Faurecia encourages geographic and professional mobility within the company to develop its workforce's employability. Particular attention is paid to managing internal mobility to make sure of its short- and medium-term relevance.

Ethics and Rules of Business Conduct



1. Use of Faurecia Group Funds, Services and Assets

1.1 Principle

The use of Faurecia's funds, services, or assets for any unlawful or improper purpose is strictly forbidden. No individual or company shall engage in the practice of purchasing privileges or special benefits on behalf of Faurecia through the payment or receipt of bribes, gratuities, or other forms of payoffs, in cash or in other benefits. Likewise, no company or individual (domestic or foreign) shall accept money or benefits in kind in infringement of any law or regulations.

1.2 Prohibition of all Political Contributions

Faurecia makes no payments and provides no services to political parties, elected officials, or candidates for office, even when the lawful nature of such contributions is recognized pursuant to laws in countries where such payments might be made.

1.3 Prohibition of all Illegal Payments to Government Agencies or Their Employees

No payment may be made in the hope of obtaining favorable action from a government or administrative agency. Gifts, services, or lavish entertainment offered to government or administrative employees or officers are forbidden since they may be construed as attempts to influence government or administrative decisions in matters affecting Faurecia.

1.4 Truth and Accuracy of Accounts, Books and Records

All assets, liabilities, expenses, and other transactions carried out by companies in the Faurecia Group must be recorded in the companies' books and accounts which are to be kept truthfully and accurately, in accordance with the applicable accounting principles, rules, and laws.

No undisclosed funds or unrecorded assets of Faurecia Group companies or subsidiaries shall be established or maintained for any reason whatsoever. Documents pertaining to commercial or financial transactions must reflect these transactions faithfully. No payment may be approved or made with the intention or understanding that all or any part of such payment is to be used for any purpose other than that described in the documents supporting said payment. No false or artificial entry may be made in the books and records of Faurecia or its subsidiaries for any reason whatsoever.

Ethics and Rules of Business Conduct



2. Dealings with Customers, Service Providers and Suppliers

2.1 Restrictions on Gifts and Entertainment from Customers and/or Service Providers

- **Accepting gifts**

Faurecia policy forbids the acceptance of any gift or gratuity from customers or suppliers in any form whatsoever (in particular, cash/monetary payments, merchandise, services, entertainment, or travel) valued at or more than the equivalent of fifty (50) euros per year and per business partner.

If gifts or gratuities are received, they are to be returned immediately to the giver. When it would be discourteous to refuse or to return the gift, the employee must inform the Group Executive Vice President of Human Resources and his or her entity's Legal Counsel, who will determine what steps, if any, to take with regard to the gift pursuant to this Code. In all such cases, the employee must ask the customer or supplier to refrain from giving such gifts in the future.

- **Offering gifts**

It is strictly forbidden to offer and/or accord any cash or cash-in-kind for gratuity purposes, sponsorship deals or for other purposes to any representative of a customer or a supplier, directly or indirectly, in order to obtain a contract or any other commercial or financial benefit.

In all instances, according gifts and/or favors valued at the equivalent of fifty (50) euros or more to potential or current customers or suppliers is strictly forbidden

2.2 Supplier and Service Provider Selection

The selection of suppliers or service providers for Faurecia must be based on quality, need, performance, and cost. During negotiations with suppliers and service providers, it is the responsibility of each Faurecia employee and officer to promote the Group's best interests within legal limits, to seize the best opportunities, and to obtain the best possible business conditions, without reliance on favoritism resulting from friendship or using any discriminatory criteria forbidden by the Group Code of Ethics

2.3 Consultants and Other Service Providers

Under our Purchasing procedures, agreements by and between Faurecia and its agents, representatives, and consultants, or any other service provider must clearly list the actual services to be performed, the basis for fees or the price, and all other terms and conditions. All payments must be determined and paid in relation to the actual services provided. Agents, representatives, and consultants are forbidden to act on behalf of Faurecia unless explicitly authorized to do so in writing by duly empowered Faurecia representatives.

Ethics and Rules of Business Conduct



2.4 Prohibition of all Investments in Suppliers

No employee or officer may directly or indirectly invest in a supplier working with Faurecia, a supplier's parent company or its subsidiaries, nor may an employee or officer lend funds to them, with the exception of purchasing securities traded on a regulated market within the limits established by regulations in force.

2.5 Prohibition of Purchasing Goods or Obtaining Services from Suppliers or Customers for Personal Use

Employees and officers may not use their connection with Faurecia to obtain the same advantages for their own personal purchases as those granted by the supplier or customer to Faurecia, unless it is explicitly stated in the contract between Faurecia and the supplier or Faurecia and the customer.

3. Fair Competition

Faurecia believes in strict compliance with the rules and laws governing competition in force in the European Union and each State where Faurecia does business. The rules and laws of fair competition forbid any written or unwritten understandings, agreements, plans, arrangements, or schemes among competitors involving price, territory, market share, and/or customers.

Faurecia's employees and officers are therefore forbidden from entering into such agreements or understandings with Faurecia's competitors.

Pursuant to this, it is mandatory that any employee wishing to join a professional association whose membership includes competitor representatives obtain written approval from his or her superior Human Resources Manager.

4. Confidentiality

4.1 Confidentiality of Employees' Personal Data

The Faurecia Group companies and their employees must pay particular attention to complying with all laws and regulations relative to the protection, use and confidentiality of personal data.

The information relative to employees' private lives, and performance assessment, promotion and salary must be kept confidential. Access to this type of information is reserved for authorized personnel only.

As a result, Faurecia Group employees :

- Must not gather information about the personal life of other employees, except that required for human resources management or for other legitimate professional purposes, and solely within the limits authorized by the laws in force;
- Must ensure right of access, verification and correction of employee personal data, in accordance with the laws and regulations in force;
- Must not divulge personal information to third parties, except in exceptional cases authorized by the laws or regulations in force.

Ethics and Rules of Business Conduct



4.2 Confidentiality and Protection of Group Assets, Documents and Data

Files, assets and technical data and other confidential Company information are important assets that may be critical in preserving Faurecia's results and competitive edge. All these elements are the property of the Company and must be returned by the employee on termination of his or her employment contract.

The following in particular are of a confidential nature: information concerning the existence, terms and conditions of projects and commercial agreements of Faurecia, Group financial and technical data, and all other sensitive data, such as that relative to production unit sales, intellectual property rights, technology, computer software or hardware used in the normal practice of its business.

It is forbidden for all Faurecia Group Company employees to divulge this information to third parties without prior authorization, or to other Faurecia employees without the authority to access this information.

Any use for personal purposes, directly or indirectly, of information obtained in the course of the employee's professional activity is strictly prohibited.

Any infringement of this rule may result in legal action under the applicable provisions in employment law, civil law or penal law.

All the above provisions apply in the same manner to information supplied by our customers.

Persons whose employment contract has expired or who are no longer contractually bound to the Faurecia Group by an employment contract shall maintain confidentiality of all this information.

5. Loyalty and Exclusivity

Faurecia employees and officers must loyally perform their duties and assignments.

Faurecia considers that executive and management positions within the Group require a full-time commitment. Therefore, no executive or manager may hold a second job, or own or operate a business that requires active use of his or her own time without the express authorization of the Human Resources Manager.

6. Conflicts of Interest

A conflict of interest exists when an employee or a close relative is liable to benefit personally from a transaction involving a company in the Faurecia Group, in particular with customers or suppliers.

Likewise, when an employee attempts to choose or have a company chosen, especially as a supplier, in which he or she, or a close relative has a direct or indirect financial interest.

When in doubt, the employee must refer to his or her superior to determine whether or not the transaction in question constitutes a conflict of interest.

Ethics and Rules of Business Conduct



7. Protecting Faurecia Group Assets

Faurecia Group employees and officers are responsible for the proper use of the Group's assets and resources, including those involving intellectual property, technology, or computer hardware and documents, software, real estate, plant equipment, machinery and tools, components, raw materials and Group liquidity ("the assets").

To this end, Faurecia Group employees and officers must, in particular :

- Use the assets in accordance with the rules and procedures in force in the Group and take every step to prevent unauthorized use of the assets by a third party (including family members);
- Protect all passwords and codes to prevent any unauthorized access to computer data belonging to the Faurecia Group;
- Refrain from the unauthorized copying of software developed by the Faurecia Group, procedures, codes, manuals, presentations, training or other programs, unless authorized to do so by the Chairman or by an expressly authorized member of the general management;
- Only hold and store data in memory in strict compliance with local rules of law;
- And, more generally, use the Faurecia Group's new information and communication technology (NICT) in accordance with the rules set out in the Faurecia Guidelines on the Use of New Information and Communication Technology (Netiquette).

Reporting Infringements to the Code of Ethics



Any Group employee **aware of any infringement of the rules** set out in the present Code may bring the matter to the attention of his or her superior or the General Management:

- Through the **internal reporting procedure**, or
- Through the **external reporting procedure**, in the cases set out in paragraph 2.

These two methods have been designed as additional tools to ensure employees' freedom of expression.

No employee may be punished, dismissed or be the subject of discriminatory measures for having reported in good faith, or for having recounted actions infringing the Code of Ethics.

However, the wrongful use of these procedures exposes the perpetrator to disciplinary action or prosecution.

The person making the report involving conduct attributable to designated persons must, preferably, identify him or herself. His or her identity will be kept confidential.

These reporting procedures are additional methods made available to the employees and do not, therefore, replace the channels existing under the applicable law in each country (employee representatives, auditors and public authorities in particular).

Any Faurecia Group employee concerned about the **compliance of his or her own actions with the present Code** is strongly encouraged to discuss the matter with his or her superior and/or Human Resources Manager, to obtain more detailed information about the conditions and scope of application of this Code of Ethics.

Conduct contrary to the present code may be the subject of an inquiry solely at the discretion of the General Management.

Any **infringement of the present Code**, whatever the manner in which it is brought to light, may be sanctioned by Faurecia. These sanctions may include, among others, a warning issued to the employee, or his or her dismissal, depending on the seriousness of the infringement and the applicable laws and regulations.

1. Internal Reporting Procedure

Any Group employee aware of any infringement of one or more of the rules set out in the present Code **may bring the matter to the attention of his or her superior or HR Manager**.

The **referral** to the superior or the HR Manager may be made verbally or in written form.

Depending on the nature and importance of the facts recounted, additional investigations may be launched, an inquiry carried out or the decision taken to implement an internal audit procedure.

The person implicated must be advised of the procedure concerning him or her. If protective measures are required, the person implicated shall be advised after such measures have been taken.

Reporting Infringements to the Code of Ethics



2. External Reporting Procedure

The scope of the external reporting procedure is limited to matters involving a serious risk for Faurecia in the areas of accounting, financial audit or combating corruption.

Given their importance, serious matters threatening the physical well-being or moral integrity of an employee may also be covered by this external reporting procedure.

Any Faurecia Group employee, aware of the infringement of the rules regarding one of these points may report it using the external reporting procedure.

This external reporting procedure may only be triggered for situations liable to seriously affect the Group's business or have far-reaching consequences on its accountability.

The external reporting procedure leads to the matter being referred to an **external organization** that the Faurecia Group uses for the collection and initial processing of reporting procedures.

This organization will ensure compliance with the principles and rules applicable in France and in the European Union regarding the protection of data.

If the matter reported does not fall within the scope of the external reporting procedure, the report will be immediately destroyed.

If the matter reported does fall within the scope defined for this procedure and if its importance so warrants, the external organization will refer the matter to the Faurecia Group via its Chairman and CEO.

The latter may request a member of his team to carry out an inquiry to assess the veracity and extent of the facts reported. The Group Audit Department may be requested to carry out the necessary investigations.

All information having been verified shall be archived after a lapse of two months from the date the verification operations have been completed, unless disciplinary or legal proceedings are brought against the person implicated or the perpetrator of a wrongful report. In this case, the data shall be retained until the completion of the proceedings.

The person implicated must be advised of the procedure concerning him or her. If protective measures are required, the person implicated shall be advised after such measures have been taken.

The external report may be sent by **mail** to:

Deloitte Tip-offs Anonymous
185 Avenue Charles de Gaulle
92 524 Neuilly sur Seine cedex
France

or by **e-mail** to:

values@ethics-line.com