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**UPDATE TO THE 2008 REFERENCE DOCUMENT FILED WITH THE AUTORITÉ DES  
MARCHÉS FINANCIERS (AMF) NOVEMBER 18, 2009  
UNDER THE NUMBER D.09-0200-A01**



This update to the 2008 reference document was filed with the *Autorité des marchés financiers* (“AMF”) on November 18, 2009 pursuant to Article 212-13, IV of the AMF’s general regulations. It supplements the 2008 reference document that was filed with the AMF on April 6, 2009 under number D. 09-0200. The reference document and its update may be used in connection with a financial transaction if supplemented by a *Note d’opération* reviewed by the AMF. This document has been drafted by the issuer and its signatories are liable for it.

Copies of Faurecia’s 2008 reference document (the “Reference Document”) and this update (the “Update”) are available at Faurecia, 2, rue Hennape, 92735 Nanterre Cedex, on Faurecia’s Internet website ([www.faurecia.com](http://www.faurecia.com)) and on the Internet website of the Autorité des marchés financiers ([www.amf-france.org](http://www.amf-france.org)).

## TABLE OF CONTENTS

<b>1.</b>	<b>RESPONSIBLE PERSONS .....</b>	<b>2</b>
<b>1.1</b>	<b>STATEMENT BY THE PERSON RESPONSIBLE FOR THE UPDATE .....</b>	<b>2</b>
<b>1.2</b>	<b>PERSON RESPONSIBLE FOR THE INFORMATION.....</b>	<b>2</b>
<b>2.</b>	<b>2009 HALF-YEAR FINANCIAL REPORT.....</b>	<b>3</b>
<b>2.1</b>	<b>INTERIM MANAGEMENT REPORT.....</b>	<b>4</b>
<b>2.2</b>	<b>CONSOLIDATED FINANCIAL STATEMENTS .....</b>	<b>10</b>
<b>3.</b>	<b>THIRD QUARTER 2009 SALES.....</b>	<b>36</b>
<b>4.</b>	<b>OUTLOOK AND ANNUAL AND HALF-YEAR FORECASTS.....</b>	<b>38</b>
<b>4.1</b>	<b>ASSUMPTIONS.....</b>	<b>38</b>
<b>4.2</b>	<b>STATUTORY AUDITORS' REPORT ON FORECASTS .....</b>	<b>38</b>
<b>5.</b>	<b>THE EMCON TECHNOLOGIES ACQUISITION.....</b>	<b>39</b>
<b>6.</b>	<b>GENERAL INFORMATION .....</b>	<b>44</b>
<b>6.1</b>	<b>RISK FACTORS .....</b>	<b>44</b>
<b>6.2</b>	<b>INFORMATION CONCERNING CORPORATE GOVERNANCE .....</b>	<b>46</b>
<b>6.3</b>	<b>SHARE CAPITAL INFORMATION .....</b>	<b>53</b>
<b>6.4</b>	<b>OTHER INFORMATION .....</b>	<b>54</b>
<b>6.5</b>	<b>AUDITING OF THE FINANCIAL STATEMENTS .....</b>	<b>54</b>
<b>6.6</b>	<b>DELEGATIONS GIVEN TO THE BOARD OF DIRECTORS .....</b>	<b>55</b>
<b>7.</b>	<b>DOCUMENTS AVAILABLE TO THE PUBLIC.....</b>	<b>56</b>
<b>8.</b>	<b>CROSS-REFERENCE TABLE.....</b>	<b>57</b>

## **1. RESPONSIBLE PERSONS**

### **1.1 STATEMENT BY THE PERSON RESPONSIBLE FOR THE UPDATE**

I hereby declare that, having taken all reasonable measures, that the information contained in this update to the reference document, to the best of my knowledge, is in accordance with the facts and contains no omission likely to affect its import.

I have obtained from the Statutory Auditors a completion letter (*letter de fin de travaux*) in which they indicated that they had verified the information relating to the Company's financial position and accounts given in this update to the reference document as well as that they had read the update in its entirety.

The consolidated and unconsolidated financial statements for the period ended December 31, 2008 presented in the reference document filed with the *Autorité des marchés financiers* on April 6, 2009, under number D. 09-0200, were the subject of the Statutory Auditors' reports appearing on pages 140 and 169 of that document and each contains an observation with respect to uncertainties concerning the financing of operations in 2009.

The consolidated half-year financial statements as of June 30, 2009 presented in this update to the reference document filed with the AMF on November 18, 2009 under the number D.09-0200-A01 have been the subject of a limited review by the Statutory Auditors, which report appears on page 35 of the update (Report on Half-Year Financial Information as of June 30, 2009). This report contains one observation.

Nanterre, November 18, 2009

Mr. Yann DELABRIÈRE  
President and CEO

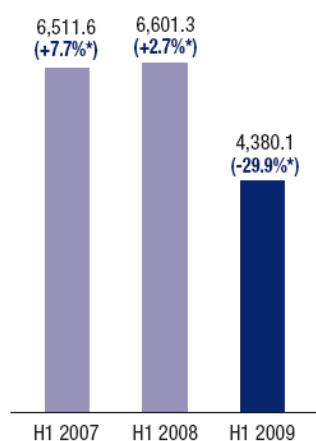
### **1.2 PERSON RESPONSIBLE FOR THE INFORMATION**

Mr. Frank IMBERT  
Group CFO

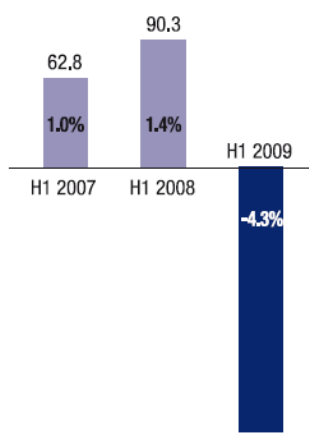
Faurecia  
2, rue Hennape  
92735 Nanterre Cedex – France  
Tel. : + 33 (1) 72 36 70 00  
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## 2. 2009 HALF-YEAR FINANCIAL REPORT

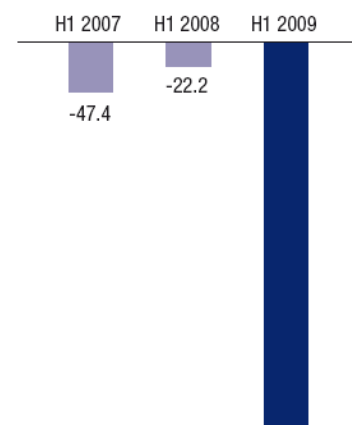
### Key Figures



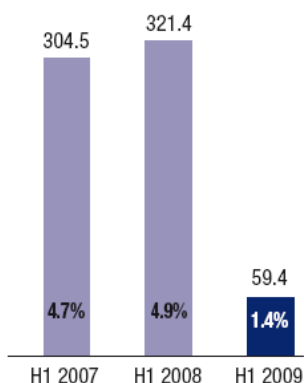
Sales (in €m)  
\* Change on a like-for-like-basis excluding sales of catalytic converter monoliths



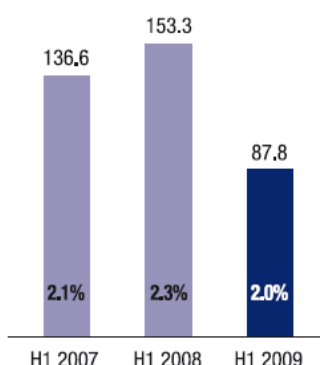
Operating income <sup>(1)</sup>  
(in €m and as a % of sales)



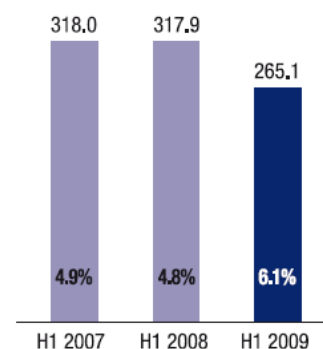
Net income/(loss) attributable to equity holders  
(in €m)



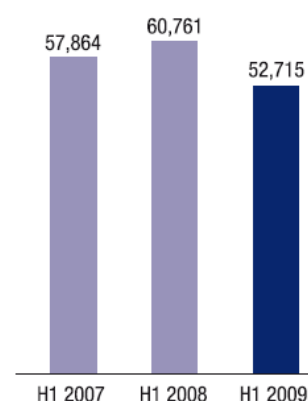
EBITDA <sup>(2)</sup>  
(in €m and as a % of sales)



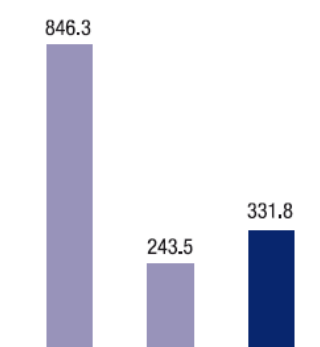
Capital expenditure  
(in €m and as a % of sales)



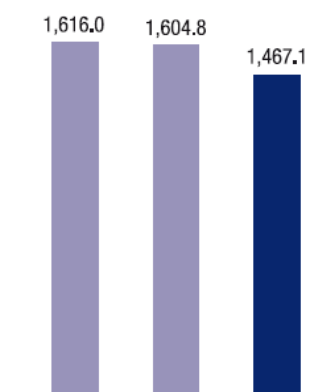
Gross R&D expenditure <sup>(3)</sup>  
(in €m and as a % of sales)



Number of employees



Total equity  
(in €m)



Net debt <sup>(4)</sup>  
(in €m)

(1) Defined in Note 1-15 to the 2008 consolidated financial statements.

(2) Earnings before interest, tax, depreciation and amortization = Operating income + depreciation, amortization and provisions for impairment in value of property, plant and equipment and intangible assets (see Note 5-4 to the interim consolidated financial statements).

(3) Before capitalized development costs and amounts billed to customers.

(4) Defined in Note 16 to the interim consolidated financial statements.

## **2.1 INTERIM MANAGEMENT REPORT**

### **2.1.1 BUSINESS REVIEW**

#### **2.1.1.1 The Faurecia Group**

The first half of 2009 was characterized by a sharp contraction in automotive production.

According to CSM Worldwide, in absolute terms the production of light vehicles declined:

- by 34% in Europe, breaking down as 40% in the first quarter and 27% in the second.
- by 50% in North America, breaking down as 51% in the first quarter and 48% in the second.
- by 13% in South America, breaking down as 17% in the first quarter and 12% in the second.
- only China recorded output growth with a 15% increase, breaking down as 2% in the first quarter and 20% in the second.

In this context, the Faurecia group posted consolidated sales of €4,380.1 million in the first half of 2009, down 33.6% on the corresponding prior-year period. Excluding catalytic converter monoliths – which form part of the Exhaust Systems business – sales came to €3,980.1 million, representing a 29.9% decrease at constant exchange rates. Overall, currency effects had a negative 1.0% impact.

Excluding catalytic converter monoliths and at constant exchange rates, the year-on-year fall in sales was 35.0% in the first quarter of 2009 and 24.9% in the second quarter. The contraction was lower in the second quarter of the year in all of the Group's geographic regions except for North America.

First-half 2009 sales can be broken down as follows by major geographic region:

- Europe posted sales of €3,341.2 million (accounting for 76.3% of the Group total), down 31.4% at constant exchange rates compared with first-half 2008 and 28.7% excluding catalytic converter monoliths. The year-on-year decline was 34.5% in the first quarter and 23.1% in the second quarter;
- In North America – which was hit by particularly difficult market conditions – sales totaled €467.4 million for first-half 2009 (10.7% of the Group total). Overall sales in the region were down 52.8% at constant exchange rates and 50.0% excluding catalytic converter monoliths. The year-on-year contraction came to 47.3% in the first quarter and 52.8% in the second quarter. European automakers (BMW and the Volkswagen group) accounted for 36.0% of the region's total sales during the period, versus 27.0% in the first half of 2008;
- South America reported first-half 2009 sales of €141.7 million (3.2% of the Group total), up 3.8% at constant exchange rates. Including the negative 10.2% currency effect, sales in the region edged back 6.3%. At constant exchange rates and excluding catalytic converter monoliths sales growth came to 7.9% compared with first-half 2008 thanks to a 15.6% increase in the second quarter of the year following a first quarter when sales were relatively stable with a contraction of just 1.2%. This performance was driven by the launch of the Volkswagen Gol as well as higher sales with Nissan;
- In Asia, sales edged up 1.3% to €363.0 million (8.3% of the Group total). Excluding catalytic converter monoliths and after stripping out the significant 11.3% positive currency impact (18.4% in China), the region's sales dipped by 4.8% for the first six months of 2009 overall, reflecting a 22.1% fall in the first quarter followed by an 11.0% upturn in the second quarter.

Excluding catalytic converter monoliths and at constant exchange rates, sales in China contracted slightly by 1.3% (after stripping out the 18.4% positive currency effect). After a 14% decrease in the first quarter, China recorded a 9.7% increase in the second quarter. South Korea posted 3% sales growth in the first half of the year (16.3% negative currency effect), with an increase of 44.2% in the second quarter after a 34.6% decline in the first three months of the year.

- In other countries sales for the period came to €668 million. Excluding catalytic converter monoliths and at constant exchange rates the overall decline was 26.2%.

The fall-off in business levels in the first six months of 2009 affected all of Faurecia's customers. Compared to the first half of 2008, the changes in sales by customer are as follows:

- Sales with the Volkswagen group fell by 25.4% and held up relatively well, with VW models falling back by 22.8% and Audi declining by 24.6%. Sales with the VW group were resilient in North America (down 15.6%) and South America (up 51.9%) thanks to the launch of the Gol.
- Sales with the Ford group fell back 22.0%, with a smaller 11.7% drop in Europe, boosted by the launch of the Fiesta.
- Sales with the Renault-Nissan group contracted by 14.2%, and were shored up by the positive impacts of the Nissan Teana in China, the new Mégane and Scénic in Europe, as well as the Logan and Sandero on all markets.
- Sales with the PSA, BMW and GM groups recorded respective decreases of 31.2%, 33.7% and 34.4%.
- Sales with Toyota and Hyundai slid by 36.7% and 21.3% respectively, while those with Chrysler slumped 76.9%.
- Sales with Daimler slid 58.5%, and were adversely impacted by a significant decrease in production volumes on the Classe S.

US customers (Ford, General Motors and Chrysler) accounted for 18.7% of total consolidated sales in the first half of 2009, of which only 6.8% was generated in North America.

#### **2.1.1.2 Interior Modules**

Total sales for the Interior Modules segment came to €3,115.4 million in first-half 2009, down 30.4% at constant exchange rates. Currency effects had a negative 1.2% impact. The declines for the first and second quarter were 34.9% and 25.8% respectively.

##### Automotive Seating

Automotive Seating generated sales of €1,867.5 million, down 32.4% on a reported basis or 31.5% at constant exchange rates. Following a 34.7% contraction in the first quarter, the business managed to restrict the decrease to 28.4% in the second quarter.

In Europe, Automotive Seating sales amounted to €1,505.9 million, down 30.3% on first-half 2008 at constant exchange rates, with a decline of 26.2% in the second quarter.

In North America, the downturn in the automotive market and the collapse in deliveries to Chrysler drove first-half 2009 sales down to €196.9 million, representing a drop of 50.6% at constant exchange rates for the period as a whole and 60.5% for the second quarter.

Following 7.2% growth in the second quarter, Asia reported sales of €104.7 million for first-half 2009, representing an overall decrease of 6.9% at constant exchange rates.

In South America, sales edged downward 0.6% compared with first-half 2008 to €55.9 million. However, the region reported growth of 16.8% in the second quarter of 2009.

##### Vehicle Interiors

Vehicle Interiors sales in the first half 2009 totaled €1,247.9 million, down 30.5% on a reported basis or 28.6% at constant exchange rates. The decrease in the first quarter was 35.1% whereas the second quarter saw a decline of 21.6%.

In Europe sales were down 29.8% overall at €958.5 million, with a 22.1% decrease in the second quarter.

In North America first-half 2009 sales amounted to €159.2 million representing a 39.6% fall at constant exchange rates for the period as a whole and a 38.2% decrease in the second quarter.

Vehicle Interiors sales were up for the period in both Asia and South America, totaling €50.3 million and €59.7 million respectively and representing growth of 4.6% and 14.7% at constant exchange rates.

### 2.1.1.3 Other Modules

The Other Modules segment posted total sales of €1264.8 million in first-half 2009, down 38.1% on a reported basis or 37.5% at constant exchange rates. Without catalytic converter monoliths, the segment's sales amounted to €864.7 million, representing a decrease of 28.1% at constant exchange rates after stripping out the negative 0.1% currency impact.

#### Exhaust Systems

Exhaust Systems sales totaled €855.9 million, down 43.6% excluding the negative 0.9% currency effect. Without catalytic converter monoliths, the sales figure was €455.9 million versus €701.9 million in first-half 2008, representing a decrease of 35.0% on a reported basis or 34.8% at constant exchange rates. The second quarter of the year saw an improvement, however, with a contraction of 28.5% compared with 41.5% in the first quarter.

Sales of catalytic converter monoliths slid 50.9% at constant exchange rates.

North America reported Exhaust Systems sales of €107.6 million. The particularly difficult market conditions in the region pushed the figure down by 64.7% at constant exchange rates for the first half overall (or 58.6% excluding catalytic converter monoliths) with the decline at the still high level of 59.7% for the second quarter excluding catalytic converter monoliths.

In Europe, sales for the first six months of 2009 stood at €471.2 million, representing a decrease of 45.3% at constant exchange rates and 31.6% excluding catalytic converter monoliths. The decrease in the second quarter was 26.7% excluding catalytic converter monoliths.

In Asia, Exhaust Systems sales amounted to €208.0 million, down 3.9% at constant exchange rates or 7.2% excluding catalytic converter monoliths. The second quarter of the year saw a return to growth in this region with sales up 4.7% excluding catalytic converter monoliths and at constant exchange rates.

South America posted Exhaust Systems sales of €26.2 million. Excluding catalytic converter monoliths and at constant exchange rates the region's growth figure was 14.4%.

#### Exterior Systems

Faurecia's Exterior Systems Product Group reported sales of €408.8 million in first-half 2009, representing an 18.7% decrease excluding the negative 0.1% currency impact.

Following a 28.0% drop in the first three months of the year, the decline was 11.1% in the second quarter. Due to the 84.6% slump in deliveries to Chrysler in North America, the vast majority of this business's sales were generated in Europe.

## 2.1.2 RESULTS OF OPERATIONS

### 2.1.2.1 Operating Income (Loss)

The Group reported an operating loss of €187.3 million for first-half 2009, compared with operating income of €90.3 million (1.4% of sales) for the comparable prior-year period.

In February 2009, Faurecia announced the roll-out of the Challenge 2009 plan, designed in particular to:

- reduce direct production costs by €230 million;
- reduce purchasing costs by €120 million;
- reduce fixed costs by €300 million;
- lower the breakeven point by 15%;
- introduce a cash flow control plan for 2009;
- secure the Group's funding.

Losses in the second quarter of the year were partly contained by the upturn in business in that period, except in North America, and the impact of the Challenge 2009 plan on the Group's cost base.

The negative swing from operating income to an operating loss during the first half of 2009 resulted from the dramatic negative impact of the decrease in business levels on production procurement margins. This impact is estimated at €683 million, 60% (€406 million) of which was offset by the positive effects of the Challenge 2009 plan. The €406 million in cost savings break down as: (i) a €184 million reduction in direct production costs; (ii) a €51 million cut in procurement costs; and (iii) a €171 million decrease in fixed costs.

Operating performance in the second quarter of the year witnessed a sharp upturn, with the first-quarter loss of €160 million cut back to €27 million in second-quarter 2009.

This upturn in sales is the result of higher business levels and the maintenance of the cost saving plan at the same level as in the first quarter.

Trends by business reflect those for the Group as a whole with both of Faurecia's segments hit by the same market context.

- Interior Modules reported an operating loss of €167.3 million (5.4% of sales), compared with operating income of €6.8 million in first-half 2008 (0.1% of sales), representing a 5.5 point fall in operating margin.
- Other Modules ended the period with an operating loss of €20.0 million (1.6% of sales) versus operating income of €83.5 million in first-half 2008 (4.1% of sales), representing a 5.7 point decrease in operating margin.

Gross research and development costs were reduced to €265.1 million for the first six months of 2009, representing 6.1% of sales, compared with €317.9 million and 4.8% of sales in first-half 2008. Excluding amounts billed to customers, R&D costs amounted to €103.0 million, or 2.4% of sales, versus €131.2 million or 2.0% of sales one year earlier. These costs reflect the R&D efforts required to ensure that the Group can renew its programs.

Selling and administrative expenses amounted to €167.8 million and represented 3.8% of sales, versus €187.6 million and 2.8% in first-half 2008.

EBITDA stood at €59.4 million, representing 1.4% of sales, versus €321.4 million (4.9% of sales) in first-half 2008.

#### **2.1.2.2 Other Income Statement Items**

“Other operating income and expense” represented a net expense of €68.8 million, mainly reflecting a €72.4 million charge recorded for restructuring measures. These measures primarily involved adjusting the Group's headcount in line with the sharp fall in business levels.

Goodwill impairment tests were performed at the period-end based on the latest assumptions included in the 2009 Budget and the Group's medium-term outlook, which anticipates a gradual upturn in business as from 2010. No impairment losses were recorded following these tests.

Net finance costs stood at €62.6 million, or 1.4% of sales, compared with €49.2 million (0.7% of sales) in first-half 2008. The higher figure for the first half of 2009 was notably due to the increase in the average interest rate on borrowings from 4.22 in the first half of 2008 to 4.99%, with the fall in market rates offsetting widening spreads. The proceeds received in late May 2009 from the rights issue carried out during the period only slightly reduced the Group's average debt.

“Other financial income and expense” represented a net expense of €34.6 million and included the following:

- €1.1 million expense arising on changes in the fairvalue of interest rate hedging instruments;
- €6.8 million net expense relating to currency hedges, chiefly reflecting changes in the PLN/EUR exchange rate;
- €13.7 million in translation adjustments on borrowings denominated in foreign currencies;
- €5.3 million expense (€4.6 million in first-half 2008) corresponding to the impact of discounting pension benefit obligations.

The tax charge for first-half 2009 was €10.9 million, against €38.7 million for the same period of 2008. No deferred tax assets are recognized for the vast majority of tax losses made by Group subsidiaries.

The Group's share of net income of associates amounted to €3.1 million, versus €4.4 million in first-half 2008.

The Group ended the six months to June 30, 2009 with a consolidated net loss of €361.1 million. After minority interests of €3.5 million, the net attributable loss came to €364.6 million compared with a net attributable loss of €22.2 million one year earlier. The loss per share was €4.04, or €9.93 taking into account the impact of the share issue (based on the period between the date of the issue and the period end).

### **2.1.3 FINANCIAL STRUCTURE AND NET DEBT**

Cash flow from operations amounted to a negative €84.7 million, representing 1.9% of sales. The €322.5 million decrease in this item compared with the positive €237.8 million (3.6% of sales) recorded in first-half 2008 is primarily due to the €277.6 million negative swing from operating income to an operating loss during the period.

The change in working capital requirement includes the €140.5 million negative impact of a reduction in no-recourse sales of receivables as a result of the decrease in business levels and the shortening in France of legal payment terms as of January 1, 2009 from 90 to 60 days. Excluding the impact of this reduction, the change in working capital requirement was a positive €115.3 million and is mainly attributable to lower inventories.

Capital expenditure totaled €87.8 million in the first six months of 2009, representing 2.0% of sales. The significant decrease compared with the €153.3 million recorded in first-half 2008 resulted from the roll-out of the Challenge 2009 plan. The negative change in working capital on investments was €22.1 million.

Capitalized development costs were also lower in first-half 2009, coming in at €52.7 million against €81.4 million one year earlier as a result of the acceleration of R&D billing to Faurecia customers as part of the Challenge 2009 plan.

Net cash flows – corresponding to changes in net debt excluding the impact of sales of trade receivables and the rights issue carried out during the period – represented a total net cash outflow of €168.4 million in the first half of 2009.

Net cash flows improved fundamentally in the second quarter of the year, due to the improvement in the Group's operating performance following the upswing in business levels, and to the lower cost base. Accordingly, the €288 million cash burn in the first quarter was followed by €119.6 million in positive cash flow in the second quarter.

Taking into account the €446.6 million net proceeds of the rights issue, which were received in late May 2009, the Group's net debt amounted to €1,467.1 million as of June 30, 2009 (compared with €1,604.8 million as of December 31, 2008) and total equity stood at €331.8 million (versus €243.5 million). A breakdown of the Group's debt is provided in Note 16 to the interim consolidated financial statements.

### **2.1.4 RELATED PARTY TRANSACTIONS**

Details of transactions carried out with related parties are provided in Note 32 to the consolidated financial statements for the year ended December 31, 2008 – which includes the financial impacts of such transactions over the last three years – as well as in Note 19 to the interim consolidated financial statements. The main related party transactions carried out by the Faurecia group concern the PSA Peugeot Citroën group as well as companies owned by PSA Peugeot Citroën and over which it exercises significant influence.

## **2.1.5 RISK FACTORS**

### **2.1.5.1 Risks Relating To The Outlook For 2009 And The Group's Liquidity Position**

In view of the downturn in the general global economy and particularly in the automotive sector in which the Group operates, Faurecia began to roll out its Challenge 2009 plan as from early January 2009. Out of the annual cost savings target of approximately €600 million provided for under the plan, some €400 million had already been achieved by end-June. The Group also successfully scaled back capital expenditure to €87 million in first-half 2009 and the breakeven point was lowered during the period in line with the objectives set in the plan.

During the first half of the year, Faurecia also secured its financing as set out in the Challenge 2009 plan:

The Group renegotiated the covenants applicable to its €1,170 million syndicated credit facility and the associated €250 million loan from Peugeot SA. The financial ratio covenants for June 30, 2009 were not applied, and those applicable at December 31, 2009 will now be based on two times the Group's second-half 2009 performance. In addition, the ratios have been amended for the periods to June 30, 2011 (see Note 16-1 to the consolidated financial statements).

Faurecia has also put in place €213.5 million in additional funding in order to ensure that it would be able to finance the possible early redemption of the €300 million worth of bonds maturing in 2010 and for which the financial ratio covenants were not complied with at June 30, 2009. The covenants relating to this new €213.5 million credit facility are described in Note 16-1 to the interim consolidated financial statements.

On April 30, 2009 Faurecia launched a €455 million rights issue through the issuance of 65 million new shares at €7 per share. The rights issue was 708% subscribed by Peugeot SA, leaving its interest in the capital of Faurecia unchanged. Other investors subscribed to 19 million new shares for an amount of €130 million.

This transaction significantly boosted the liquidity of the Faurecia share. Following the rights issue, daily trading volumes represented between 100,000 and 600,000 shares versus just a few thousand prior to the capital increase.

In its interim financial statements for the six months ended June 30, 2009, Faurecia has applied the same going concern assumption as at December 31, 2008, based on (i) the outlook described in section I-6 below; (ii) the continued roll-out of management streamlining measures in line with the strengthened objectives of the Challenge 2009 plan; and (iii) the financial resources available to the Group.

The Company closed the interim consolidated financial statements as of June 30, 2009 based on a going concern assumption taking into account the following factors: (i) the above-described renegotiation of the covenants applicable under the syndicated credit facility and the negotiation of an additional €213.5 million in financing to cover the possible early redemption of the Group's bonds; (ii) the completion of the €455 million rights issue; and (iii) the latest available cash flow forecasts and volume forecasts based on external sources, made in an economic environment that remains uncertain. If actual business levels were lower than forecast the Group's available liquidity margin would be affected. In such an event, the Company would envisage putting in place the necessary measures.

### **2.1.5.2 Risk of dependence on the automotive industry and customers**

The economic crisis experienced during the first half of 2009 hit the Group's business in all of its production areas and the first quarter of the year was particularly difficult in terms of both profitability and cash generation.

As Faurecia's customers include the majority of the world's major automakers, it is totally dependent on developments in the global automotive industry. However, the Group's exposure to customer risk is naturally attenuated by its market share and its international presence.

As of June 30, 2009 Faurecia recorded impairment losses of €22.2 million for assets and €1.3 million for trade receivables due to General Motors and Chrysler filing for Chapter 11 bankruptcy protection in the United States. Faurecia's remaining assets and commitments with these groups in the US concern vehicles whose production is scheduled to continue based on currently available information. Any change in this situation could give rise to a risk for Faurecia but although the related cost has not yet been determined it is not expected to correspond to a substantial amount.

The current situation concerning the Group's commitments with General Motors and Chrysler seems to be suitably under control.

### 2.1.5.3 Supplier risks

Faurecia closely monitors the quality and reliability of suppliers' production operations as well as their credit status and sustainability in order to ensure that the Group's supply chain is secure. A gradual upturn in business levels combined with shorter payment periods applicable in France as well as the support measures provided to the sector is expected to improve the position of numerous suppliers.

### 2.1.5.4 Volume risks

Any difference between forecast and actual sales figures for customers represents a direct risk for the business levels of all of the Group's production facilities. Following significant inventory shedding by customers at the start of 2009, production levels are gradually picking up, driven particularly by government stimulus schemes implemented in the major European countries.

The abolition of these incentive schemes could adversely affect the Group if the impact of their termination was not offset by higher levels of consumption.

### 2.1.6 OUTLOOK

For the second half of 2009, CSM Worldwide forecasts automobile production volumes to fall 1.4% in Europe and 20% in North America (study dated July 2009). However, the following factors should be taken into consideration:

- the negative product mix in Europe, as automobile stimulus programs favor smaller vehicles;
- the difficulty in assessing the impact of scrappage schemes in Europe; and
- the uncertainty in North America as regards the extent of the upturn in production at GM and Chrysler.

In light of these factors, Faurecia anticipates a decrease in sales of around 10% in Europe and 35% in North America. However, business levels are expected to pick up significantly in emerging country markets, especially China.

In the second half of the year, Faurecia has decided to put the accent on efforts to scale back costs by raising the Challenge 2009 plan savings target from €600 million to €700 million. The Group is also targeting close to operating breakeven in the second half of the year, as well as neutral cash flow excluding restructuring costs.

## 2.2 CONSOLIDATED FINANCIAL STATEMENTS

### 2.2.1 CONSOLIDATED INCOME STATEMENTS

<i>(in € millions)</i>	<i>Notes</i>	First-half 2009	First-half 2008	Full-year 2008
SALES	<b>4</b>	4,380.1	6,601.3	12,010.7
<b>Cost of sales</b>	<b>5</b>	<b>(4,296.5)</b>	<b>(6,192.2)</b>	<b>(11,296.8)</b>
<b>Research and development costs</b>		<b>(103.1)</b>	<b>(131.2)</b>	<b>(269.9)</b>
<b>Selling and administrative expenses</b>		<b>(167.8)</b>	<b>(187.6)</b>	<b>(352.8)</b>
OPERATING INCOME (LOSS)		(187.3)	90.3	91.2
<b>Other operating income and expense</b>	<b>6</b>	<b>(68.8)</b>	<b>(27.2)</b>	<b>(444.3)</b>
<b>Income from loans, cash investments and</b>		<b>5.8</b>	<b>17.7</b>	<b>14.5</b>

<b>marketable securities</b>				
<b>Finance costs</b>		<b>(68.4)</b>	<b>(66.9)</b>	<b>(110.8)</b>
<b>Other financial income and expense</b>	<b>7</b>	<b>(34.6)</b>	<b>1.0</b>	<b>(98.9)</b>
INCOME (LOSS) BEFORE TAX OF FULLY CONSOLIDATED COMPANIES		(353.3)	14.9	(548.3)
<b>Current taxes</b>	<b>8</b>	<b>(15.9)</b>	<b>(37.9)</b>	<b>(34.1)</b>
<b>Deferred taxes</b>		<b>5.0</b>	<b>(0.8)</b>	<b>5.4</b>
NET INCOME (LOSS) OF FULLY CONSOLIDATED COMPANIES		(364.2)	(23.8)	(577.0)
<b>Share of net income of associates:</b>	<b>11</b>			
<b>Before tax</b>		<b>4.2</b>	<b>8.9</b>	<b>15.4</b>
<b>After tax</b>		<b>3.1</b>	<b>4.4</b>	<b>7.7</b>
CONSOLIDATED NET INCOME (LOSS)		(361.1)	(19.4)	(569.3)
Attributable to equity holders of the parent		(364.6)	(22.2)	(574.8)
<b>Attributable to minority interests</b>		<b>3.5</b>	<b>2.8</b>	<b>5.5</b>
<b>Basic earnings (loss) per share (in €)</b>	<b>9</b>	<b>(9.93)</b>	<b>(0.92)</b>	<b>(23.83)</b>
<b>Diluted earnings (loss) per share (in €)</b>	<b>9</b>	<b>(9.93)</b>	<b>(0.92)</b>	<b>(23.83)</b>

### Statement of recognized income and expense

<i>(in € millions)</i>	First-half 2009	First-half 2008	Full-year 2008
CONSOLIDATED NET INCOME (LOSS)	(361.1)	(19.4)	(569.3)
<b>Remeasurement of cash flow hedges at fair value(*)</b>	<b>(0.7)</b>	<b>12.2</b>	<b>(22.4)</b>
<b>Exchange differences on translation of foreign operations</b>	<b>6.9</b>	<b>10.8</b>	<b>(2.4)</b>
Net income (expense) recognized directly in equity	6.2	23.0	(24.8)
Total income (expense) recognized in equity	(354.9)	3.6	(594.1)
<b>Attributable to equity holders of the parent</b>	<b>(357.2)</b>	<b>0.8</b>	<b>(602.7)</b>
<b>Attributable to minority interests</b>	<b>2.3</b>	<b>2.8</b>	<b>8.6</b>
<b>(*) Of which recycled to the income statement</b>	<b>2.3</b>	<b>(8.7)</b>	<b>(8.7)</b>

## 2.2.2 CONSOLIDATED BALANCE SHEETS

### Assets

<i>(in € millions)</i>	<i>Notes</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Goodwill	10	1,040.3	1040.2
Intangible assets		443.6	469.8
Property, plant and equipment		1,301.1	1,360.8
Investments in associates	11	18.2	40.1
Other equity interests		2.5	1.6
Other non-current financial assets	12	21.4	26.5
Other non-current assets		17.8	8.5
Deferred tax assets		65.8	91.4
<b>TOTAL NON-CURRENT ASSETS</b>		<b>2,910.7</b>	<b>3,038.9</b>
Inventories, net		435.9	526.1
Trade accounts receivable	13	1,094.5	954.0
Other operating receivables		178.9	197.3
Other receivables and prepaid expenses		80.8	79.8
Other current financial assets	12	2.5	6.0
Cash and cash equivalents	16	464.9	425.7
<b>TOTAL CURRENT ASSETS</b>		<b>2,257.5</b>	<b>2,188.9</b>
<b>TOTAL ASSETS</b>		<b>5,168.2</b>	<b>5,227.8</b>

### Equity and liabilities

<i>(in € millions)</i>	<i>Notes</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
<b>EQUITY</b>			
Capital stock	14	626.1	170.8
Additional paid-in capital		190.1	198.9
Treasury stock		(10.4)	(11.5)
Retained earnings		(189.0)	385.8
Translation adjustments		41.8	33.7
Net loss for the period		(364.6)	(574.8)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>14</b>	<b>294.0</b>	<b>202.9</b>
Minority interests		37.8	40.6
<b>TOTAL EQUITY</b>		<b>331.8</b>	<b>243.5</b>
Long-term provisions	15	197.2	193.6
Non-current financial liabilities	16	1,157.9	1,491.7
Other non-current liabilities		2.2	1.9
Deferred tax liabilities		8.8	38.2
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>1,366.1</b>	<b>1,725.4</b>
Short-term provisions	15	334.6	317.3
Current financial liabilities	16	777.0	546.2
Prepayments from customers		89.5	118.8
Trade payables		1,662.0	1,695.2
Accrued taxes and payroll costs		420.1	366.1
Other payables		187.1	215.3
<b>TOTAL CURRENT LIABILITIES</b>		<b>3,470.3</b>	<b>3,258.9</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>5,168.2</b>	<b>5,227.8</b>

## 2.2.3 CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
<b>I - OPERATING ACTIVITIES</b>			
Consolidated net income (loss)	(361.1)	(19.4)	(569.3)
Depreciation and amortization	250.3	234.3	734.4
Deferred tax (benefits) charges	(5.0)	0.8	(5.4)
Increase (decrease) in long-term provisions	2.1	(3.7)	(12.1)
Share of net income of associates, net of dividends received	21.9	15.6	12.3
Capital (gains) losses on disposals of non-current assets	(4.4)	(1.5)	(0.6)
Other	11.5	11.7	15.5
<b>CASH FLOW FROM OPERATIONS</b>	<b>(84.7)</b>	<b>237.8</b>	<b>174.8</b>
Increase (decrease) in short-term provisions	16.3	(17.5)	21.2
Change in inventories	94.0	(50.1)	38.5
Change in trade accounts receivable	(131.5)	(243.4)	668.6
Change in trade payables	(63.6)	187.6	(423.5)
Change in other operating receivables and payables	50.0	77.3	(83.6)
Change in other receivables and payables	9.6	25.1	52.6
(Increase) decrease in working capital requirement	(25.2)	(21.0)	273.8
<b>NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES</b>	<b>(109.9)</b>	<b>216.8</b>	<b>448.6</b>
<b>II - INVESTING ACTIVITIES</b>			
Additions to property, plant and equipment	(87.8)	(153.3)	(328.7)
Capitalized development costs	(52.7)	(81.4)	(144.7)
Acquisitions of investments	(2.5)	(2.7)	(6.6)
Proceeds from disposals of property, plant and equipment	13.2	6.8	19.3
Proceeds from disposals of financial assets			
Change in investment-related receivables and payables	(22.1)	(7.4)	0.9
Other movements	(13.6)	0.0	(13.3)
<b>NET CASH USED BY INVESTING ACTIVITIES</b>	<b>(165.5)</b>	<b>(238.0)</b>	<b>(473.1)</b>
<b>NET CASH USED BY OPERATING AND INVESTING ACTIVITIES (I)+(II)</b>	<b>(275.4)</b>	<b>(21.2)</b>	<b>(24.5)</b>
<b>III - FINANCING ACTIVITIES</b>			
Issuance of shares by Faurecia and fully-consolidated companies (net of costs)	446.6		
Dividends paid to owners of the parent company			
Dividends paid to minority interests in consolidated subsidiaries	(5.0)	(4.5)	(12.3)
Issuance of debt securities and increase in other financial liabilities	38.5	45.3	1,142.3
Repayments of debt and other financial liabilities	(171.5)	(181.2)	(1,209.6)
<b>NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES</b>	<b>308.6</b>	<b>(140.4)</b>	<b>(79.6)</b>
<b>IV - OTHER CHANGES IN CASH AND CASH EQUIVALENTS</b>			
Impact of exchange rate changes on cash and cash equivalents	6.0	(1.6)	(13.7)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>39.2</b>	<b>(163.2)</b>	<b>(117.8)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>425.7</b>	<b>543.5</b>	<b>543.5</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD (NOTE 16)</b>	<b>464.9</b>	<b>380.3</b>	<b>425.7</b>

## 2.2.4 STATEMENT OF CHANGES IN EQUITY

<i>(in € millions)</i>	Number of shares	Capital stock	Additional paid-in capital	Treasury stock	Retained earnings and net loss for the period	Translation adjustments	Fair value and translation adjustments Cash flow hedges	Total share-holders' equity	Minority interests	Total equity
<b>Balance as of Dec. 31, 2007 before appropriation of net income (loss)</b>	<b>24,395,048</b>	<b>170.8</b>	<b>198.9</b>	<b>(11.5)</b>	<b>395.9</b>	<b>39.2</b>	<b>8.7</b>	<b>802.0</b>	<b>44.3</b>	<b>846.3</b>
Net loss for the period					(22.2)			(22.2)	2.8	(19.4)
Translation adjustments						10.8		10.8		10.8
Changes in fair value of currency and interest rate hedging instruments							12.2	12.2		12.2
<b>Total income (expense) recognized in equity</b>					<b>(22.2)</b>	<b>10.8</b>	<b>12.2</b>	<b>0.8</b>	<b>2.8</b>	<b>3.6</b>
Issue of share capital <sup>(1)</sup>										
2007 dividend									(4.5)	(4.5)
Measurement of stock options					1.9			1.9		1.9
Purchases and sales of treasury stock										
Changes in scope of consolidation										
Recognition of 2007 losses of the parent company										
<b>Balance as of June 30, 2008 before appropriation of net income (loss)</b>	<b>24,395,048</b>	<b>170.8</b>	<b>198.9</b>	<b>(11.5)</b>	<b>375.6</b>	<b>50.0</b>	<b>20.9</b>	<b>804.7</b>	<b>42.6</b>	<b>847.3</b>
Net loss for the period					(552.6)			(552.6)	2.7	(549.9)
Translation adjustments						(16.3)		(16.3)	3.1	(13.2)
Changes in fair value of currency and interest rate hedging instruments							(34.6)	(34.6)		(34.6)
<b>Total income (expense) recognized in equity</b>					<b>(552.6)</b>	<b>(16.3)</b>	<b>(34.6)</b>	<b>(603.5)</b>	<b>5.8</b>	<b>(597.7)</b>
Issue of share capital <sup>(1)</sup>										
2007 dividend									(7.8)	(7.8)

<i>(in € millions)</i>	Number of shares	Capital stock	Additional paid-in capital	Treasury stock	Retained earnings and net loss for the period	Fair value and translation adjustments		Total shareholders' equity	Minority interests	Total equity
						Translation adjustments	Cash flow hedges			
Measurement of stock options					1.7			1.7		1.7
Purchases and sales of treasury stock										
Changes in scope of consolidation										
<b>Balance as of Dec. 31, 2008 before appropriation of net income (loss)</b>	<b>24,395,048</b>	<b>170.8</b>	<b>198.9</b>	<b>(11.5)</b>	<b>(175.3)</b>	<b>33.7</b>	<b>(13.7)</b>	<b>202.9</b>	<b>40.6</b>	<b>243.5</b>
Net loss for the period					(364.6)			(364.6)	3.5	(361.1)
Translation adjustments						8.1		8.1	(1.2)	6.9
Changes in fair value of currency and interest rate hedging instruments							(0.7)	(0.7)		(0.7)
<b>Total income (expense) recognized in equity</b>					<b>(364.6)</b>	<b>8.1</b>	<b>(0.7)</b>	<b>(357.2)</b>	<b>2.3</b>	<b>(354.9)</b>
Issue of share capital <sup>(1)</sup>	65,053,456	455.3	(8.8)					446.5		446.5
2008 dividend									(5.1)	(5.1)
Measurement of stock options					1.6			1.6		1.6
Purchases and sales of treasury stock				1.1	(0.9)			0.2		0.2
Changes in scope of consolidation										
<b>Balance as of June 30, 2009 before appropriation of net income (loss)</b>	<b>89,448,504</b>	<b>626.1</b>	<b>190.1</b>	<b>(10.4)</b>	<b>(539.2)</b>	<b>41.8</b>	<b>(14.4)</b>	<b>294.0</b>	<b>37.8</b>	<b>331.8</b>

**(1) Shares issued on exercise of stock options.**

## 2.2.5 NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Faurecia S.A. and its subsidiaries form one of the world's leading suppliers of six major vehicle modules: seats, cockpits, doors, acoustics modules, front ends and exhaust systems. The Group has operations in 29 countries, spanning 190 sites.

Faurecia's registered office is located in Nanterre, in the Hauts-de-Seine region of France. The Company is quoted on the Eurolist market of Euronext Paris.

The interim consolidated financial statements were approved by Faurecia's Board of Directors on July 20, 2009.

## **NOTE 1 : SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The interim consolidated financial statements of the Faurecia Group have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, including International Accounting Standards (IASs) and related Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC).

The interim consolidated financial statements comply with IAS 34, Interim Financial Reporting, which permits entities to present condensed information. They should therefore be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2008.

The standards used to prepare the interim consolidated financial statements for the six months ended June 30, 2009 and comparative data for 2008 are those published in the Official Journal of the European Union (OJEU) as of June 30, 2009, and whose application was mandatory as of that date.

The following new standards and amendments to standards are mandatory for the financial year beginning January 1, 2009 and have been applied in the Group's interim financial statements:

- IAS 1 (revised), Presentation of Financial Statements

In accordance with the revised version of IAS 1, currency and interest rate derivatives that were previously presented on a separate line of the balance sheet under current assets or liabilities have been reclassified as either (i) non-current or current financial assets or liabilities, or (ii) other receivables or payables. This reclassification has not affected the determination of net debt.

The revised version of IAS 1 also introduces the notion of comprehensive income. Faurecia has elected to present comprehensive income in a separate statement below the consolidated income statement.

- IFRS 8, Operating Segments

IFRS 8 requires segment information to be presented based on operating segments rather than a primary reporting format (business segment) and a secondary reporting format (geographic segment). The Group's operating segments are the same as the business segments previously used within the scope of IAS 14. The additional disclosures required under the new standard are provided in Note 4. Faurecia's adoption of IFRS 8 has not affected its financial position or earnings.

- IFRS 7, Financial Instruments: Disclosures

IFRS 7 clarifies and introduces new disclosures on the fair value measurement of financial instruments and liquidity risks arising on these instruments. The requisite disclosures are provided in Note 16-1.

- IAS 23 (Amendment), Borrowing Costs

The amended version of IAS 23 requires the capitalization of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. As prescribed by the standard, the Group has applied IAS 23 on a prospective basis and has capitalized borrowing costs on qualifying assets arising subsequent to January 1, 2009. This did not have a material impact on income for the period.

## **NOTE 2 : CHANGES IN SCOPE OF CONSOLIDATION**

### **2-1 First-half 2009**

Faurecia JIT and Sequencing in Korea (exhaust systems) and Faurecia Automotive Development in Russia (vehicle interiors), both incorporated in 2008, have been fully consolidated in the Group's interim financial statements.

### **2-2 2008**

In 2008, Faurecia set up (i) a new automotive seating trim cover manufacturer called Faurecia Equipements Automobiles Maroc and (ii) Faurecia Exhaust System Rayong in Thailand and Faurecia (WUHU) Exhaust Systems in China to develop, produce and sell exhaust systems.

Also during the year, Faurecia purchased all of the shares in AI Manufacturers – a South Africa based company operating in the Vehicle Interiors business – for €2.1 million.

Faurecia Technoplast Automotive – a Russian company formed in 2007 to produce interior modules – was fully consolidated in 2008 and renamed Faurecia Automotive.

### **2-3 Impact on consolidated data of changes in scope of consolidation**

Changes in scope of consolidation did not have a material impact on the Group's interim consolidated financial statements.

### **NOTE 3 : SEASONAL FLUCTUATIONS IN BUSINESS LEVELS**

Business levels in the automotive industry are traditionally higher in the first half of the year than in the second half.

### **NOTE 4 : INFORMATION BY OPERATING SEGMENT**

#### **4-1 Key figures by operating segment**

For internal reporting purposes the Group is structured into the following four operating units (Product Groups) based on the type of products and services provided:

- Automotive Seating: (design of vehicle seats, manufacture of seating frames and adjustment mechanisms, and assembly of complete seat units);
- Vehicle Interiors (design and manufacture of instrument panels, door panels and modules, and acoustic components);
- Exhaust Systems (design and manufacture of exhaust systems);
- Exterior Systems (design and manufacture of front ends and safety modules).

These operating units are managed on an independent basis in terms of reviewing their individual performance and allocating resources.

The table below shows a reconciliation between the indicators used to measure the performance of each segment – notably operating income – and the consolidated financial statements. Borrowings, other operating income and expense, financial income and expense, and taxes are monitored at Group level and are not allocated to the various segments.

In accordance with the option available under IFRS 8, the Automotive Seating and Vehicle Interiors operating units have been aggregated into the Interior Modules segment and the Exhaust Systems and Exterior Systems units have been aggregated into the Other Modules segment.

These operating units have similar economic characteristics, notably in terms of medium-term earnings outlook, type of customer and manufacturing processes.

## **First-half 2009**

<i>(in € millions)</i>	Interior Modules	Other Modules	Other	Total
<b>Sales</b>	3,135.4	1,276.7	101.4	4,513.5
Inter-segment eliminations	(20.0)	(12.0)	(101.4)	(133.4)
<b>Consolidated sales</b>	<b>3,115.4</b>	<b>1,264.7</b>	<b>0.0</b>	<b>4,380.1</b>
Operating income (loss) before allocation of costs	(143.9)	(13.1)	(30.3)	(187.3)
Allocation of costs	(23.4)	(6.9)	30.3	
<b>Operating income (loss)</b>	<b>(167.3)</b>	<b>(20.0)</b>	<b>0.0</b>	<b>(187.3)</b>
Other operating income and expense				(68.8)
Finance costs, net				(62.6)
Other financial income and expense				(34.6)
Corporate income tax				(10.9)
Share of net income of associates				3.1
<b>NET LOSS FOR THE PERIOD</b>				<b>(361.1)</b>
Segment assets				
Property, plant and equipment, net	1,031.2	258.1	11.8	1,301.1
Other	2,548.5	666.1	46.4	3,261.0
Total segment assets	3,579.7	924.2	58.2	4,562.1
Investments in associates				18.2
Other equity interests				2.5
Short and long-term financial assets				506.4
Tax assets (current and deferred)				79.0
<b>TOTAL ASSETS</b>				<b>5,168.2</b>
<b>Segment liabilities</b>	<b>2,153.6</b>	<b>678.9</b>	<b>22.5</b>	<b>2,855.0</b>
Borrowings				1,937.1
Tax liabilities (current and deferred)				44.3
Shareholders' equity and minority interests				331.8
<b>TOTAL LIABILITIES</b>				<b>5,168.2</b>
Capital expenditure	67.4	17.0	3.4	87.8
Depreciation of property, plant and equipment	(113.6)	(34.6)	(1.7)	(149.9)
Impairment in value of property, plant and equipment	2.3	(0.3)		2.0

## **First-half 2008**

<i>(in € millions)</i>	<b>Interior Modules</b>	<b>Other Modules</b>	<b>Other</b>	<b>Total</b>
<b>Sales</b>	<b>4,571.8</b>	<b>2,054.3</b>	<b>103.9</b>	<b>6,730.0</b>
Inter-segment eliminations	(14.8)	(10.0)	(103.9)	(128.7)
<b>Consolidated sales</b>	<b>4,557.0</b>	<b>2,044.3</b>	<b>0.0</b>	<b>6,601.3</b>
Operating income (loss) before allocation of costs	27.2	88.2	(25.1)	90.3
Allocation of costs	(20.4)	(4.7)	25.1	
<b>Operating income (loss)</b>	<b>6.8</b>	<b>83.5</b>	<b>0.0</b>	<b>90.3</b>
Other operating income and expense				(27.2)
Finance costs, net				(49.2)
Other financial income and expense				1.0
Corporate income tax				(38.7)
Share of net income of associates				4.4
<b>NET LOSS FOR THE PERIOD</b>				<b>(19.4)</b>
Segment assets				
Property, plant and equipment, net	1,103.7	288.1	20.6	1,412.4
Other	3,476.3	1,097.6	13.6	4,587.5
<b>Total segment assets</b>	<b>4,580.0</b>	<b>1,385.7</b>	<b>34.2</b>	<b>5,999.9</b>
Investments in associates				35.0
Other equity interests				5.1
Short and long-term financial assets				461.2
Tax assets (current and deferred)				95.2
<b>TOTAL ASSETS</b>				<b>6,596.4</b>
<b>Segment liabilities</b>	<b>2,679.0</b>	<b>954.5</b>	<b>(2.9)</b>	<b>3,630.6</b>
Borrowings				2,074.4
Tax liabilities (current and deferred)				44.1
Shareholders' equity and minority interests				847.3
<b>TOTAL LIABILITIES</b>				<b>6,596.4</b>
Capital expenditure	124.8	23.2	5.2	153.2
Depreciation of property, plant and equipment	(133.3)	(22.8)	(1.4)	(157.5)
Impairment in value of property, plant and equipment	2.9			2.9

## Full-year 2008

<i>(in € millions)</i>	<b>Interior Modules</b>	<b>Other Modules</b>	<b>Other</b>	<b>Total</b>
<b>Sales</b>	<b>8,332.6</b>	<b>3,718.5</b>	<b>219.6</b>	<b>12,270.7</b>
Inter-segment eliminations	(23.6)	(16.8)	(219.6)	(260.0)
<b>Consolidated sales</b>	<b>8,309.0</b>	<b>3,701.7</b>	<b>0.0</b>	<b>12,010.7</b>
Operating income (loss) before allocation of costs	3.7	124.1	(36.6)	91.2
Allocation of costs	(28.3)	(8.3)	36.6	
<b>Operating income (loss)</b>	<b>(24.6)</b>	<b>115.8</b>	<b>0.0</b>	<b>91.2</b>
Other operating income and expense				(444.3)
Finance costs, net				(96.3)
Other financial income and expense				(98.9)
Corporate income tax				(28.7)
Share of net income of associates				7.7
<b>NET LOSS FOR THE PERIOD</b>				<b>(569.3)</b>
Segment assets				
Property, plant and equipment, net	1,058.1	278.3	24.4	1,360.8
Other	2,517.7	699.0	20.8	3,237.5
<b>Total segment assets</b>	<b>3,575.8</b>	<b>977.3</b>	<b>45.2</b>	<b>4,598.3</b>
Investments in associates	40.1			40.1
Other equity interests				1.6
Short and long-term financial assets				466.8
Tax assets (current and deferred)				121.0
<b>TOTAL ASSETS</b>				<b>5,227.8</b>
<b>Segment liabilities</b>	<b>2,166.2</b>	<b>678.9</b>	<b>(11.5)</b>	<b>2,833.6</b>
Borrowings				2,079.6
Tax liabilities (current and deferred)				71.1
Shareholders' equity and minority interests				243.5
<b>TOTAL LIABILITIES</b>				<b>5,227.8</b>
Capital expenditure	253.7	63.1	11.9	328.7
Depreciation of property, plant and equipment	(236.4)	(63.7)	(3.3)	(303.4)
Impairment in value of property, plant and equipment	(10.5)			(10.5)

## 4-2 Sales by operating segment

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>%</b>	<b>First-half 2008</b>	<b>% Full-year 2008</b>	<b>%</b>
<b>Interior Modules</b>					
- Automotive Seating	1,867.5	43	2,761.5	42	5,004.3
- Vehicle Interiors	1,247.9	28	1,795.5	27	3,304.7
	3,115.4	71	4,557.0	69	8,309.0
<b>Other Modules</b>					
- Exhaust Systems	855.9	20	1,541.8	23	2,755.4
- Exterior Systems	408.8	9	502.5	8	946.3
	1,264.7	29	2,044.3	31	3,701.7
<b>TOTAL</b>	<b>4,380.1</b>	<b>100</b>	<b>6,601.3</b>	<b>100</b>	<b>12,010.7</b>

## NOTE 5 : OPERATING EXPENSES

### 5-1 Analysis by function

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Cost of sales	(4,296.5)	(6,192.2)	(11,296.8)
Research and development costs	(103.1)	(131.2)	(269.9)
Selling and administrative expenses	(167.8)	(187.6)	(352.8)
<b>TOTAL</b>	<b>(4,567.4)</b>	<b>(6,511.0)</b>	<b>(11,919.5)</b>

### 5-2 Analysis by nature

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Purchases used in production	(2,864.8)	(4,537.5)	(8,196.8)
External expenses	(412.2)	(580.5)	(1,075.8)
Payroll costs	(964.2)	(1,234.2)	(2,257.5)
Taxes other than on income	(26.6)	(29.8)	(52.4)
Other income and expense(*)	(10.8)	107.8	101.5
Depreciation, amortization and provisions for impairment in value of non-current assets	(246.7)	(231.1)	(467.1)
Charges to and reversals of other provisions	(42.1)	(5.7)	28.6
<b>TOTAL</b>	<b>(4,567.4)</b>	<b>(6,511.0)</b>	<b>(11,919.5)</b>
<i>(*) Including production taken into inventory or capitalized</i>	<i>24.8</i>	<i>116.7</i>	<i>126.3</i>

### 5-3 Research and development costs

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Research and development costs, gross	(265.1)	(317.9)	(613.0)
- amounts billed to customers and changes in inventories	200.6	181.0	362.5
- capitalized development costs	52.6	81.4	144.7
- amortization of capitalized development costs	(77.9)	(73.6)	(168.8)
- charges to and reversals of provisions for impairment in value of capitalized development costs	(13.3)	(2.1)	4.7
<b>Net expense</b>	<b>(103.1)</b>	<b>(131.2)</b>	<b>(269.9)</b>

#### 5-4 Depreciation, amortization and provisions for impairment in value of non-current assets

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Amortization of capitalized development costs	(77.9)	(73.6)	(168.8)
Amortization of other intangible assets	(5.6)	(4.0)	(9.3)
Depreciation of specific tooling	(7.7)	(8.1)	(13.9)
Depreciation of other items of property, plant and equipment	(142.2)	(143.3)	(279.8)
Provisions for impairment in value of capitalized development costs(*)	(13.3)	(2.1)	4.7
<b>TOTAL</b>	<b>(246.7)</b>	<b>(231.1)</b>	<b>(467.1)</b>

*(\*) Provisions for impairment in value of capitalized development costs recorded due to the filing by Chrysler and General Motors for Chapter 11 bankruptcy protection amounted to €12.1 million.*

The production and corporate assets of the Automotive Seating and Vehicle Interiors businesses located in Europe and North America were tested for impairment at the balance sheet date by comparing their carrying amounts with their value in use. Value in use corresponds to the present value of net future cash flows expected to be derived from the assets in each geographic area. No potential impairment was identified following the tests carried out as of June 30, 2009. A 0.5 percentage point change in the discount rate or the operating margin used in the calculations would not have impacted the test results.

#### NOTE 6 : OTHER OPERATING INCOME AND EXPENSE

Other operating income and expense can be analyzed as follows:

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Provisions for contingencies	0.1	1.3	(2.5)
Provisions for impairment in value of Vehicle Interiors goodwill			(247.9)
Provisions for impairment in value of Vehicle Interiors assets			(16.3)
Other provisions for impairment in value of assets			(4.0)
Reorganization expenses(*)	(72.4)	(30.6)	(165.3)
Early retirement costs			0.1
Gains (losses) on disposals of assets, net	6.9	2.3	(8.2)
Other	(3.5)	(0.2)	(0.2)
<b>TOTAL</b>	<b>(68.8)</b>	<b>(27.2)</b>	<b>(444.3)</b>

*(\*) For the six months ended June 30, 2009, this item included €68.8 million worth of restructuring costs, and €3.6 million in provisions for impairment in value of non-current assets (versus respective amounts of €162.2 million and €3.1 million for full-year 2008 and €27.4 million and €3.2 million for the first six months of 2008).*

Restructuring costs concerned 2,551 employees in the first six months of 2009.

## NOTE 7 : OTHER FINANCIAL INCOME AND EXPENSE

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Impact of discounting pension benefit obligations	(5.3)	(4.6)	(9.8)
Changes in the ineffective portion of gains and losses on currency hedges	(6.8)	1.0	(37.5)
Changes in fair value of currency hedges relating to debt	(2.1)	(0.1)	1.4
Changes in fair value of interest rate instruments	(1.1)	4.4	(23.7)
Translation adjustments on borrowings	(13.7)		(20.9)
Gains on sales of securities			0.1
Other	(5.6)	0.3	(8.5)
<b>TOTAL</b>	<b>(34.6)</b>	<b>1.0</b>	<b>(98.9)</b>

## NOTE 8 : CORPORATE INCOME TAX

The effective corporate income tax charge can be reconciled with the theoretical tax charge as follows:

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Income (loss) before tax of fully consolidated companies	(353.3)	14.9	(548.3)
Tax at standard French tax rate of 34.43%	121.6	(5.1)	188.8
Impact on deferred taxes of changes in tax rates			0.2
Impact of different tax rates applicable to foreign subsidiaries	(8.1)	10.2	2.3
Tax credits	5.0	5.3	21.8
Utilization of previously unrecognized tax loss carryforwards	0.3	1.1	18.2
Tax loss carryforwards arising during the period for which no deferred tax asset was recognized	(109.4)	(39.1)	(154.2)
Impairment of previously recognized tax assets			(15.3)
Permanent differences	(20.3)	(11.1)	(90.5)
<b>Effective corporate income tax charge</b>	<b>(10.9)</b>	<b>(38.7)</b>	<b>(28.7)</b>

Deferred tax assets are not recognized for tax loss carryforwards that are not certain of being utilized. As of June 30, 2009, these assets amounted to €738 million, compared with €636.8 million as of December 31, 2008.

## NOTE 9 : EARNINGS (LOSS) PER SHARE

	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
<b>Number of shares outstanding at the period end</b>	<b>89,448,504</b>	<b>24,395,048</b>	<b>24,395,048</b>
Adjustments:			
- treasury stock	(270,814)	(270,814)	(270,814)
- impact of share issues weighted based on the period between the date of the share issue and the period end	(52,474,058)		
<b>Basic weighted average number of shares</b>	<b>36,703,632</b>	<b>24,124,234</b>	<b>24,124,234</b>
<b>Weighted impact of dilutive instruments</b>			
(stock options)(*)		20,648	4,195
Weighted average number of shares after dilution	36,703,632	24,144,882	24,128,429
<i>(*) As of June 30, 2009, 1,371,583 stock options were outstanding and exercisable, compared with 1,435,183 as of December 31, 2008 and 1,506,683 as of June 30, 2008.</i>			

Basic and diluted earnings (loss) per share (in €)

	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Basic earnings (loss) per share	(9.93)	(0.92)	(23.83)

Diluted earnings (loss) per share	(9.93)	(0.92)	(23.83)
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Basic earnings per share are calculated by dividing net income by the weighted average number of shares outstanding during the period, excluding treasury stock.

#### NOTE 10 : GOODWILL

<i>(in € millions)</i>	<b>Gross</b>	<b>Impairment</b>	<b>Net</b>
<b>As of January 1, 2008</b>	<b>1,552.0</b>	<b>(263.4)</b>	<b>1,288.6</b>
Acquisitions, minority interest buyouts and price adjustments	1.3		1.3
Impairment of goodwill (Vehicle Interiors)		(247.9)	(247.9)
Translation adjustments and other movements	(2.5)	0.7	(1.8)
As of December 31, 2008	1,550.8	(510.6)	1,040.2
Acquisitions, minority interest buyouts and price adjustments	1.6		1.6
Translation adjustments and other movements	(1.4)	(0.1)	(1.5)
<b>As of June 30, 2009</b>	<b>1,551.0</b>	<b>(510.7)</b>	<b>1,040.3</b>

Net goodwill breaks down as follows by business:

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Automotive Seating	792.6	792.6
Vehicle Interiors		0
Exterior Systems	96.1	96.1
Exhaust Systems	151.6	151.5
<b>TOTAL</b>	<b>1,040.3</b>	<b>1,040.2</b>

In accordance with IAS 36, goodwill was tested for impairment as of June 30, 2009. These tests factored in the uncertainties concerning the outlook for the automotive industry and discounted future cash flows were calculated based on forecasts taken from the Group's 2009-2013 medium-term business plan that incorporate the latest assumptions used in the 2009 Budget. The volume assumptions for 2010-2013 included in the medium-term business plan are based on external sources, which forecast a gradual upturn as from 2010. The revised cash flow forecasts also include the positive impact of the cost-cutting measures implemented as part of the Challenge 2009 plan.

Based on a report drawn up by an independent expert, the weighted average cost of capital used to discount future cash flows was raised to 9.0% as of June 30, 2009 from 8.6% as of December 31, 2008.

The impairment tests carried out at end-June 2009 confirmed that the carrying amounts of the goodwill recorded in the balance sheet were accurate.

The table below shows the sensitivity of the impairment test results to changes in the assumptions used as of June 30, 2009 to determine the value in use of the CGUs to which the Group's goodwill is allocated:

<i>Sensitivity (in € millions)</i>	<b>Value in use less carrying amount</b>	<b>Rate used to discount future cash flows + 0.5 pt</b>	<b>Growth rate applied to perpetuity - 0.5 pt</b>	<b>Operating margin rate used to calculate terminal value - 0.5 pt</b>
Automotive Seating	661,6	(139.7)	(110.0)	(158.6)
Exhaust Systems	298,5	(54.6)	(44.1)	(78.0)
Exterior Systems (formerly Front End)	73,6	(15.6)	(12.2)	(32.7)

## NOTE 11 : INVESTMENTS IN ASSOCIATES

**As of June 30, 2009 this item broke down as follows:**

<i>(in € millions)</i>	<b>% interest(*)</b>	<b>Group share of equity</b>	<b>Dividends received by the Group</b>	<b>Group share of sales</b>	<b>Group share of total assets</b>
Vanpro Assentos Lda	50	1.9		12.8	7.2
Teknik Malzeme	50	5.4		13.4	21.4
Copo Iberica Sa	50	2.1		8.0	9.1
Componentes de Vehiculos de Galicia SA	50	3.0		3.3	5.4
Faurecia Japon NHK Co. Ltd	50	(4.1)		68.4	24.1
Arsed d.o.o.	50	0.5		9.8	7.6
Kwang Jin Faurecia Ltd	50			6.5	4.8
<b>TOTAL</b>	-	<b>8.8</b>	<b>0.0</b>	<b>122.2</b>	<b>79.6</b>
SAS Group	50	9.4	(25.0)	456.8	238.6
<b>TOTAL</b>	-	<b>18.2</b>	<b>(25.0)</b>	<b>579.0</b>	<b>318.2</b>

(\*) Percent interest held by the company that owns the shares.

### 11-1 Movements in investments in associates

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>First-half 2008</b>	<b>Full-year 2008</b>
Group share of equity at beginning of period	40.1	44.8	44.8
Dividends	(25.0)	(20.0)	(20.0)
Share of net income of associates	3.1	4.4	7.7
Changes in scope of consolidation		6.6	6.6
Capital increase		-	2.2
Translation adjustments		(0.8)	(1.2)
<b>Group share of equity at the period end</b>	<b>18.2</b>	<b>35.0</b>	<b>40.1</b>

### 11-2 Group share of assets and liabilities of associates

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Non-current assets	31.6	31.4
Current assets	265.2	330.8
Cash and cash equivalents	21.4	40.0
<b>TOTAL ASSETS</b>	<b>318.2</b>	<b>402.2</b>
Equity	18.2	40.1
Borrowings	20.9	21.4
Other non-current liabilities	22.9	24.1
Non-financial current liabilities	256.2	316.6
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>318.2</b>	<b>402.2</b>

## NOTE 12 : TRADE ACCOUNTS RECEIVABLE

On November 30, 2007, Faurecia and certain of its French subsidiaries renewed an agreement with a financial institution providing for the sale of trade receivables for a further five-year term until end-November 2012. Under this agreement substantially all of the risks and rewards relating to the sold receivables are transferred to the bank.

Another trade receivables sale program set up with a different financial institution was replaced in May 2007 in France by renewable open-ended agreements that provide for the transfer of substantially all of the risks and rewards of a portion of the sold receivables.

Other receivables sale agreements were entered into in 2004, 2006 and 2007 between certain of the Group's European subsidiaries and a number of their banks, providing for the transfer of substantially all of the risks and rewards of the sold receivables.

The following table shows the amount of sold receivables with maturities beyond June 30, 2009 for which substantially all the risks and rewards have been transferred, and which have therefore been derecognized:

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Receivables sold and derecognized	248.0	388.5

Individually impaired receivables do not represent a material amount in relation to total trade accounts receivable.

Given the high quality of Group counterparties, late payments do not represent a material risk and generally arise from administrative issues.

As of June 30, 2009, past due trade accounts receivable represented €71.5 million, breaking down as follows:

- €32.6 million less than one month past due;
- €8.5 million between one and two months past due;
- €4.5 million between two and three months past due;
- €8.9 million between three and six months past due;
- €17 million more than six months past due.

Accounts receivable owed by General Motors and Chrysler totaled €56.4 million as of June 30, 2009, including €15 million relating to entities in Chapter 11 proceedings. Impairment losses recorded as a result of these two companies' US entities filing for Chapter 11 bankruptcy protection were not material.

## **NOTE 13 : OTHER CURRENT AND NON-CURRENT FINANCIAL ASSETS**

### **Other non-current financial assets**

<i>(in € millions)</i>	<b>June 30, 2009</b>		<b>Dec. 31, 2008</b>	
	<b>Gross</b>	<b>Provisions</b>	<b>Net</b>	<b>Net</b>
Long-term loans	20.3	(4.5)	15.8	19.3
Interest rate derivatives	0.4		0.4	1.4
Other	6.8	(1.6)	5.2	5.8
<b>TOTAL</b>	<b>27.5</b>	<b>(6.1)</b>	<b>21.4</b>	<b>26.5</b>

### **Other current financial assets**

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Currency derivatives on receivables and borrowings	1.8	4.8
Interest rate derivatives	0.7	1.2
<b>TOTAL</b>	<b>2.5</b>	<b>6.0</b>

## **NOTE 14 : EQUITY**

### **14-1 Capital stock and additional paid-in capital**

Following the €455,374,192 capital increase resulting from the issue at par of 65,053,456 new shares, as of June 30, 2009 the Company's capital stock totaled €626,139,528 divided into 89,448,504 fully

paid-up common shares with a par value of €7 each. Shares which have been registered in the name of the same holder for at least two years carry double voting rights.

## 14-2 Employee stock options

### A - STOCK SUBSCRIPTION OPTIONS

The Company has a policy of issuing stock options to the management of Group companies and their over 50%-owned subsidiaries allowing them to subscribe for newly-issued Faurecia shares.

In view of the above-mentioned rights issue, the exercise price and number of the Company's outstanding stock options had to be adjusted in order to maintain the rights of their beneficiaries. Consequently, as of June 30, 2009, a total of 1,619,798 stock subscription options were outstanding.

Exercising these options would result in:

- capital stock being increased by €11.3 million;
- additional paid-in capital being increased by €57.0million.

Details of the stock subscription option plans as of June 30, 2009 are set out in the table below:

<b>Date of Shareholders' Meeting</b>	<b>Date of Board Meeting</b>	<b>Adjusted exercise price (in €)</b>	<b>Adjusted number of options granted</b>	<b>Of which granted to senior executive management/Executive Committee members</b>	<b>Start of exercise period</b>	<b>Expiration of exercise period</b>	<b>Options exercised</b>	<b>Options forfeited</b>	<b>Adjusted number of options outstanding as of June 30, 2009</b>
	Oct. 20, 1994				Oct. 21, 1999				
May 31, 1994	22.40	133,750		32,100	Oct. 19, 2009		117,700	-	16,050
	May 3, 1995				May 4, 2000				
May 31, 1994	24.50	75,970		16,050	May 2, 2010		67,410	1,070	7,490
	Sept. 12, 1996				Sept. 13, 2001				
May 3, 1995	22.92	133,750		42,800	Sept. 11, 2011		97,905	-	35,845
	June 26, 1997				June 27, 2002				
May 31, 1994	34.40	63,180		17,550	June 25, 2012		36,855	1,755	24,570
	Feb. 22, 2002				Feb. 23, 2006				
June 5, 1997					Feb. 22, 2012				
June 1, 2001	47.01	411,489		81,315	Feb. 22, 2012		32,994	130,689	247,806
	Nov. 28, 2002				Nov. 29, 2006				
June 1, 2001					Nov. 27, 2012				
May 14, 2002	35.65	315,315		118,170	Nov. 27, 2012		106,583	128,255	80,477
	April 14, 2004				April 14, 2008				
May 14, 2002	49.73	313,560		127,530	April 13, 2014		-	136,305	177,255
	April 19, 2005				April 18, 2009				
May 25, 2004	54.45	321,750		142,740	April 18, 2015		-	115,245	206,505
	April 13, 2006				April 12, 2010				
May 23, 2005	45.20	340,800		168,000	April 12, 2016		-	123,600	217,200

<b>Date of Shareholders' Meeting</b>	<b>Date of Board Meeting</b>	<b>Adjusted number of options granted</b>	<b>Of which granted to senior management/Executive Committee members</b>	<b>Start of exercise period</b>	<b>Expiration of exercise period</b>	<b>Options exercised</b>	<b>Options forfeited</b>	<b>Adjusted number of options outstanding as of June 30, 2009</b>
	April 16, 2007			April 17, 2011				
May 23, 2005	44.69	346,200	172,800	April 17, 2017		72,600		273,600
	April 10, 2008			April 10, 2012				
May 29, 2007	28.38	357,000	174,000	April 10, 2016		-	24,000	333,000
<b>TOTAL</b>								<b>1,619,798</b>

## B - STOCK PURCHASE OPTIONS

Between 1999 and 2001, the Company granted stock options to the management of Group companies and their over 50%-owned subsidiaries, allowing them to purchase existing Faurecia shares.

Taking into account the adjustments required after the capital increase in order to maintain the rights of beneficiaries, as of June 30, 2009 a total of 303,884 stock purchase options were outstanding.

Details of the stock purchase option plans as of June 30, 2009 are set out in the table below:

<b>Date of Shareholders' Meeting</b>	<b>Date of Board Meeting</b>	<b>Adjusted number of options granted</b>	<b>Of which granted to senior management/Executive Committee members</b>	<b>Start of exercise period</b>	<b>Expiration of exercise period</b>	<b>Options exercised</b>	<b>Options forfeited</b>	<b>Adjusted number of options outstanding as of June 30, 2009</b>
	Sept. 6, 1999			Sept. 6, 2004				
June 1, 1999	44.45	234,000	62,127	Sept. 5, 2009		54,522	20,183	159,296
June 1, 1999	Sept. 4, 2000			Sept. 4, 2005				
May 22, 2000	34.19	297,180	64,233	Sept. 3, 2010		127,436	50,895	118,849
	April 26, 2001			April 26, 2005				
May 22, 2000	46.59	50,895	46,800	April 25, 2011		19,305	5,850	25,740
<b>TOTAL</b>								<b>303,884</b>

## NOTE 15 - LONG- AND SHORT-TERM PROVISIONS

### Long-term provisions

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Provisions for pensions and other employee benefits		
• Pensions	144.3	139.6
• Long-service awards	19.9	19.5
• Healthcare costs	26.9	27.5
	191.1	186.6
Provisions for early retirement costs	6.1	7.0

<b>TOTAL</b>	<b>197.2</b>	<b>193.6</b>
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**Short-term provisions**

<i>(in € millions)</i>	June 30, 2009	Dec. 31, 2008
Restructuring	190.5	200.4
Risks on contracts and customer warranties	67.1	48.9
Claims and litigation	39.7	25.4
Other	37.3	42.6
<b>TOTAL</b>	<b>334.6</b>	<b>317.3</b>

## NOTE 16 - NET DEBT

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Bonds		300.0
Bank borrowings	919.7	956.4
Loan from PSA	182.0	194.0
Other borrowings	6.2	8.5
Obligations under finance leases	32.8	17.0
Non-current derivatives	17.2	15.8
<b>SUB-TOTAL - NON-CURRENT FINANCIAL LIABILITIES</b>	<b>1,157.9</b>	<b>1,491.7</b>
Current portion of long-term debt	342.0	31.4
Short-term borrowings <sup>(1)</sup>	430.8	509.9
Current derivatives	4.2	4.9
<b>SUB-TOTAL - CURRENT FINANCIAL LIABILITIES</b>	<b>777.0</b>	<b>546.2</b>
<b>TOTAL</b>	<b>1,934.9</b>	<b>2,037.9</b>
Derivatives classified under non-current and current assets	(2.9)	(7.4)
Cash and cash equivalents	(464.9)	(425.7)
<b>NET DEBT</b>	<b>1,467.1</b>	<b>1,604.8</b>
<b>(1) Including bank accounts in credit</b>	<b>29.7</b>	<b>112.5</b>

### 16-1 Eurobond and syndicated line of credit

On October 5, 2005, Faurecia issued €300 million worth of bonds redeemable in October 2010.

In addition, in November 2004, Faurecia was given access to a medium-term syndicated line of credit of up to €1,600 million which could be drawn down for renewable periods of one, three or six months through November 2009. This syndicated line of credit was replaced in advance of term on November 28, 2008 by a new credit facility of €1,420 million comprising a syndicated bank loan of €1,170 million and a €250 million loan from Faurecia's majority shareholder Peugeot SA. The two loans are correlated so that the drawdowns made by Faurecia on the Peugeot SA loan are proportionate to those made on the syndicated bank loan, based on the same rates and periods. The overall facility is divided into two equal tranches. One of the tranches expires in November 2011 but can be extended by the banks for two further one-year periods. The other tranche expires in November 2013.

As of December 31, 2008 the undrawn portion of this credit facility amounted to €320 million.

The contracts relating to the Group's bonds and the above-mentioned credit facility include covenants, notably a change of control clause relating to Peugeot SA and provisions concerning compliance with consolidated financial ratios. In addition, any asset disposal representing over 15% of the Group's total consolidated assets requires the prior approval of banks representing two-thirds of the syndicate.

During the first half of 2009, the syndicated bank loan and the Peugeot SA loan were renegotiated in order to amend the related consolidated financial ratio covenants in view of the downturn in automotive production and the ensuing impact on the Group's results for 2009.

Accordingly, a net debt ceiling of €1,800 million was set for June 30, 2009, December 31, 2009, June 30, 2010 and December 31, 2010.

The other financial ratios with which the Group is required to comply are as follows:

	<b>Adjusted net debt(*)/EBITDA(**)</b>	<b>EBITDA(**)/net interest</b>
	<b>Ceiling</b>	<b>Floor</b>
June 30, 2009	Not applied	Not applied
December 31, 2009	4.75: 1	4: 1
June 30, 2010	4.50: 1	4: 1
December 31, 2010	4: 1	4.25: 1
June 30, 2011 and subsequent six-month periods	3.5: 1	4.50: 1

(\*) *Adjusted net debt = consolidated net debt + adjustments for certain commitments given, based on definitions provided in the credit agreement (e.g. mortgages or collateralized liabilities).*

(\*\*) *Earnings before interest, tax, depreciation and amortization = Operating income + depreciation, amortization and provisions for impairment in value of property, plant and equipment and intangible assets, corresponding to the past twelve months (except at December 31, 2009, which corresponds to two times the six previous months).*

As of June 30, 2009 the Group did not comply with the financial ratios applicable to its bonds. Faurecia has been granted an additional €213,5 million credit facility by a syndicate of French banks in order to ensure that it would be able to finance the possible early redemption of the €300 million worth of bonds due to mature in 2010.

This facility is subject for its entire term to the same consolidated financial ratio covenants as the above-mentioned renegotiated syndicated credit facility.

The Company closed the interim consolidated financial statements as of June 30, 2009 based on a going concern assumption taking into account the following factors: (i) the above-described renegotiation of the covenants applicable under the syndicated credit facility and the negotiation of an additional €213.5 million in financing to cover the possible early redemption of the Group's bonds; (ii) the completion of the €455 million capital increase; and (iii) the latest available cash flow forecasts and volume forecasts based on external sources, made in an economic environment that remains uncertain. If actual business levels were lower than forecast the Group's available liquidity margin would be affected. In such an event, the Company envisages taking the necessary measures.

## 16-2 Securitization and factoring programs

Part of Faurecia's financing requirements is met through receivables sale programs (see Note 12).

As of June 30, 2009, financing under these programs – corresponding to the cash received as consideration for the receivables sold – totaled €447.2 million versus €604.5 million as of December 31, 2008.

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Financing	475.3	626.6
Guarantee reserve deducted from borrowings	(28.1)	(22.1)
<b>Cash received as consideration for receivables sold</b>	<b>447.2</b>	<b>604.5</b>
<b>Receivables sold and derecognized</b>	<b>(248.0)</b>	<b>(388.5)</b>

## 16-3 Analysis of borrowings by interest rate and currency

As of June 30, 2009, 84% of the Group's borrowings were at variable rates, representing €1,625.4 million. Interest on variable rate borrowings payable between July 2009 and December 2010 has been hedged (see Note 17.2).

<i>(in € millions)</i>	June 30, 2009	
Variable rate borrowings	1,625.4	84.0%
Fixed rate borrowings	309.5	16.0%
<b>TOTAL</b>	<b>1,934.9</b>	<b>100%</b>

Borrowings (taking into account currency swaps) break down as follows by repayment currency:

<i>(in € millions)</i>	<b>June 30, 2009</b>		<b>Dec. 31, 2008</b>	
Euro	1,422.9	73.5%	1,533.6	75.5%
US dollar	166.8	8.6%	239.2	11.8%
Other currencies	345.2	17.9%	257.6	12.7%
<b>TOTAL</b>	<b>1,934.9</b>	<b>100.0%</b>	<b>2,030.4</b>	<b>100.0%</b>

As of June 30, 2009, the weighted average interest rate on outstanding borrowings was 4.99%.

## NOTE 17 - HEDGING OF CURRENCY AND INTEREST RATE RISKS

### 17-1 Hedging of currency risks

Currency risks relating to the commercial transactions of the Group's subsidiaries are managed centrally by Faurecia, principally using forward purchase and sale contracts and options as well as foreign currency financing.

Faurecia hedges its commercial positions either through derivatives or by setting up loans denominated in the same currency as the subsidiary's related exposure. Currency risks on future transactions are hedged on the basis of estimated cash flows determined in forecasts validated by General Management, and the related derivatives are classified as cash flow hedges.

Subsidiaries outside the eurozone are granted inter-company loans in their operating currencies. Although these loans are refinanced in euros and eliminated in consolidation, they contribute to the Group's currency risk exposure and are therefore hedged through swaps.

Currency hedges are recognized in the balance sheet at fair value, determined based on measurements confirmed by banking counterparties.

Information on hedged notional amounts:

<b>As of June 30, 2009</b>	<b>Carrying amount</b>		<b>Maturities</b>			
	<b>Assets</b>	<b>Liabilities</b>	<b>Notional amount</b>	<b>Within 1 year</b>	<b>Beyond 1 to 5 years</b>	<b>Beyond 5 years</b>
Fair value hedges						
• forward currency contracts		0.1	(14.1)	(14.1)		
• currency options						
• inter-company loans in foreign currencies swapped for euros	1.8		420.6	420.6		
Cash flow hedges						
• forward currency contracts						
• currency options		(0.3)	(69.5)	(69.5)		
Overhedging and trading		15.6	(78.5)	(78.5)		
	1.8	15.4	258.5	258.5		
of which currency hedges for operations		15.4				
of which hedges of receivables and borrowings	1.8					

<b>As of December 31, 2008</b>	<b>Carrying amount</b>		<b>Maturities</b>			
	<b>Assets</b>	<b>Liabilities</b>	<b>Notional amount</b>	<b>Within 1 year</b>	<b>Beyond 1 to 5 years</b>	<b>Beyond 5 years</b>
Fair value hedges						
• forward currency contracts		(1.7)	(37.6)	(37.6)		
• currency options						
• inter-company loans in foreign currencies swapped for euros	4.8		421.0	421.0		
Cash flow hedges						

As of December 31, 2008	Carrying amount		Notional amount	Maturities		
	Assets	Liabilities		Within 1 year	1 to 5 years	Beyond 5 years
• forward currency contracts						
• currency options		(2.5)	(280.0)	(280.0)		
Overhedging and trading		44.2	(50.0)	(50.0)		
	<b>4.8</b>	<b>40.0</b>	<b>53.4</b>	<b>53.4</b>		
of which currency hedges for operations		40.0				
of which hedges of receivables and borrowings	4.8					

The impact of currency hedges on income and equity can be analyzed as follows:

#### Impact of cash flow hedges

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Fair value at beginning of period		2.3
Changes in effective portion of gains and losses recorded in equity	(0.9)	
Changes in ineffective portion of gains and losses recorded in income	(3.3)	5.8
Purchases of options		(2.2)
Derecognition on exercise or disposal of instruments		2.2
Fair value at the period end	0.3	2.3
Ineffective portion of hedges recorded in the income statement	(3.3)	5.8
Intrinsic values recycled to the income statement where hedge accounting no longer applied		
<b>Pre-tax impact on income</b>	<b>(3.3)</b>	<b>5.8</b>
<b>Net impact on equity</b>	<b>1.5</b>	<b>(10.9)</b>

## 17-2 Interest rate hedges

Faurecia manages the hedging of interest rate risks on a central basis, through the Group Finance and Treasury Department which reports to Group General Management. Hedging decisions are made by a Market Risk Management Committee that meets on a monthly basis.

The aim of the Group's interest rate hedging policy is to reduce the impact of changes in short-term rates on the consolidated income statement as the majority of its borrowings are at variable rates. The hedges set up primarily comprise euro- and dollar-denominated caps and other option-based structures as well as, to a lesser extent, swaps. They hedge the majority of the interest payable between June 2009 and December 2010 as well as a portion of that payable in 2011.

Since January 1 and July 1, 2008 certain of the Group's derivatives have qualified for hedge accounting under IAS 39. Changes in the intrinsic value of these instruments were therefore recorded in equity in the first half of 2009, representing a negative €13.6 million.

The other derivatives purchased by the Group constitute economic hedges of interest rate risks on borrowings but do not qualify for hedge accounting under IAS 39. As a result, changes in the fair value of these instruments are recognized directly in the income statement under "Other financial income and expense".

Interest rate hedging instruments are recognized in the balance sheet at fair value, determined based on measurements confirmed by banking counterparties.

The notional amounts of the Group's interest rate hedges break down as follows:

As of June 30, 2009	Carrying amount		Notional amount by maturity		
	Assets	Liabilities	Within 1 year	1 to 5 years	Beyond 5 years
Caps	0.4		1,913.0	1,750.0	-
Variable rate/fixed rate swaps		16.3	299.0	864.0	-
Floors	0.7		35.0		-
• Accrued premiums payable		5.1			

	<b>1.1</b>	<b>21.4</b>	<b>2,247.0</b>	<b>2,614.0</b>	<b>-</b>
	<b>Carrying amount</b>		<b>Notional amount by maturity</b>		
<b>As of December 31, 2008</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Within 1 year</b>	<b>1 to 5 years</b>	<b>Beyond 5 years</b>
Caps	1.4		1,915	1,750	-
Variable rate/fixed rate swaps		14.3	301	865	-
Floors	1.2		36		-
• Accrued premiums payable		6.4			
	<b>2.6</b>	<b>20.7</b>	<b>2,252</b>	<b>2,615</b>	<b>-</b>

The impact of interest rate hedges on income and equity can be analyzed as follows:

<i>(in € millions)</i>	<b>June 30, 2009</b>	<b>Dec. 31, 2008</b>
Fair value at beginning of period	(11.7)	21.8
Changes in effective portion of gains and losses recorded in equity	(2.1)	(11.5)
Changes in ineffective portion of gains and losses recorded in income	(1.9)	(3.0)
Changes in fair value of instruments not qualifying for hedge accounting	0.9	(20.7)
Purchases of options		1.7
Derecognition on exercise or disposal of instruments	(0.4)	
<b>Fair value at the period end</b>	<b>(15.2)</b>	<b>(11.7)</b>
Ineffective portion of hedges recorded in the income statement	(1.9)	(3.0)
Changes in fair value of instruments not qualifying for hedge accounting	0.9	(20.7)
<b>Pre-tax impact on income</b>	<b>(1.0)</b>	<b>(23.7)</b>
<b>Net impact on equity</b>	<b>(2.1)</b>	<b>(11.5)</b>

#### NOTE 18 - COMMITMENTS GIVEN

<i>(in € millions)</i>	June 30, 2009	Dec. 31, 2008
Future minimum lease payments under operating leases	120.1	109.7
Debt collateral:		
• Mortgages	11.2	11.6
Other debt guarantees	22.2	20.1
Firm orders for property, plant and equipment and intangible assets	70.3	108.3
Other	0.6	1.7
<b>TOTAL</b>	<b>224.4</b>	<b>251.4</b>

#### NOTE 19 - TRANSACTIONS WITH PSA PEUGEOT CITROËN

The Faurecia Group is managed independently and transactions with the PSA Peugeot Citroën Group are conducted on arm's length terms.

These transactions with the PSA Peugeot Citroën Group and its associates are recognized as follows in the Group's consolidated financial statements:

<i>(in € millions)</i>	<b>First-half 2009</b>	<b>Full-year 2008</b>
Sales	1,008.5	2,733.9
Purchases of products, services and materials	5.5	20.9
Receivables(*)	423.8	488.6
Payables(**)	204.1	265.5
(*) After no-recourse sales of receivables of:	159.3	300.9
(**) Of which borrowings	182.0	194.0

## **NOTE 20 - EVENTS AFTER THE BALANCE SHEET DATE**

No significant post-balance sheet events have occurred since June 30, 2009.

### **2.3 Statutory Auditors' review report**

#### **Statutory Auditors' review report on the interim financial information**

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual Shareholders' Meeting and in accordance with the requirements of article L. 451-1-2 III of the French Monetary and Financial Code (Code monétaire et financier), we hereby report to you on:

- the review of the accompanying condensed interim consolidated financial statements of Faurecia, for the six months ended June 30, 2009;
- the verification of the information contained in the interim management report.

These condensed interim consolidated financial statements, prepared in the unfavorable context currently being experienced by the automotive industry, are the responsibility of the Board of Directors. Our role is to express a conclusion on these financial statements based on our review.

#### **1. Conclusion on the financial statements**

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim consolidated financial statements have not been prepared, in all material respects, in accordance with IAS 34 – "Interim Financial Reporting", as adopted by the European Union.

Without qualifying our conclusion, we draw your attention to the disclosures on liquidity risk presented in Note 16-1 to the condensed interim consolidated financial statements which describe the assumptions and uncertainties that may impact the forecasts used by the Company.

#### **2. Specific verification**

We have also verified the information given in the interim management report on the condensed interim consolidated financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed interim consolidated financial statements

Neuilly-sur-Seine and Paris-La Défense, July 20, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit  
Dominique Ménard

ERNST & YOUNG Audit  
Laurent Miannay

### 3. THIRD QUARTER 2009 SALES

**Faurecia Press Release dated October 20, 2009**

#### Third Quarter 2009 Sales

##### Gradual Recovery of Activity

Third quarter sales for fiscal 2009 slipped 17% in relation to 2008, compared to a 35% and 25% drop in the first two quarters.

- **Strong growth in Asia** (up 30%);
- **Improvement in North America:** down 30% compared to a 53% fall in the second quarter and a 47% drop in the first quarter;
- **Clear improvement in Europe** with a 17% dip compared to a drop of 23% in the second quarter and 34.5% in the first quarter.

In Millions of Euros	3rd Quarter 2009	Change 2008/2009- 11-04	Total End September 2009	Change 2008/2009
<b>Automotive Seating</b>	995.8	(16.8)%	2863.2	(27.7)%
<i>At constant exchange rates</i>		(17.0)%		(28.2)%
<b>Vehicle Interiors</b>	610.8	(20.6)%	1858.8	(27.5)%
<i>At constant exchange rates</i>		(19.2)%		(26.6)%
<b>Interior Modules</b>	<b>1606.6</b>	<b>(18.3)%</b>	<b>4722.0</b>	<b>(27.6)%</b>
<i>At constant exchange rates</i>		(17.9)%		(27.6)%
<b>Exhaust Systems</b>	456.7	(31.8)%	1312.6	(40.6)%
<i>Excluding monoliths</i>	252.6	(16.0)%	708.5	(29.3)%
<i>At constant exchange rates</i>		(14.2)%		(28.7)%
<b>Exterior Systems</b>	204.5	(10.0)%	613.3	(16.0)%
<i>At constant exchange rates</i>		(10.1)%		(16.1)%
<b>Other Modules</b>	<b>661.2</b>	<b>(26.3)%</b>	<b>1925.9</b>	<b>(34.5)%</b>
<i>Excluding monoliths</i>	457.0	(13.4)%	1321.8	(23.7)%
<i>At constant exchange rates</i>		(12.5)%		(23.4)%
<b>Total</b>	<b>2267.8</b>	<b>(20.8)%</b>	<b>6647.9</b>	<b>(29.8)%</b>
<i>Excluding monoliths</i>	2063.7	(17.3)%	6043.8	(26.8)%
<i>At constant exchange rates</i>		(16.7)%		(26.7)%

##### GROUP SALES

Excluding monoliths, like-for-like sales in the third quarter totaled 2,063.7 million euros, down 16.7% in relation to the third quarter of 2008. This figure encompasses a drop in sales of tools, R&D and prototypes at 158 million euros versus 221 million euros in 2008. Product sales (excluding monoliths, tools and research expenditure) totaled 1,905.5 million euros against 2,272.5 million euros, a 15% drop.

Sales with Renault-Nissan Group rose 8.8% and increased 13% with Hyundai during the third quarter.

The drop in sales with Ford was limited to 6.7% (down 3.2% in Europe) and with BMW to 12.8% (down 0.5% in Europe and down 33.3% in North America).

Sales in the third quarter of 2009 with Volkswagen, PSA Peugeot Citroën, GM and Daimler were down 22.8%, 17.1%, 23.0% and 44.5% respectively.

Third quarter 2009 sales break down as follows by region:

- In Europe, sales totaled 1,663.6 million euros, down 16.7% on a like-for-like basis and excluding monoliths;
- In North America, sales totaled 271.4 million euros, down 30.6% on a like-for-like basis and excluding monoliths;
- In South America, sales totaled 82.9 million euros, down 10% on a like-for-like basis and excluding monoliths;
- In Asia, on a like-for-like basis excluding monoliths, sales rose 34.9% in China and 29.8% in Korea. Overall, sales totaled 212.8 million euros in the region, up 29.7% on a like-for-like basis and excluding monoliths.

In the first nine months of fiscal year 2009, Faurecia sales totaled 6,647.9 million euros, a drop of 26.7% on a like-for-like basis and excluding monoliths.

#### BREAKDOWN OF SALES BY ACTIVITY

- **Automotive Seating**

Like-for-like sales were down 17.0 % in the third quarter:

- Down 18.4 % in Europe;
- Down 26.9 % in North America;
- Down 3.0 % in South America and up 34.7 % in Asia.

- **Vehicle Interiors**

Like-for-sales were down 19.2 %:

- Down 17.5% in Europe;
- Down 28.2% in North America;
- Down 21.7% in South America;
- Up 3.7% in Asia.

- **Exhaust Systems**

Excluding monoliths, like-for-like sales were down 14,2%:

- Down 14.7 % in Europe;
- Down 39.1 % in North America;
- Up 37.7 % in Asia with an increase of 43.1 % in China and 28.8 % in Korea;
- Up 3.9 % in South America.

- **Exteriors Systems**

Third quarter sales totaled 204.5 million euros, down 10.1% on a like-for-like basis. In Europe, which generated nearly all this business (95.5% of the total), there was a drop of 11% on a like-for-like basis.

#### HIGHLIGHTS AND OUTLOOK

In July 2009, Faurecia's working hypothesis for the second half year was based on a 10% drop in product sales in Europe and a 35% drop in North America, while Asia continued to enjoy sustained growth.

These forecasts have been:

- confirmed for Asia;
- raised to a fall of around 25% for North America;
- adjusted to a 5% fall in Europe.

Against this backdrop, and as a result of the cost reductions achieved by the “Challenge 2009” plan, Faurecia is targeting, for the second half of the fiscal year, positive operating income, together with global cash flow close to break-even.<sup>1</sup>

#### 4. OUTLOOK AND ANNUAL AND HALF-YEAR FORECASTS

In its press release dated October 20, 2009, reproduced as paragraph 3 above (“Third Quarter 2009 Sales”), Faurecia provided a target, which it believes it will be able to attain in the second half of 2009, regarding its “operating income”, which means its operating income as defined in note 1-15 of the notes to the consolidated financial statements for the fiscal year 2008. In addition, the target of a global cash flow close to break-even includes restructuring costs.

##### 4.1 ASSUMPTIONS

Faurecia has based its operating income and cash flow targets on the basis of production forecasts provided by specialized institutions (CSM Worldwide) and production forecasts provided by automakers, as well as internal production plans resulting therefrom. These assumptions, which were used for the first-half 2009 financial statements (and which appear in this Update at paragraph 2.1.6: “Outlook”), have been updated under “Highlights and Outlook” in the press release reproduced in section 3 above relating to the third quarter 2009 sales.

These targets also take into account the cost reduction assumptions and objectives defined in the Challenge 2009 plan, as such plan was updated as described in the half-year financial report appearing in this Update at paragraph 2.1.2.1 Operating Income (Loss) and paragraph 2.1.6 Outlook.

##### 4.2 STATUTORY AUDITORS’ REPORT ON FORECASTS

*This is a free translation into English of the statutory auditors’ report issued in French and is provided solely for the convenience of English-speaking users.*

Report of the Statutory Auditors on the operating income forecast

To the Chairman of the Board of Directors,

In our capacity as Statutory Auditors and in accordance with EC Regulation no. 809/2004, we hereby report on Faurecia’s operating income forecast included in section 4 of the Company’s update to its registration document.

In accordance with EC Regulation no. 809/2004 and the relevant CESR Recommendations, you are responsible for the preparation of this forecast and its principal underlying assumptions.

It is our responsibility to express our conclusion, in accordance with the terms specified in appendix I, point 13.2 of EC Regulation no. 809/2004, as to the proper compilation of such forecast.

We carried out our work in accordance with applicable professional guidelines of the *Compagnie nationale des commissaires aux comptes*. This work comprised an assessment of the procedures implemented by management in the preparation of the forecast and the implementation of procedures to ensure that the accounting methods applied are consistent with those used for the

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<sup>1</sup> Global cash flow forecasts are close to break-even taking into account restructuring expenses.

preparation of Faurecia's consolidated historical financial information. We also gathered all the relevant information and explanations we deemed necessary to obtain reasonable assurance that the forecast has been properly compiled on the basis stated.

It should be noted that, given the uncertain nature of forecasts, the actual figures may be significantly different from this forecast and that we do not express a conclusion as to whether or not this forecast will materialize.

In our opinion:

- the operating income forecast has been properly compiled on the basis stated;
- the basis of accounting used in the preparation of this forecast is consistent with the accounting policies adopted by Faurecia.

This report is issued solely for the purposes of the filing of the update to the registration document with the French securities regulator (*Autorité des marchés financiers – AMF*), and, if applicable, for a public offer in France and in the other member states of the European Union in which a prospectus, including this update to the registration document, with the visa of the AMF, has been notified, and may not be used for any other purpose.

Neuilly-sur-Seine and Paris La Défense, November 13, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit

ERNST & YOUNG Audit

Dominique Ménard

Laurent Miannay

## 5. THE EMCON TECHNOLOGIES ACQUISITION

### *The EMCON Technologies Acquisition*

On November 2, 2009, Faurecia announced that it had agreed to acquire EMCON Technologies ("EMCON Technologies"), a leading producer of exhaust systems, from a portfolio company of One Equity Partners LP II ("OEP"). Faurecia and this OEP portfolio company signed an acquisition agreement, dated October 30, 2009 (the "Acquisition Agreement"), providing for the contribution of EMCON Technologies to Faurecia in exchange for 20.9 million newly issued Faurecia shares (representing approximately 19% of the total outstanding shares of Faurecia after the transaction, excluding treasury shares).

OEP is the private equity arm of JPMorgan Chase & Co. and, with its affiliates, manages approximately \$8 billion of investments and commitments for JPMorgan Chase & Co. (source: [www.oneequity.com](http://www.oneequity.com)). OEP acquired EMCON Technologies in May 2007 from ArvinMeritor, a global manufacturer of automotive equipment.

The financial data relating to EMCON Technologies set forth below has been derived from EMCON Technologies Holdings Limited's consolidated financial statements as of and for the year ended December 31, 2008 prepared in accordance with US GAAP.

### *EMCON Technologies*

EMCON Technologies is a leader in the global exhaust emission control technology industry. The company serves worldwide passenger car, commercial vehicle and engine manufacturers. EMCON Technologies is based in Troy, Michigan, United States and recorded sales in 2008 of

approximately \$3.2 billion (approximately €2.4 billion). In 2008, Emcon Technologies' EBIT was approximately €17 million euros and its EBITDA was approximately €53 million euros. EMCON Technologies has approximately 6,000 employees in 19 countries, and also operates through several long-standing joint ventures.

### ***Rationale for the Transaction***

Material information relating to the EMCON acquisition as of the date of this Update is presented below. It includes material information relating to the transaction that was published on November 2, 2009 by Faurecia in a press release and presentation slides.

Once the transaction is completed, EMCON Technologies will immediately join Faurecia's Exhaust Systems division to form "Faurecia Emissions Control Technologies." The transaction is expected to provide Faurecia with the following benefits:

- Enhancing its worldwide and regional position in emissions control;
- Reinforcing its research and innovation potential in new emissions-reduction technology;
- Providing an entry into the commercial vehicles and off-road market; and
- Providing a broadened customer base.

The combination of Faurecia and EMCON Technologies is expected to bolster Faurecia's worldwide leadership in emissions control. Based on 2008 sales, the combined group's worldwide exhaust systems sales of approximately €2.4 billion (excluding monoliths) will place it ahead of Tenneco (second largest with €1.5 billion of 2008 sales) and Eberspaecher (third largest with €1.0 billion). Including monoliths, the combined group's 2008 sales amounted to approximately €5.2 billion, compared to €2.6 billion for Tenneco and €1.9 billion for Eberspaecher.

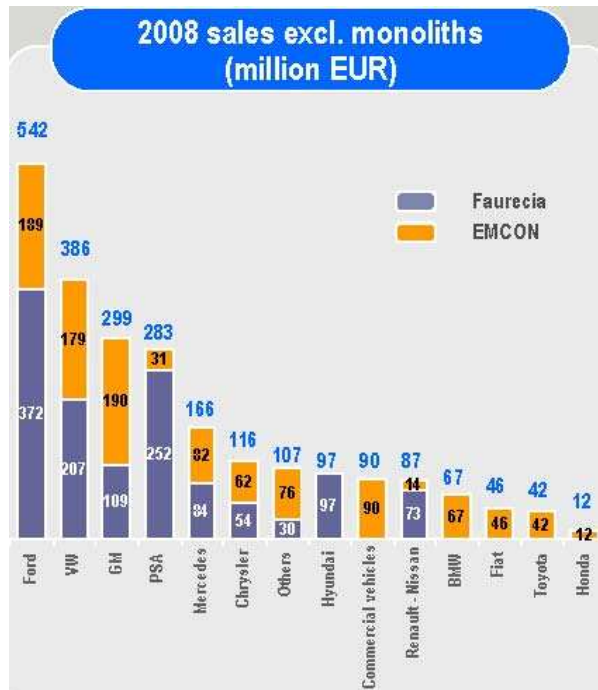
The new group will also be a regional leader in emissions control in North America, Europe, Asia (excluding Japan) and South America. Combined sales in 2008 (including monoliths) were €3.2 billion in Europe, €1.3 billion in North America, €93 million in Asia (excluding Japan), and €199 million in South America.

EMCON Technologies will reinforce Faurecia's research and innovation potential. EMCON Technologies' seven research & development centers, 810 engineers and technicians and R&D annual budget of approximately €70 million will enable Faurecia Emissions Control Technologies to cover all vehicle segments, broaden its key competencies (acoustics, filtration of particulate matter, thermal management, nitrogen oxides treatment, product/process integration) and advance in new technologies (including selective catalyst reduction, fuel vaporization and energy recovery). The acquisition, by increasing the product's technology content, is also expected to provide a base for strong growth in the high-tech market, related to strengthening European and U.S. emissions reduction standards and an expected accelerated roll-out of European standards in China, Korea and Brazil.

The acquisition of EMCON Technologies will provide Faurecia an entry into the commercial vehicles market, which was estimated to total approximately €7 billion in 2008 (source: Roland Berger). In particular, EMCON Technologies has significant customers in this market and key commercial vehicle emissions control technologies (selective catalyst reduction, diesel converter, diesel particulate filter and thermal regenerator).

The combined Faurecia Emission Control Technologies will also benefit from a broadened customer base, with the acquisition of EMCON Technologies reinforcing customers such as Volkswagen, General Motors and Ford and adding customers such as Toyota, BMW, Honda, Fiat and commercial vehicle customers.

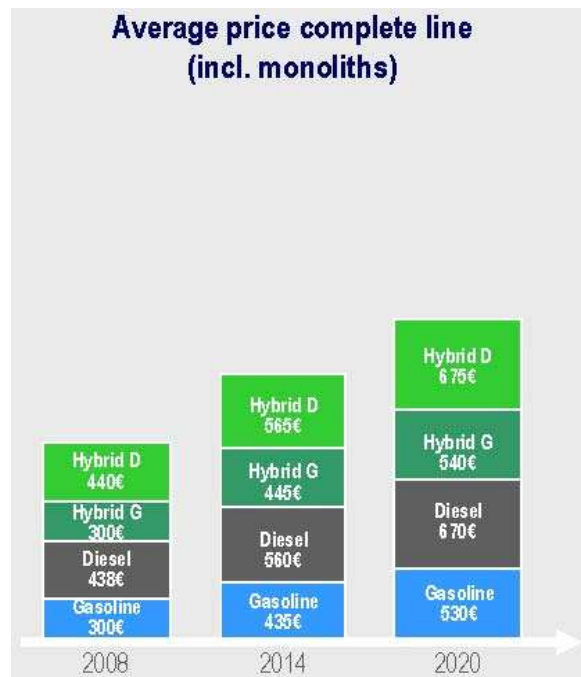
The following graphic shows the 2008 sales per customer (excluding monoliths) of EMCON Technologies and Faurecia (source: Faurecia and EMCON):



Source: Faurecia & Emcon

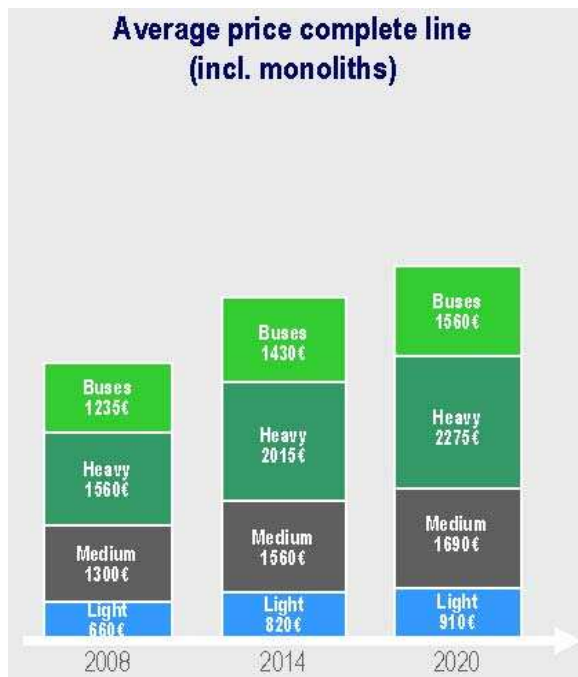
Faurecia believes that the acquisition will position the new group to benefit from significant growth in the emissions control technology market, resulting from strengthened European and U.S. emissions reduction standards, and the accelerated roll-out of European standards in China, Korea and Brazil. The technology content of products should increase to meet these more stringent requirements, leading to more attractive pricing conditions.

The following graphics show the potential growth in the markets for passenger and commercial vehicles, based on analyses published by Roland Berger.

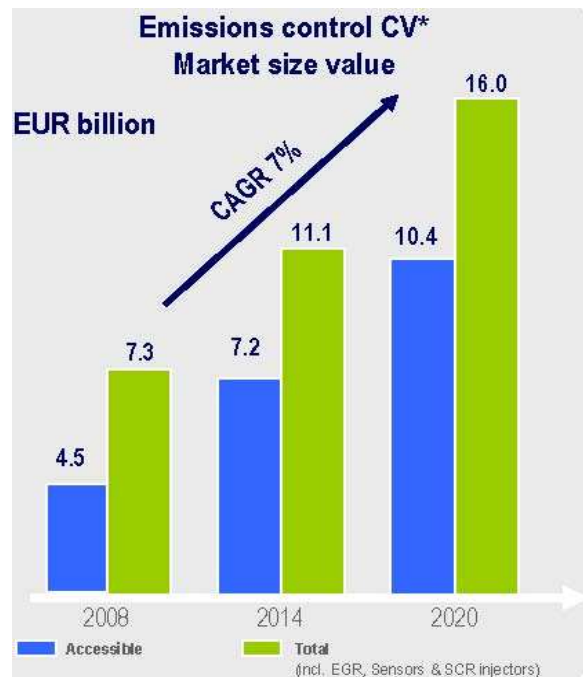


Source: Roland Berger





Source: Roland Berger



Faurecia has targeted potential post-acquisition cost synergies, including potential savings in purchasing and from worldwide industrial rationalization and administrative structure optimization, of approximately €20 million (before taxes) in 2010, €40 million (before taxes) in 2011 and stabilizing at €60 million (before taxes) per year starting in 2012. Faurecia estimates that the costs of integrating Faurecia and EMCON Technologies will total approximately €80 million. Faurecia's objective is for this transaction to be accretive to net income per share from 2011. These are objectives that are necessarily subject to uncertainty, and no assurance can be given that the objectives will be achieved. See "Risk Factors."

### *The Acquisition Agreement*

The Acquisition Agreement was entered into between Faurecia and EMCON Technologies Holdings Limited ("EMCON Holdings"), an OEP portfolio company (EMCON Holdings is wholly-owned by OEP, certain funds affiliated with OEP, members of EMCON Technologies' management and Board of Directors, and certain other third party investors). The Acquisition Agreement provides that, subject to certain conditions, EMCON Holdings will contribute to Faurecia all of the issued and outstanding membership interests of two companies (the "Contributed Companies") that together directly or indirectly own and operate the business of the EMCON Technologies group. In exchange, Faurecia will issue 20.9 million new shares to EMCON Holdings.

The obligations of the parties to the Acquisition Agreement are subject to certain conditions, including obtaining necessary antitrust clearance, in particular in Europe and the United States, the absence of certain material adverse changes, as well as approval of the contribution at an extraordinary general shareholders meeting of Faurecia (PSA has agreed to vote in favor of the contribution at this shareholders meeting, as described further below). The parties have agreed to cooperate with a view to achieving the satisfaction of the conditions to closing, including antitrust conditions, although Faurecia is not required to agree to any divestiture or other relief to obtain antitrust authorization, if doing so would be Materially Burdensome (as defined in the Acquisition Agreement).

The parties currently expect the Faurecia shareholders meeting to take place in late January 2010, with the closing to occur immediately thereafter. An information document ("Document E")

will be prepared in connection with this shareholders meeting in accordance with Article 212-34 of the AMF's general regulations. The precise calendar will depend on the amount of time it takes for the conditions to be satisfied. If the closing does not take place by March 30, 2010 (or June 30, 2010 if the required antitrust consents are not obtained by March 30, 2010 and either Faurecia or EMCON elects to extend such date), then the Acquisition Agreement may be terminated by either party.

Upon closing of the transaction, Faurecia will arrange for the repayment of certain debt of the EMCON Technologies group companies, in a total amount currently estimated at approximately U.S.\$100 million (approximately €70 million) as of September 30, 2009. This includes U.S.\$22 million of debt of EMCON Holdings, which Faurecia will assume and repay at closing, with the remainder being at the level of the companies that will be contributed to Faurecia. Faurecia believes that the refinancing of this debt will not materially affect its financial ratios or debt covenant compliance.

Faurecia has agreed to propose the nomination of two individuals designated by EMCON Holdings to Faurecia's board of directors at the shareholders meeting that will be called to approve the contribution transaction. Faurecia will also create a strategic committee that will include one individual designated by EMCON Holdings.

In the Acquisition Agreement, each of the parties has made certain customary representations and warranties regarding its business and financial condition, as well as certain other matters such as its authorization of the transaction. The representations and warranties in the Acquisition Agreement will expire upon closing. The parties have also agreed to limitations on transactions outside the ordinary course of business during the period between the signature of the Acquisition Agreement and the closing.

EMCON Holdings has agreed that, until the date that is 12 months after the closing, and subject to the limited exceptions described below, it will not sell or otherwise transfer the Faurecia shares that it receives in connection with the transaction (the "Contribution Shares") (or issue securities convertible or exchangeable into Faurecia shares, or enter into swaps or certain other transactions with a similar economic effect), except in any such case if Faurecia otherwise agrees. The undertaking of EMCON Holdings will not apply in the case of: (i) transfers to equity holders of EMCON Holdings, (ii) dispositions of up to 12% of the Contribution Shares received by, distributed to or held for the benefit of a person who is an equity holder of EMCON Holdings other than any member of the OEP Group (as defined in the Acquisition Agreement)(or who receives Contribution Shares from such person pursuant to clauses (i) above, or (v) or (vi) hereafter); (iii) dispositions (not through accelerated bookbuilding or other similar structured transaction) of up to 25% of the number of Contribution Shares received by, distributed to or held for the benefit of OEP (or any member of the OEP Group); (iv) dispositions in connection with a merger, tender offer or similar transaction for any of the outstanding capital stock of Faurecia by a party other than OEP or EMCON Holdings; (v) bona fide gifts of securities; and (vi) transfers of securities to affiliates, family members or trusts for the benefit of any of the foregoing, of the transferor or other holder of Contribution Shares if the transfers do not involve a public distribution or public offering. The Acquisition Agreement provides that (A) EMCON Holdings shall notify Faurecia prior to instructing its broker or other financial intermediary to effect a disposition pursuant to clause (iii) above of a number of Contribution Shares that individually or in the aggregate exceeds 0.5% of the aggregate number of outstanding shares of Faurecia capital stock as reflected in the most recent report filed by Faurecia in accordance with AMF regulations; (B) the volume of Faurecia shares traded on Euronext-Paris in connection with dispositions on any day that is a trading day on Euronext Paris (a "Trading Day") shall not exceed 25% of the average total volume of Faurecia shares traded on Euronext Paris on the five Trading Days preceding such day; and (C) the recipient of any gift described in clause (v) or the transferee of any transfer in clause (i) or (vi) must agree in writing as a condition precedent to such transfer to be bound by the same undertakings. For purposes of clause (iii) above, a sale in response to an unsolicited broker indication of interest with respect to Contribution Shares shall not be considered a "structured transaction" mentioned under clause (iii) above. In addition, EMCON Holdings has agreed not to proceed with any of the transactions specified in clause (iii) above until the earlier of the following

two dates: February 28, 2010 or the end of a 90-day period from the closing of a possible issuance by Faurecia of debt securities giving access to Faurecia's share capital.

### ***OEP Agreement and PSA Agreement***

Each of OEP and Peugeot S.A. ("PSA") has agreed to take certain steps to facilitate the transactions contemplated by the Acquisition Agreement, as well as certain other undertakings. In particular, (i) PSA has agreed to vote in favor of the contribution transaction at the Faurecia shareholders meeting, and not to sell more than 15% of the share capital of Faurecia (determined after completion of the transaction) during the 12-month period following the closing of the transaction (or to enter into any transaction with similar economic effect), and (ii) OEP has agreed to ensure that EMCON Holdings will comply with its undertaking not to sell or transfer Contribution Shares except as provided above.

### ***Faurecia share ownership after the Transaction***

<b>Shareholders</b>	<b>Number of Shares</b>	<b>% of Capital</b>	<b>Voting Rights</b>	<b>% of Voting Rights</b>
Peugeot S.A.	63 380 509	57.43%	80 665 706	63.27%
OEP(1)	20 918 224	18.95%	20 918 224	16.41%
Employees (FCP Faurecia Actionnariat + Faurecia Actionnariat International)	126 164	0.11%	192 906	0.15%
Public	25 671 017	23.26%	25 721 280	20.17%
Treasury Shares	270 814	0.25%	0	0%
<b>Total</b>	<b>110 366 728</b>	<b>100</b>	<b>127 498 116</b>	<b>100</b>

(1) EMCON Holdings, a portfolio company of OEP, will hold 20.9 million shares immediately following the closing of the transaction, representing 18.95% of the capital and 16.41% of the voting rights. All of the outstanding shares of EMCON Holdings are held by OEP and funds affiliated with OEP, with the exception of EMCON Holdings shares held by management and members of the Board of Directors of EMCON Technologies and certain other individuals, which together represent less than 12% of the aggregate number of outstanding Common Shares of EMCON Holdings.

## **6. GENERAL INFORMATION**

### **6.1 RISK FACTORS**

The risk factors should be completed by the following elements concerning American clients:

After being placed under Chapter 11 protection, General Motors and Chrysler went through financial reorganizations, which allowed them to reduce their debt levels to a significant degree. During this period, their production levels were greatly decreased. In light of this significant decline in production, the programs of these automakers that were entrusted with Faurecia benefited from satisfactory business levels. General Motors and Chrysler have recently resumed normal operations. The impairment losses for asset and trade receivables mentioned in section 2.1.5.2 of the 2009 half-year financial report, included in this Update, are being maintained. Faurecia has not suffered any material financial losses as a result of General Motors and Chrysler being placed under Chapter 11 protection.

The description of liquidity risks to which the Company is exposed is supplemented by the following:

As of June 30, 2009, Faurecia was not in compliance with the financial ratios related to the €300 Million euro bond offering of October 5, 2005, which is due October 2010. The holders of

these bonds have the right to accelerate the repayment of the bonds. Faurecia therefore pre-paid its bond debt in accordance with the terms set forth in the issuance agreement. Out of the total amount initially issued, €291.5 million were prepaid on August 14, 2009. This amount was essentially refinanced by a bank loan in the amount of €205 million, described in note 16-1 to the financial statements at June 30, 2009, with the maturity of this loan being later than the initial bond issuance. 170 securities representing €50,000 in nominal value were not tendered for prepayment and thus will mature on October 5, 2010.

The auditors issued an observation on the going-concern assumption in their report on the financial information as at June 30, 2009 (reproduced in Section 2.3 of this Update). The Company considers the financial resources to which it has access to be sufficient to cover its business financing needs over the course of the next 12 months.

### **Risk factors relating to the acquisition of EMCON Technologies**

#### ***Faurecia's acquisition of EMCON Technologies is subject to certain conditions.***

Faurecia has signed an Acquisition Agreement for the purpose of acquiring EMCON Technologies. The completion of this transaction is subject to various conditions, and in particular approval by anti-trust authorities in the United States, the European Union and certain other jurisdictions. If all necessary antitrust approvals are not obtained by March 30, 2010 (June 30, 2010 if either party elects to extend such date), then either party may terminate the Acquisition Agreement. There are other possible grounds for termination, including the occurrence of certain events that would constitute a material adverse effect with respect to one or the other of the parties. If the acquisition is not completed, this failure could have an adverse effect on Faurecia's share price, investor relations and employee morale. Moreover, Faurecia would have incurred costs in connection with the acquisition without realizing the benefits that Faurecia expects to gain upon completion of the acquisition.

#### ***Regulatory approvals of Faurecia's acquisition of EMCON Technologies may impose adverse conditions and obligations.***

In order to obtain the approval of the transaction by antitrust authorities in one or more jurisdictions, it is possible that Faurecia may be required to agree to certain conditions, such as the divestiture of certain assets or businesses of EMCON Technologies or Faurecia. While Faurecia is not required under the Acquisition Agreement to agree to any such conditions that are Materially Burdensome (as such term is defined in the Acquisition Agreement), individually or in the aggregate, it is nonetheless possible that a divestiture or other condition might reduce the anticipated benefits of the combination of Faurecia and EMCON Technologies or otherwise adversely affect the business of the combined group.

#### ***Faurecia may not achieve the expected benefits from the acquisition of EMCON Technologies, and the integration process may disrupt operations.***

The benefits and synergies expected to result from the acquisition will depend in part on whether Faurecia's emissions control business and that of EMCON Technologies can be integrated in a timely and efficient manner. Faurecia will face challenges in integrating the organizations, procedures and operations of the two businesses. The managements of both businesses will have to dedicate substantial time and resources to the integration process. These efforts could divert management's focus and resources from other strategic opportunities and from day-to-day operational matters during the integration process. Failure to successfully integrate EMCON Technologies' operations with those of Faurecia could result in the failure to achieve some or all of the anticipated benefits of the transaction.

#### ***Automobile manufacturers might reduce their business with the combined group following completion of the transaction.***

Automobile manufacturers may reduce their orders from the combined Faurecia and EMCON Technologies emissions control business in an effort to maintain diversification of their suppliers. In addition, some of the customers of EMCON Technologies have no prior relationship with Faurecia (or a less developed relationship with Faurecia than with EMCON Technologies), and they may decide to reduce orders compared to prior levels. While Faurecia has anticipated these effects in its initial planning of the integration process, if orders are reduced by an amount that is greater than what Faurecia currently anticipates, the benefits of the combination of Faurecia and EMCON Technologies might be smaller than expected.

***The representations and warranties given by EMCON Technologies in the Acquisition Agreement are limited and will expire at closing.***

EMCON Holdings has made limited representations and warranties regarding the business and operations of EMCON Technologies in the Acquisition Agreement. These representations and warranties expire at the closing of the acquisition. As a result, after the closing of the acquisition, Faurecia will not have any recourse against EMCON Holdings or any of its affiliates.

***Change of control provisions in EMCON Technologies' agreements may be triggered upon Faurecia's acquisition of control of EMCON Technologies.***

EMCON Technologies is a party to various joint ventures, customer contracts, licenses and financing and other agreements and instruments that contain change of control provisions. Some of these may be triggered when Faurecia acquires control of EMCON Technologies, allowing the other party to terminate the agreements or to require assurances from Faurecia regarding continued performance. The principal credit agreements of EMCON Technologies allow the creditors to require repayment in full upon a change of control, and as a result, at closing Faurecia will have to refinance approximately \$100 million (€70 million)(based on September 30, 2009 balances) of the debt of EMCON Technologies.

## **6.2 INFORMATION CONCERNING CORPORATE GOVERNANCE**

At its April 9, 2009 meeting, Faurecia's Board of Directors named Mr. Philippe Varin as a replacement for Mr. Christian Streiff, who had resigned from his position as Board member. The ratification of this nomination will be submitted to the next general shareholders' meeting.

Mr. Jean-Louis Gerondeau's term as a Faurecia Board member was set to expire at the end of the general shareholders' meeting on April 23, 2009 and was renewed at that shareholders' meeting for a term of six years, which will end at the general shareholders' meeting held to approve the 2014 financial statements.

The April 23, 2009 general shareholders' meeting also named Mr. Grégoire Olivier as a Faurecia Board member, as a replacement for Mr. Gérard Hauser, whose term was set to expire at that general shareholders' meeting. Mr. Olivier's term will run for six years, that is until the general shareholders' meeting held to approve the 2014 financial statements.

At its July 20, 2009 meeting, Faurecia's Board of Directors named Mr. Frederic Saint Geours as a replacement for Ms. Isabel Marey-Semper, who resigned her seat as a Board member. The ratification of this nomination will be submitted to the next general shareholders' meeting.

The composition of the Board of Directors as at the date of this Update is as follows:

### Directorships and other positions held by members of the Board of Directors

Director	Directorship/Position
<p>Yann Delabrière</p> <p>Yann Delabrière, 58, has been Chairman and Chief Executive Officer of Faurecia since February 16, 2007.</p> <p>His term of office will expire at the Annual Shareholders' Meeting to be held in 2013.</p> <p>Yann Delabrière has been a Director of Faurecia since November 18, 1996.</p> <p>He occupied various positions within the finance departments of major manufacturing groups before joining the PSA Peugeot Citroën Group in 1990 where he held the position of Chief Financial Officer of Peugeot S.A.</p> <p>As of October 31, 2009, Yann Delabrière held 4,094 Faurecia shares.</p> <p>Business address: FAURECIA 2, rue Hennape - 92735 NANTERRE, CEDEX - FRANCE</p>	<p>Chairman and Chief Executive Officer of Faurecia</p> <p>As of October 31, 2009 Yann Delabrière also held the following directorships and positions:</p> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Director of Capgemini</li> </ul> <p>During the last five years, Yann Delabrière has also held the following directorships and positions, which he no longer holds:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Chief Financial Officer of Peugeot S.A.</li> <li>Unlisted companies</li> <li>Chairman and Chief Executive Officer of Banque PSA Finance</li> <li>Chairman and Chief Executive Officer of Compagnie Générale de Crédit aux Particuliers – Credipar</li> <li>Director of Peugeot Citroën Automobiles S.A.</li> <li>Director of Automobiles Citroën</li> <li>Director of Gefco</li> <li>Chairman of Pergolese Investissements</li> <li>Chief Executive Officer of Grande Armée Participations</li> <li>Chairman of the Supervisory Board of SIT</li> <li>Permanent representative of Peugeot S.A. on the Board of Directors of Automobiles Peugeot</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>General Manager of PSA Services SrL (Italy)</li> <li>Chairman of the Board of Directors of Peugeot Citroën Argentina S.A. (Argentina)</li> <li>Chairman of the Supervisory Board of Peugeot Finance International (Netherlands)</li> <li>Vice-Chairman and Director of PSA International S.A. (Switzerland)</li> </ul>
<p>Jean-Pierre Clamadieu</p> <p>Jean-Pierre Clamadieu, 51, has been a Director of Faurecia since May 29, 2007.</p> <p>His term of office will expire at the Annual Shareholders' Meeting to be held in 2013.</p> <p>Jean-Pierre Clamadieu has been Chief Executive Officer of Rhodia since October 2003 and Chairman since March 2008, having previously held various divisional executive positions. He is also a Director of Rhodia.</p> <p>As of October 31, 2009 Jean-Pierre Clamadieu held 364 Faurecia shares.</p> <p>Business address: RHODIA - Immeuble Cœur Défense tour A, 110 Esplanade Charles de Gaulle - La Défense 4 - 92931 LA DÉFENSE CEDEX - FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Jean-Pierre Clamadieu also held the following directorships and positions:</p> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Chairman and Chief Executive Officer of Rhodia</li> <li>Unlisted companies</li> <li>Director of the SNCF</li> <li>Director of the Agence de l'Environnement et de la Maîtrise de l'Énergie</li> </ul>

Director	Directorship/Position
<p>Frank Esser</p> <p>Frank Esser, 51, has been a Director of Faurecia since May 23, 2005.</p> <p>His term of office will expire at the Annual Shareholders' Meeting to be held in 2011.</p> <p>Frank Esser joined SFR as Chief Executive Officer in September 2000 and was appointed Chairman and Chief Executive Officer of SFR in 2002.</p> <p>As of October 31, 2009, Frank Esser held 20 Faurecia shares.</p> <p>Business address: SFR - Tour Séquoia - 1, place Carpeaux - 92915 PARIS LA DÉFENSE - FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Frank Esser also held the following directorships and positions:</p> <p>OUTSIDE THE GROUP</p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Director of Neuf Cegetel</li> <li>Director of Jet Multimedia</li> <li>Member of the Management Board of Vivendi</li> <li>Unlisted companies</li> <li>Chairman of the Board of Directors of Vizzavi France</li> <li>Chairman of the Fédération Française des Télécoms et des communications électroniques</li> <li>Member of the Supervisory Board of Maroc Telecom</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Member of the Supervisory Boards of Vodafone D2 GmbH (Germany) and Arcor</li> <li>Permanent representative of SFR on the Board of Directors of Ltb-R</li> <li>Director of Vivendi Telecom International</li> </ul> <p>During the last five years, Frank Esser has also held the following directorships and positions, which he no longer holds:</p> <p>OUTSIDE THE GROUP</p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Chairman of the Supervisory Board of Cegetel</li> <li>Chief Executive Officer of SFR Cegetel</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Director of GSM Association (UK)</li> </ul>
<p>Jean-Louis Gérondeau</p> <p>Jean-Louis Gérondeau, 66, has been a Director of Faurecia since May 27, 2003.</p> <p>His term of office will expire at the Annual Shareholders' Meeting to be held in 2015.</p> <p>Jean-Louis Gérondeau is Chairman of the Management Board of the Zodiac group and has long-standing experience in managing international groups specialized in the aeronautical industry.</p> <p>As of October 31, 2009 Jean-Louis Gérondeau held 100 Faurecia shares.</p> <p>Business address: Zodiac - 2, rue Maurice-Mallet - 92130 ISSY-LES-MOULINEAUX - FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Jean-Louis Gérondeau also held the following directorships and positions:</p> <p>OUTSIDE THE GROUP</p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Member of the Management Board of Zodiac</li> <li>Director of Nexans</li> <li>Unlisted companies</li> <li>Chairman and Vice-Chairman of the Supervisory Board of Institut de Développement Industriel</li> </ul> <p>During the last five years, Jean-Louis Gérondeau has also held the following directorships and positions, which he no longer holds:</p> <p>OUTSIDE THE GROUP</p> <p>France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Director of Ferma</li> <li>Director of Optim Actif</li> </ul>

Director	Directorship/Position
<p>Jean-Claude Hanus</p> <p>Jean-Claude Hanus, 62, has been a Director of Faurecia since February 21, 2000. His term of office will expire at the Annual Shareholders' Meeting to be held in 2011.</p> <p>Jean-Claude Hanus has spent his entire career with the PSA Peugeot Citroën Group and is currently Director of Legal Affairs, Institutional Relations and Internal Audit of Peugeot S.A.</p> <p>As of October 31, 2009 Jean-Claude Hanus held 100 Faurecia shares.</p> <p>Business address: Peugeot S.A., 75, avenue de la Grande-Armée – 75116 PARIS – FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Jean-Claude Hanus also held the following directorships and positions:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Chairman of DJ6</li> <li>Chairman of Grande Armée Participations</li> <li>Director of Automobiles Peugeot</li> <li>Director of Compagnie Générale de Crédit aux Particuliers – Credipar</li> <li>Permanent representative of Peugeot S.A. on the Board of Directors of Banque PSA Finance</li> <li>Permanent representative of Peugeot S.A. on the Board of Directors of Gefco S.A.</li> <li>Director of Automobiles Citroën</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Director of Peugeot Citroën Automobiles España S.A.</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Director of Association Auxiliaire de l'Automobile</li> <li>Director of Comité des Constructeurs Français Automobiles</li> </ul> <p>During the last five years, Jean-Claude Hanus has also held the following directorships and positions, which he no longer holds.</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Permanent representative of Peugeot S.A. on the Board of Directors of Automobiles Citroën</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <p>Outside France</p> <ul style="list-style-type: none"> <li>Listed companies</li> <li>Director of PCMA Holding BV</li> </ul> <p>France</p> <ul style="list-style-type: none"> <li>Unlisted companies</li> <li>Director of Pergolèse Investissement</li> <li>Director of Financière Pergolèse</li> <li>Chairman of the Board of Directors of Beaujon Immobilier</li> <li>Chief Executive Officer of Beaujon Immobilier</li> </ul>
<p>Gérard Olivier</p> <p>Gérard Olivier, 49, has been a Director of Faurecia since April 23, 2009. His term of office will expire at the Annual Shareholders' Meeting to be held in 2015.</p> <p>Grégoire Olivier is a member of the Executive Board of PSA Peugeot Citroën, Director of Programs and Automobile Strategy.</p> <p>As of October 31, 2009, Grégoire Olivier held 100 Faurecia shares.</p> <p>Business address: PEUGEOT S.A., 75, avenue de la Grande-Armée – 75116 PARIS, France</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Grégoire Olivier also held the following directorships and positions:</p> <p>Member of the Executive Board of PSA Peugeot Citroën</p> <p>Member of the Supervisory Board of Wendel Investissement</p> <p>During the last five years, Grégoire Olivier has also held the following directorships and positions, which he no longer holds:</p> <ul style="list-style-type: none"> <li>Chairman of the Executive Board of SAGEM</li> <li>Member of the Executive Board of SAFRAN</li> <li>Chairman and Chief Executive Officer of SAGEM COMMUNICATIONS</li> <li>Chairman and Chief Executive Officer of Faurecia</li> <li>Director of IMERYS</li> </ul>

Director	Directorship/Position
<p>Frédéric Saint-Geours</p> <p>Frédéric Saint-Geours, 59, has been a Director of Faurecia since July 20, 2009. His term of office will expire at the Annual Shareholders' Meeting to be held in 2013.</p> <p>Frédéric Saint-Geours is a member of the Executive Board of PSA Peugeot Citroen, Finance and Strategic Development Director.</p> <p>Vice-Chairman of Macquarie Capital Europe Ltd and has long-standing executive experience in major international groups.</p> <p>As of October 31, 2009 Frédéric Saint-Geours held no Faurecia shares.</p> <p>Business address: PEUGEOT S.A. , 75, avenue de la Grande-Armée – 75116 PARIS, France</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Frédéric Saint-Geours also held the following directorships and positions:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Member of the Executive Board of Peugeot S.A.</li> <li>Finance and Strategic Development Director of the PSA Peugeot Citroen Group</li> <li>Chairman and Chief Executive Officer of BANQUE PSA FINANCE</li> <li>Director of PEUGEOT CITROEN AUTOMOBILES S.A.</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Vice-president of DONGEENG PEUGEOT CITROEN AUTOMOBILES COMPANY LTD</li> <li>Director of PCMA Holding B.V.</li> <li>Chairman of the Supervisory Board of PEUGEOT FINANCE INTERNATIONAL NV</li> <li>Vice-president and delegated director of PSA INTERNATIONAL S.A.</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <ul style="list-style-type: none"> <li>Director of Casino Guichard-Perrachon</li> <li>President of the Union des Industries et Métiers de la Métallurgie</li> </ul> <p>During the last five years, Frédéric Saint-Geours has also held the following directorships and positions, which he no longer holds:</p> <p>Outside France</p> <ul style="list-style-type: none"> <li>Member of the Supervisory Board of Peugeot Deutschland GmbH</li> <li>Director of Peugeot Espana S.A.</li> <li>Director of Automobiles Peugeot</li> <li>Chief Executive Officer of Automobiles Peugeot</li> <li>Permanent Representative of Automobiles Peugeot on the Board of Directors of GEFCO</li> <li>Permanent Representative of Automobiles Peugeot on the Board of Directors of Banque PSA Finance</li> </ul>

Director	Directorship/Position
Ross Mc Innes	Director of Faurecia
Ross Mc Innes, 55, has been a Director of Faurecia since May 29, 2007. His term of office will expire at the Annual Shareholders' Meeting to be held in 2013.	As of October 31, 2009 Ross Mc Innes also held the following directorships and positions:
Ross Mc Innes is Vice-Chairman of Macquarie Capital Europe Ltd and has long-standing executive experience in major international groups.	OUTSIDE THE GROUP
As of October 31, 2009 Ross Mc Innes held 100 Faurecia shares.	France
Business address: Macquarie Europe, 41 Avenue George V - 75008 Paris – France	Listed companies
	Deputy Chief Executive Officer of Economic and Financial Affairs of SAFRAN
	Member of the Executive Board of SAFRAN
	Member of the Supervisory Board of Générale de Santé S.A.
	Unlisted companies
	Director of Vallaroché Conseil
	Permanent representative on the Board of Directors of Etablissements Vallaroché (represented company: Safran)
	Permanent representative on the Board of Directors of La Financière de Brienne (represented company: Etablissements Vallaroché)
	General Manager of RM Participation & Conseil
	Director of Financière du Planier
	Outside France
	Director of Limoni SpA (Italy)
	Member of the Supervisory Board of f Santé S.A. (Luxembourg)
	During the last five years, Ross Mc Innes has also held the following directorships and positions, which he no longer holds:
	OUTSIDE THE GROUP
	France
	Listed companies
	Director of Autoroutes Paris-Rhin-Rhône
	Chairman of the Management Board of Générale de Santé S.A.
	Permanent representative of Santé Sarl on the Supervisory Board of Générale de Santé S.A.
	Chief Financial Officer of P.P.R.
	Non-voting Director of P.P.R.
	Director of Rexel
	Chief Operating Officer of Thales
	Unlisted companies
	Director of Bienfaisance Holding
	Director of Macquarie Autoroutes de France SAS
	Director of Eiffarie SAS
	Director of AREA et ADELAC SAS
	Chairman of Chartreuse & Mont-Blanc SAS
	Member of the Supervisory Board of Pisto SAS
	Representative of the chairman of Santé Développement Europe
	Director of CFAO
	Director of Electro Banque
	Director of Thales Air Defence S.A., Thales Systèmes
	Aéroportés S.A. and Thales International
	Outside France
	Unlisted companies
	Vice-chairman of Macquarie Capital Europe Ltd (Great Britain)
	Director of Chartreuse & Mont-Blanc Global Holdings SCA (Luxembourg) , Chartreuse & Mont-Blanc GP Sarl (Luxembourg) Chartreuse & Mont-Blanc Holdings Sarl (Luxembourg)
	Member of the Supervisory Board of Gucci Group NV
	Director of Adi Group Holding Pty Limited, Adi Group Pty Limited, Adi Munitions Pty Limited and Australian Defence Industries
	Director of Camelot Plc

Director	Directorship/Position
<p>Robert Peugeot</p> <p>Robert Peugeot, 59, has been a Director of Faurecia since May 29, 2007. His term of office will expire at the Annual Shareholders' Meeting to be held in 2013.</p> <p>Robert Peugeot is a member of the Supervisory Board of Peugeot S.A. He has held a number of executive positions, primarily in the PSA Peugeot Citroën Group, and has extensive knowledge of the automotive sector. He was previously a member of the Executive Committee of Peugeot S.A. and held the position of Vice-President, Innovation and Quality between 1998 and 2007. He has also been Chairman and Chief Executive Officer of Société Foncière, Financière et de Participations (FFP) since 2002.</p> <p>As of October 31, 2009, Robert Peugeot held 100 Faurecia shares.</p> <p>Business address: Peugeot S.A. – 75, avenue de la Grande-Armée – 75116 PARIS – FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Robert Peugeot also held the following directorships and positions:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Member of the Supervisory Board of Peugeot S.A.</li> </ul> <p>Outside France</p> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Director, Citroën Danmark A/S</li> <li>Director, Citroën Deutschland Aktiengesellschaft</li> <li>Director, Citroën UK Limited</li> <li>Director, Peugeot Automobiles United Kingdom Ltd.</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Director of Imerys</li> <li>Director of Sanef</li> </ul> <p>Member of the Supervisory Board of Hermès International</p> <p>Permanent representative of FFP on the Supervisory Board of Zodiac</p> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Director of Holding Reignier S.A.</li> <li>Director of Alpine Holding</li> <li>Chairman and Chief Executive Officer of Société Foncière, Financière et de Participations (FFP)</li> <li>Director of LFPP (La Française de Participations Financières)</li> <li>Statutory representative of FFP</li> <li>Chairman of Financière Guiraud (SAS)</li> <li>Director of Établissements Peugeot Frères</li> <li>Director of Immeubles et Participation de l'Est</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <p>Outside France</p> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Director of WRG-Waste Recycling Group Ltd</li> <li>Chairman of the Board of Directors of Simante S.L.</li> <li>Director of B-1998, SL</li> <li>Director of FCC Construcción, S.A.</li> </ul> <p>During the last five years, Robert Peugeot has also held the following directorships and positions, which he no longer holds:</p> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Director of Aviva France</li> </ul> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Member of the Supervisory Board of the Taittinger Group</li> <li>Director of Aviva Participations</li> <li>Director of Institut Français du Pétrole (IFP)</li> <li>Director of Société du Louvre</li> </ul>

Director	Directorship/Position
<p>Thierry Peugeot</p> <p>Thierry Peugeot, 52, has been a Director of Faurecia since April 17, 2003. His term of office will expire at the Annual Shareholders' Meeting to be held in 2011.</p> <p>Thierry Peugeot is Chairman of the Supervisory Board of Peugeot S.A. He has held various executive positions in the automotive sector and has a broad international experience. He is also Chairman of the Compensation and Appointments Committee and a member of the Strategy Committee for Peugeot S.A..</p> <p>As of October 31, 2009, Thierry Peugeot held 68 Faurecia shares.</p> <p>Business address: Peugeot S.A. – 75, avenue de la Grande-Armée – 75116 PARIS – FRANCE</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Thierry Peugeot held the following directorships and positions:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Chairman of the Supervisory Board of Peugeot S.A.</li> </ul> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Vice-Chairman and Deputy Chief Executive Officer of Établissements Peugeot Frères</li> <li>Director of Foncière, Financière et de Participation</li> <li>Director of La Française de Participations Financières</li> <li>Director of Société Anonyme de Participations</li> </ul> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Permanent representative of CID on the Board of Directors of LISI</li> <li>Director of Air Liquide</li> </ul> <p>Unlisted companies</p> <ul style="list-style-type: none"> <li>Director of Compagnie Industrielle de Delle</li> <li>Director of Immeubles et Participations de l'Est</li> </ul> <p>During the last five years, Thierry Peugeot has also held the following directorships and positions, which he no longer holds:</p> <p><b>OUTSIDE THE GROUP</b></p> <p>France</p> <p>Listed companies</p> <ul style="list-style-type: none"> <li>Director of AMC Promotion</li> <li>Director of SIA Mulhouse</li> <li>Chairman and Director of Immeubles et Participations de l'Est</li> </ul>
<p>Philippe Varin</p> <p>Philippe Varin, 57, has been a Director of Faurecia since April 9, 2009. His term of office will expire at the Annual Shareholders' Meeting to be held in 2011.</p> <p>Philippe Varin is.</p> <p>As of October 31, 2008, Philippe Varin held 20 Faurecia shares.</p> <p>Business address: Peugeot S.A. – 75, avenue de la Grande-Armée – 75116 Paris – France</p>	<p>Director of Faurecia</p> <p>As of October 31, 2009 Philippe Varin also held the following directorships and positions:</p> <p><b>WITHIN THE GROUP</b></p> <p>France</p> <ul style="list-style-type: none"> <li>Chairman of the Executive Board of PEUGEOT S.A.</li> <li>Director of BANQUE PSA FINANCE</li> <li>Director of GEFCO</li> <li>Director of PEUGEOT CITROËN AUTOMOBILES S.A.</li> </ul> <p>Outside France</p> <ul style="list-style-type: none"> <li>Director of PCMA Holding B.V.</li> <li>Non-executive Director of the BG Group PLC</li> </ul>

### 6.3 SHARE CAPITAL INFORMATION

All shares represent the Company's share capital. As of the date of this Update, the Company's share capital amounted to €626,139,528 euros, divided into 89,448,504 fully paid-up shares with a par value of €7 euros each, all of the same class. They represent 106,579,903 voting rights.

Changes in the share capital as noted by the Board of Directors since January 1, 2009:

Date	Operation	Number of Shares issued/Cancelled	Nominal Amount of Increase / reduction in Capital	Cumulative Amount of Capital	Cumulative Number of Shares
May 26, 2009	Capital Increase	65,053,456	€7	626,139,528	89,448,504

According to information drawn from the shareholder register, the breakdown of the holdings in Faurecia's share capital and voting rights as of the date of this Update is as follows:

Shareholders	Shares	(%)	Double Votes	Single Votes	Total	(%)
Peugeot S.A.	63,380,509	70.86	17,285,197	46,095,312	80,665,706	75.69
FCPE Faurecia Actionnariat	126,164	0.14	66,742	59,422	192,906	0.18
Treasury Shares	270,814	0.30	0	0	0	0
Other Shareholders	25,671,017	28.70	50,263	25,620,754	25,721,280	24.13
<b>TOTAL</b>	<b>89,448,504</b>	<b>100</b>	<b>17,402,202</b>	<b>71,775,488</b>	<b>106,579,892</b>	<b>100</b>

As of the date of this Update, the potential dilution of Faurecia's share capital is as follows:

Nature of potentially diluted instruments	Number of shares to which these instruments give access	Potential dilution resulting from exercise of the instruments
Stock-options	1,371,583	1.53%
<b>Total Potential Dilution</b>	<b>1,371,583</b>	<b>1.53%</b>

## 6.4 OTHER INFORMATION

Faurecia's principal credit agreements include a change of control clause, with control being defined in accordance with article L.233-3 of the French Commercial Code. The acquisition of EMCON Technologies is not likely to lower PSA stock ownership in Faurecia to a level that would trigger the change of control clause.

Net financial debt as at September 30, 2009 was €1 632.4 million euros, a lower figure than initially forecast, which allows a confirmation of the global cash flow forecasts for the second half given in section 3 ("Third Quarter 2009 Sales") of this Update. The increase in net financial debt between June 30 and September 30, 2009 is related only to a seasonality effect.

The credit facility amounting to €213.5 million granted to the Company by a syndicate of French banks (as mentioned in note 16-1 to the June 30, 2009 financial statements) is due January 31, 2011.

## 6.5 AUDITING OF THE FINANCIAL STATEMENTS

### 6.5.1 NAMED STATUTORY AUDITORS

Members of the *Compagnie Régionale des Commissaires aux Comptes* of Versailles :

Ernst & Young Audit  
 Represented by Laurent Miannay  
 Tour Ernst & Young  
 11, allée de l'Arche  
 92037 Paris La Défense Cedex

PricewaterhouseCoopers Audit  
 Represented by Dominique Ménard  
 63, rue de Villiers  
 92220 Neuilly-sur-Seine

## **6.5.2 ALTERNATE STATUTORY AUDITORS**

Mr. Etienne Boris  
63, rue de Villiers  
92220 Neuilly-sur-Seine

Auditex  
Faubourg de l'Arche  
11 allée de l'Arche  
92400 Courbevoie

## **6.6 DELEGATIONS GIVEN TO THE BOARD OF DIRECTORS**

On April 23, 2009, the extraordinary general meeting of shareholders voted in favor of all financial resolutions proposed by the Board of Directors and presented on pages 210 to 217 of the English translation of the Reference Document, with the exception of the tenth resolution concerning the power to carry out a capital increase reserved to employees in accordance with the conditions set out in article L.3332-18 of the French Labor Code.

## 7. DOCUMENTS AVAILABLE TO THE PUBLIC

The following documents are available to the public on Faurecia's website ([www.faurecia.fr](http://www.faurecia.fr)):

- The Reference Document filed with the AMF on April 6, 2009 under the number D.09-0200 ;
- This Update filed with the AMF on November 18, 2009 under the number D.09-0200-A01;
- Press releases and financial reports.

Documents and information regarding the company can also be consulted at the Company's registered office, Faurecia, 2, rue Hennape, 92735 Nanterre Cedex.

Since the filing of Faurecia's Reference Document, the following press releases have been published:

- November 2, 2009: Acquisition of EMCON Technologies
- October 20, 2009: Third Quarter 2009 Sales – Gradual Recovery of Activity
- September 3, 2009: Presidential visit to Faurecia's new site at Caligny (Orne)<sup>1</sup>
- July 21, 2009: First Half 2009 Sales - Challenge 2009 on target: Faurecia reduces costs by 400 million euros in first half
- July 8, 2009: Faurecia joins Ford's ABF network of key suppliers
- June 16, 2009: Faurecia signs a state revitalization contract regarding the Orne department<sup>1</sup>
- June 1, 2009: Faurecia opens a new automobile seat cover production site in Kenitra (Marocco)<sup>1</sup>
- May 27, 2009: Faurecia opens its worldwide seating mechanism center in Caligny (Orne)<sup>1</sup>
- May 22, 2009: Successful completion of Faurecia's capital increase<sup>1</sup>
- April 28, 2009: Faurecia launches a capital increase with preferential subscription rights for an amount of approximately 455 million euros<sup>1</sup>
- April 27, 2009: Implementation of a new liquidity contract<sup>1</sup>
- April 21, 2009: First Quarter Sales 2009
- April 10, 2009: Mr. Philippe Varin, new director at Faurecia
- April 10, 2009: Faurecia has completed the first phase in securing its financing

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<sup>1</sup> Currently available on Faurecia's website in French only.

## 8. CROSS-REFERENCE TABLE

This cross-reference table, prepared based on Annex I of the European Commission Regulation No. 809/2004 of the European Commission of April 29, 2004, indicates the pages of the update and of the 2008 Reference Document on which the information set forth in each of the headings of Annex 1 can be found.

Nº	Headings as listed by Annex 1 of the Regulation	Page of the 2008 Reference Document	Section of this update
1.	<u>Responsible persons</u>		
1.1.	Persons responsible for the Reference Document	4	1.2
1.2.	Declaration of those responsible for the Reference Document	4	1.1
2.	<u>Statutory Auditors</u>		
2.1.	Name and address of the Statutory Auditors	3, 202	6.5
2.2.	Resignation of the Statutory Auditors	-	
3.	<u>Selected financial information</u>		
3.1.	Historical financial information	2	
3.2.	Financial information for interim periods		2.; 3.
4.	<u>Risk factors</u>	20-25; 175-180	2.1.5; 6.1
5.	<u>Information about the issuer</u>		
5.1.	History and development of the issuer	92; 182-183	
	5.1.1. Legal and commercial name	183-184	
	5.1.2. Place of registration and registration number	183-184	
	5.1.3. Date of incorporation and length of life	183-184	
	5.1.4. Registered office and legal form	183-184	
	5.1.5. Important events	-	
5.2.	Investments	2; 18; 19; 23; 52; 93-96; 98; 104-107; 154-156	
	5.2.1. Description of principal investments during the year		
	5.2.2. Description of investments in progress		
	5.2.3. Description of future investments		
6.	<u>Business overview</u>		
6.1.	Principal activities	6-13; 52-56	
	6.1.1. Nature of the activities		
	6.1.2. New products or new developments		
6.2.	Principal markets	6-7; 92; 96	
6.3.	Exceptional events	17; 19; 98; 114	
6.4.	Possible dependency	24	
6.5.	Basis for any statements made by the issuer regarding its competitive position	8-13	

Nº	Headings as listed by Annex 1 of the Regulation	Page of the 2008 Reference Document	Section of this update
7.	Organizational structure	200-201	
7.1.	Brief description of the group	6-13; 73; 182-183; 197	
7.2.	List of significant subsidiaries	136-139; 166-167; 200-201	
8.	Property, plants and equipment		
8.1.	Material tangible fixed assets	186	
8.2.	Environmental issues that may affect the issuer's utilization of the tangible fixed assets	58-64	
9.	Operating and financial review	16-18	
9.1.	Financial condition	18	
9.2.	Operating results	16	
	9.2.1. Significant factors		
	9.2.2. Material changes		
	9.2.3. Influential factors		
10.	Capital resources		
10.1.	Issuer's capital resources	75-77; 110-113; 195-199	
10.2.	Source and amounts of cash flows	18; 84	
10.3.	Borrowing requirements and funding structure	21-24; 109; 120-122	
10.4.	Restrictions regarding the use of capital resources	19; 23-24; 120-122	
10.5.	Anticipated sources of funds	19; 23-24; 121	
11.	Research and development, patents and licenses	52-56	
12.	Trend information	19; 50; 52	
12.1.	Significant trends in production, sales		
12.2.	Trends likely to influence the issuer's prospects		
13.	Profit forecasts or estimates	N/A	
13.1.	Principal assumptions upon which a forecast or estimate is based		4.1
13.2.	Statutory Auditors' report		4.2
13.3.	Profit forecast or estimate		
13.4.	Profit forecast included in an existing prospectus		
14.	Administrative, management and supervisory bodies, and senior management		
14.1.	Composition	66-74; 183-194	6.2
14.2.	Conflicts of interest	186	
15.	Remuneration and benefits		
15.1.	Remuneration and benefits in kind	69-72; 74; 133; 163	
15.2.	Retirement and other benefits	115-119	
16.	Board practices		
16.1.	Terms of office of the members of the Board of Directors	187-194	6.2
16.2.	Members of the administrative bodies' service contracts with the issuer	186	

N°	Headings as listed by Annex 1 of the Regulation	Page of the 2008 Reference Document	Section of this update
16.3.	Information about the audit committee and the remuneration committee	68; 173-174	
16.4.	Statement regarding corporation governance		
17.	Employees		
17.1.	Number of employees	2; 38-46; 134	
17.2.	Shareholdings and stock options	37-38; 69-72; 110-112; 198-199	
17.3.	Arrangement for involving the employees in the capital of the issuer	37-38	
18.	Major shareholders		
18.1.	Identification of major shareholders	75-76	6.3
18.2.	Existence of different voting rights	75; 185; 197	
18.3.	Control of the issuer	66; 75-76; 185-186; 197	
18.4.	Arrangement which may result in a change of control of the issuer	185	6.4
19.	Related party transactions	133; 163; 170-171	
20.	Financial information concerning the issuer's assets and liabilities, financial position, and profits and losses		
20.1.	Historical financial information	5; 81-85; 147-149; 164	
20.2.	Pro forma financial information	-	
20.3.	Financial statements	81-139; 147-168	
20.4.	Auditing of historical annual financial information	140-141; 169-170	
	20.4.1. Statement that the historical annual financial information has been audited		
	20.4.2. Indication of other information audited by the Statutory Auditors		
	20.4.3. Sources of information not audited by the Statutory Auditors		
20.5.	Age of latest financial information	75	
	20.5.1. Last year of audited financial information		
20.6.	Interim and other financial information	203-204	
	20.6.1. Audited quarterly or half-yearly financial information		2.2
	20.6.2. Unaudited quarterly or half-yearly financial information		3.
20.7.	Dividend policy	77; 135; 164; 184; 210	
	20.7.1. Amount of dividends per share		
20.8.	Legal and arbitration proceedings	24; 114	
20.9.	Significant change in the issuer's financial or trading position	19; 21-24; 121	
21.	Additional information		
21.1.	Share capital	75-76; 110-113; 195-197	6.3
	21.1.1. Amount of issued capital		
	21.1.2. Shares not representative of the capital	195	

N°	Headings as listed by Annex 1 of the Regulation	Page of the 2008 Reference Document		Section of this update
	21.1.3. Number, book value and face value of the shares held by the issuer			
	21.1.4. Amount of securities giving access to the capital			
	21.1.5. Information on the conditions regulating the acquisition rights on shares issued but not paid up			
	21.1.6. Information about any capital of members of a group which is under option			
	21.1.7. History of the capital			
21.2.	Memorandum and articles of association	183-184		
	21.2.1. Corporate objects and purpose	184		
	21.2.2. Summary of the by-laws			
	21.2.3. Description of rights and preferences	185		
	21.2.4. Description of actions necessary to change the rights of shareholders	185		
	21.2.5. Description of the conditions of calling meetings of shareholders	185		
	21.2.6. Provisions of the by-laws related to control of the company	185		
	21.2.7. Provision determining the thresholds above which share ownership must be disclosed			
	21.2.8. Description of the conditions governing changes in the capital			
22.	Material contracts	186		
23.	Third party information, statement by experts and declarations of interest	-		
23.1.	Statements by experts			
23.2.	Third party information			
24.	Documents on display	184		
25.	Information on holdings	166-168		