

DRAFT RESOLUTIONS - EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF MAY 26, 2011

I - Resolutions presented to the extraordinary shareholders' meeting

First resolution

Changes to the length of Directors' terms of office – changes to bylaws

The shareholders authorize the Board of Directors to change the length of Directors' terms of office to five years. Article 11 of the Company's bylaws is hereby amended:

"The company is run by a Board of Directors composed of at least three members and a maximum of 15 members.

Each of the directors must hold at least 20 (twenty) shares for the whole of his or her term of office.

The Directors' term of office is five years. They are eligible for re-election.

The number of Directors or permanent representatives of corporations aged over 70 may not exceed one-third of the total number of Directors, this limit being noted and taking effect during each Ordinary Shareholders' Meeting.

When this limit has been reached, the oldest Director is considered to have resigned his or her office at the end of the Ordinary Shareholder's Meeting at which the limit occurred."

Second resolution

Authorization to be given to the Board of Directors to grant free shares

The Shareholders' Meeting, having reached the quorum and majority required for an Extraordinary Shareholders' Meeting, having considered the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with Articles L.225-197-1 et seq. of the French Commercial Code:

1° Authorizes the Board of Directors to grant, on one or more occasions, free existing Company shares or to issue shares, for the beneficiaries it so chooses, in compliance with current legal and regulatory rules, among (i) the employees, or certain categories of employees, of the Company and/or the companies or entities which are linked directly or indirectly to the Company in accordance with the conditions set out in Article L.225-197-2 of the French Commercial Code; or among (ii) the Chairman-Chief Executive Officer of the Company and/or eligible corporate officers of companies or entities which are linked directly or indirectly to the Company in accordance with the conditions set out in Article L.225-197-1 of the French Commercial Code and in accordance with the conditions stipulated by Article L.225-197-1 of the French Commercial Code.

2° Resolves that the definitive attribution of shares granted under the terms of this resolution will be subject to the achievement of one or several performance criteria, and resolves that the Board of Directors should determine the identity of the beneficiaries of the grants as well as the conditions and, where necessary, the criteria for the granting of shares;

3° Resolves that the total number of shares to be freely granted under this resolution may not exceed two million (2,000,000) on the date of the Board of Directors' decision;

4° Resolves that the attribution of shares to beneficiaries will take effect: either (i) following an acquisition period which may not be shorter than two years, the minimum period for shareholders to hold shares may not be, in this case, less than two years; or (ii) at the end of an acquisition period which may not be less than four years, in this case the obligation to retain shares may be reduced or removed by the Board, on the understanding that the Board of Directors will be able to choose between these two possibilities and to use them alternatively or concurrently. However, in the event the disability of the beneficiary who fulfils the conditions as set out in Article L.225-197-1 of the French Commercial Code, the definitive granting of the shares shall take place before the acquisition period ends.

5° Takes note that where new shares are granted, this authorization will result, progressively, as said shares are definitively granted, in an increase in capital by incorporation of reserves, profits or premiums for the benefit of beneficiaries of said shares and in a correlated renunciation by shareholders of their preferential rights to

subscription over said shares in favor of the beneficiaries of these shares and to the portion of the reserves that will serve to liberate the shares issued.

This authorization is given for a period of 29 months as from the date of this meeting. It cancels and replaces the authorization given for the same purpose by the Ordinary and Extraordinary Shareholders' Meeting of February 8, 2010 in the seventh resolution.

The shareholders delegate all powers to the Board of Directors, which may be subdelegated under the conditions set out by the law and in the Company's bylaws, in order to implement this authorization. The Board of Directors shall have full powers, notably to determine the identity of beneficiaries, or the category or categories of beneficiaries, the attribution of shares and the number of shares granted to each of them; to set the conditions and, where necessary, the criteria for granting shares and suspending provisionally the granting rights under the applicable laws and regulations; to name the dates of final grants and the dates by which the shares may be freely disposed; to register the shares freely granted in an account with the name of their owner, mentioning, where necessary, the non-availability period and its duration, and to remove the non-availability of shares in each circumstance where allowed by this resolution or by the applicable regulations; to proceed, where it considers necessary, to an adjustment of the number of shares freely granted necessary to preserve the rights of beneficiaries, according to possible operations on the company's capital during the acquisition period, such as set out in paragraph 2 of Article L.225-181 of the French Commercial Code, in the conditions it shall determine; in the case of new share issues, to charge, where necessary, against the reserves, profits or issue premiums, as it chooses, the amounts necessary for the release of such shares, record the capital increases carried out pursuant to this authorization and amend the bylaws to reflect the new capital.

Third resolution

Powers to carry out formalities

Full powers are given to the bearer of a copy or an extract of the minutes of this meeting to:

- carry out all filings, publications and other formalities;
- sign all instruments and documents and take all other necessary measures.

II - Resolutions presented to the ORDINARY shareholders' meeting

Fourth resolution

Approval of the Parent Company and consolidated financial statements and of the Board of Directors' and the Statutory Auditors' reports

Having considered the Board of Directors' management report and the Statutory Auditors' general report, the shareholders approve said reports in their entirety, as well as the parent company and consolidated financial statements for the year ended December 31, 2010, as presented.

Fifth resolution

Appropriation of income

Based on the Board of Directors' recommendation, the Annual Shareholders' Meeting decided to appropriate the Faurecia company's income for the year end December 31, 2010 as follows (in euros):

1 – Source	
Retained earnings carried forward from prior years	221,505,124.65
Net income for the year	556,538,731.62
	778,043,856.27
2 – Appropriation	
Legal reserve	27,826,936.58
Dividend (0.25€ per share)	27,591,682.00
Additional paid-in capital	
Retained earnings	722,625,237.69
	778,043,856.27

Sixth resolution

Dividend payment

In accordance with the preceding resolution, the Annual Shareholders' Meeting decides that the net dividend of €0.25 per nominal share of €7 will be paid from June 3, 2011.

The proportion of dividends corresponding to company shares held by the company, on the payment date, will be allocated to Retained Earnings.

As required by law, it is hereby noted that dividends paid over the last three years were as follows:

Year	Number of shares carrying dividend rights	Net dividend
2007	24,395,048	none-
2008	89,448,504	none-
2009	110,366,728	none-

Seventh resolution

Approval of the Statutory Auditors' special report on regulated agreements

The Annual Shareholders' Meeting, having considered the Statutory Auditors' special report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, takes note of this report and approves the content and conclusions therein.

Eighth resolution

Election of a new Director

The Annual Shareholders' Meeting decides it will elect Ms. Linda NEWTON as a Director, in place of Mr. Frank ESSER whose term of office expires at this meeting, for a five-year term, i.e. until the 2016 Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2015.

Ninth resolution

Renewal of term of office of a Director

The Annual Shareholders' Meeting decides it will renew the term of Mr. Jean-Claude HANUS whose term of office expires at this meeting, for a five-year term, i.e. until the 2016 Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2015.

Tenth resolution

Renewal of a Director's term of office

The Annual Shareholders' Meeting decides it will renew Thierry PEUGEOT (whose term of office expires at this meeting)'s term of office as Director for a five-year term, i.e. until the 2016 Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2015.

Eleventh resolution

Renewal of a Director's term of office

The Annual Shareholders' Meeting decides it will renew Philippe VARIN (whose term of office expires at this meeting)'s term of office as Director for a five-year term, i.e. until the 2016 Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2015.

Twelfth resolution

Authorization for the Board of Directors to trade in the Company's shares

The Annual Shareholders' Meeting, having fulfilled the quorum and the required majority for an Ordinary Shareholders' Meeting, and having considered the report of the Board of Directors:

- I.** Authorizes the Board of Directors to trade in the Company's shares in accordance with Articles L. 225-209 et seq. of the French Commercial Code and European Regulation 2273/2003 of December 22, 2003;
- II.** This authorization is given:
 - a) to maintain a liquid market for the Company's shares through an investment service provider acting under a liquidity agreement that complies with the AMAFI Code of Ethics recognized by the AMF,
 - b) to purchase shares to be held and subsequently used in connection with external growth transactions (as consideration or in exchange for shares in another company), as permitted by the AMF,

- c) to purchase shares for allocation to employees and/or corporate officers (subject to the conditions and according to the methods provided for by law), notably by way of stock option, share grant and employee share ownership plans,
- d) to allocate shares to holders of securities that confer a right to Company shares, by any means, immediately or on maturity, upon exercise of rights attached to such securities (including any hedging transactions relating to obligations of the Company with respect to such securities) and in accordance with applicable regulations ;
- III.**The above-mentioned acquisition, sale and transfer transactions can be conducted at any time, including during a public tender, provided said offer is fully settled in cash, and by any method permitted under the applicable laws and regulations, including through block trades and the use of derivative financial instruments;
- IV.**The transactions can be conducted at any time, subject to any closed periods set down in the applicable laws and regulations;
- V.** The Annual Shareholders' Meeting sets the maximum number of shares that may be bought back under this authorization at 10% of the Company's capital stock, adjusted to include transactions after the present meeting with an impact therein, it being noted that (i) in the framework of the utilization of this authorization, the number of treasury shares held must be born in mind so that the Company remains at all times within the required limit, in other words a maximum equal to 10% of capital stock; and (ii) that number of treasury shares held for subsequent use as consideration or in exchange for shares in another company in connection with a merger, demerger or asset transfer may not represent over 5% of the Company's capital.
- VI.**The Annual Shareholders' Meeting decides that the maximum amount that may be invested in this share buyback program may not exceed 10% of the Company's capital stock, adjusted to take into account the effects of any transactions carried out after the date of this Meeting, and decides that the maximum authorized per-share purchase price shall be €40;
- VII.** In the event of a capital increase by capitalizing additional paid-in capital, reserves, earnings or others, in the form a free share attribution during the period of validity of the present authorization, as well as in the event of a stock-split or reverse stock-split, the above-described maximum authorized purchase price will be adjusted based on the ratio between the number of shares issued and outstanding before and after the transaction;
- VIII.** The Annual Shareholders' Meeting grants the Board of Directors all the necessary powers, which may be delegated in accordance with the law, to:
- a) implement this authorization,
 - b) place any and all stock market orders and enter into any and all agreements, including recording share purchases and sales, in accordance with the applicable regulations,
 - c) make any declarations and carry out any other formalities, and generally do whatever is necessary,
- IX.**The Board of Directors will be required to report to the Annual Shareholders' Meeting on all transactions carried out under this authorization;
- X.** This authorization is valid for a period of 18 months from the date of this Meeting. It cancels and replaces the authorization granted for the same purpose at the Annual General Shareholders' Meeting of May 26, 2010.

Thirteenth resolution

Powers to carry out formalities

Full powers are given to the bearer of a copy of extract of the minutes of this meeting in order to:

- carry out all filings, publications and other formalities;
- sign all instruments and documents and take all other necessary measures.