

# COMBINED GENERAL MEETING 2023

MAY 30, 2023



An aerial photograph of a road curving along a lake. The left side of the image shows the lake's surface and a rocky shoreline with green trees. The right side of the image is overlaid with a semi-transparent blue filter, creating a gradient effect. The text 'INTRODUCTION' is centered in the blue area.

# INTRODUCTION

**Michel de Rosen**  
Chairman



# AGENDA

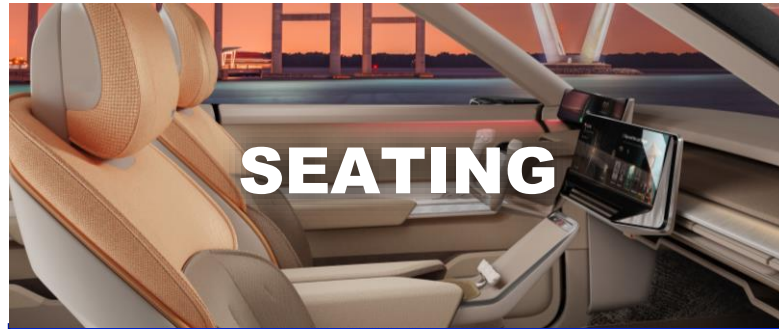
- 01.** A new global leader
- 02.** 2022: FORVIA's first year
- 03.** A solid performance
- 04.** Our assets for sustainable growth
- 05.** Governance & CSR
- 06.** Compensation
- 07.** Auditor's report
- 08.** Questions & Answers
- 09.** Voting of resolutions



# A NEW GLOBAL LEADER

**Patrick Koller**  
Chief Executive Officer

# A LEADER IN EACH BUSINESS ACTIVITY



## SEATING

- **#1 worldwide** in seat structure systems
- **#3 worldwide** in complete seats



## INTERIORS

- **#1 worldwide**
- **Materi'Act: €2bn sales by 2030**



## CLEAN MOBILITY

- ULE: **#1 worldwide**
- Hydrogen: ambition to become **#1 worldwide**
- **Stellantis** now a Symbio shareholder



## ELECTRONICS

- **Among the market leaders** in attractive market segments (e.g. radars, voltage converters, sensors...)
- **3,000** software engineers



## LIGHTING

- **#1 in electronics and software-based** high-end LED solutions



## LIFECYCLE SOLUTIONS

- A leader in the **European aftermarket**
- Special Original Equipment: **in the top 3 in Europe**

# WELL POSITIONED ON FUTURE AUTOMOTIVE GROWTH DRIVERS

## ELECTRIFICATION & ENERGY MANAGEMENT

**BEV**  
MARKET GROWTH (VOLUMES)

21-25  
CAGR  
**>+30%**  
p.a.

## SAFE & AUTOMATED DRIVING

**AUTOMATED DRIVING**  
MARKET GROWTH

21-25  
CAGR  
**>+25%**  
p.a.

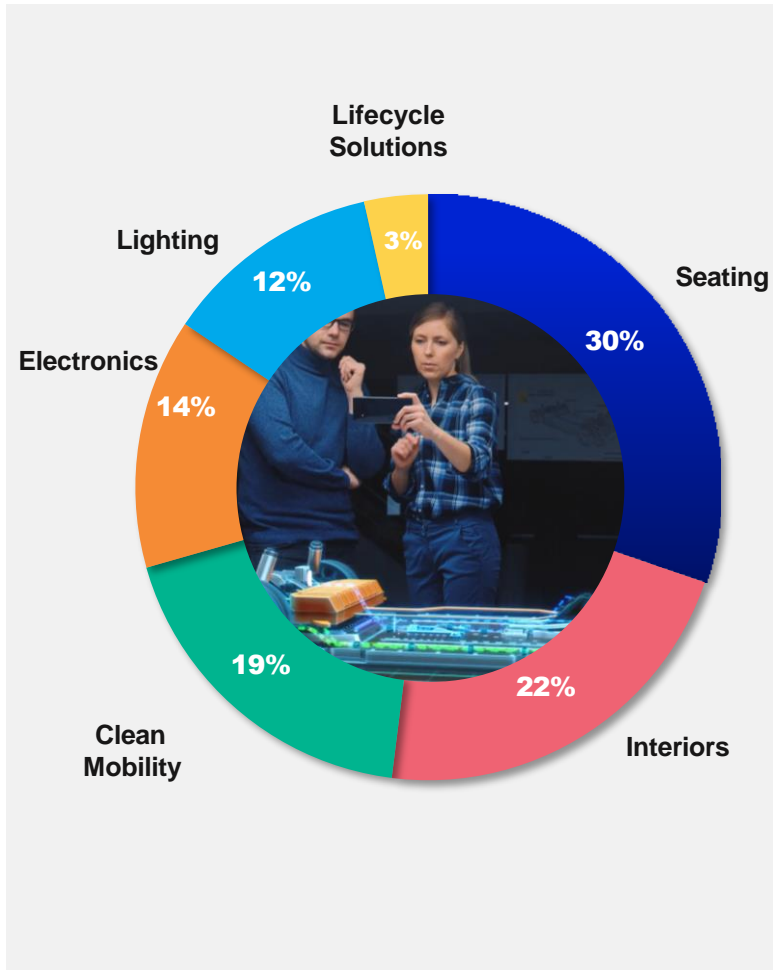
## DIGITAL & SUSTAINABLE COCKPIT EXPERIENCES

**COCKPIT ELECTRONICS**  
MARKET GROWTH

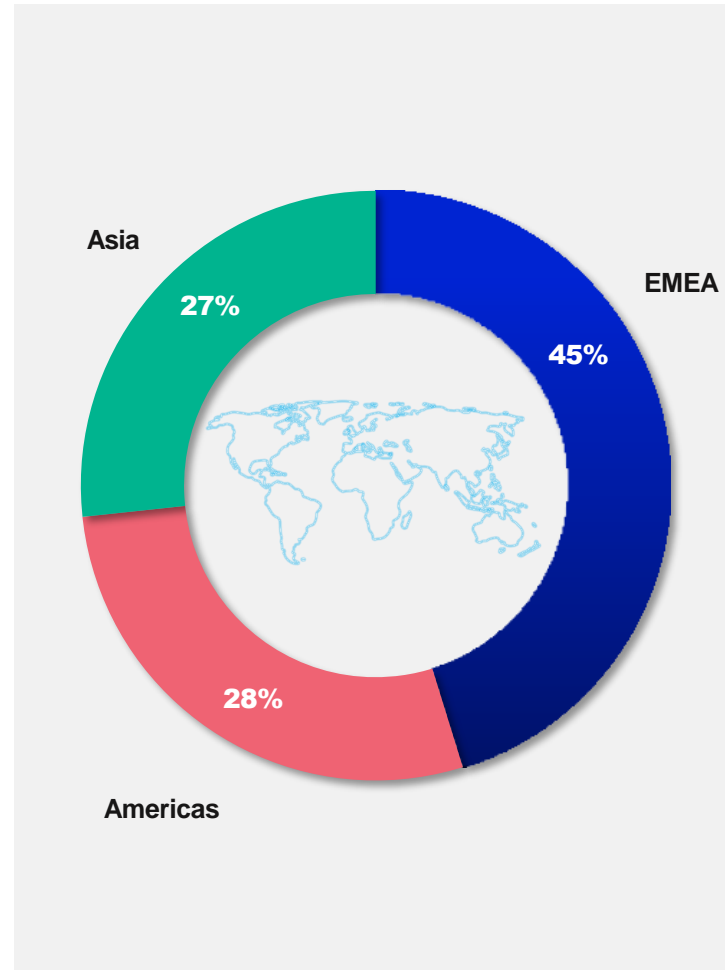
21-25  
CAGR  
**>+10%**  
p.a.

# ... AND IN KEY MARKETS: BALANCED SALES PROFILE 2022

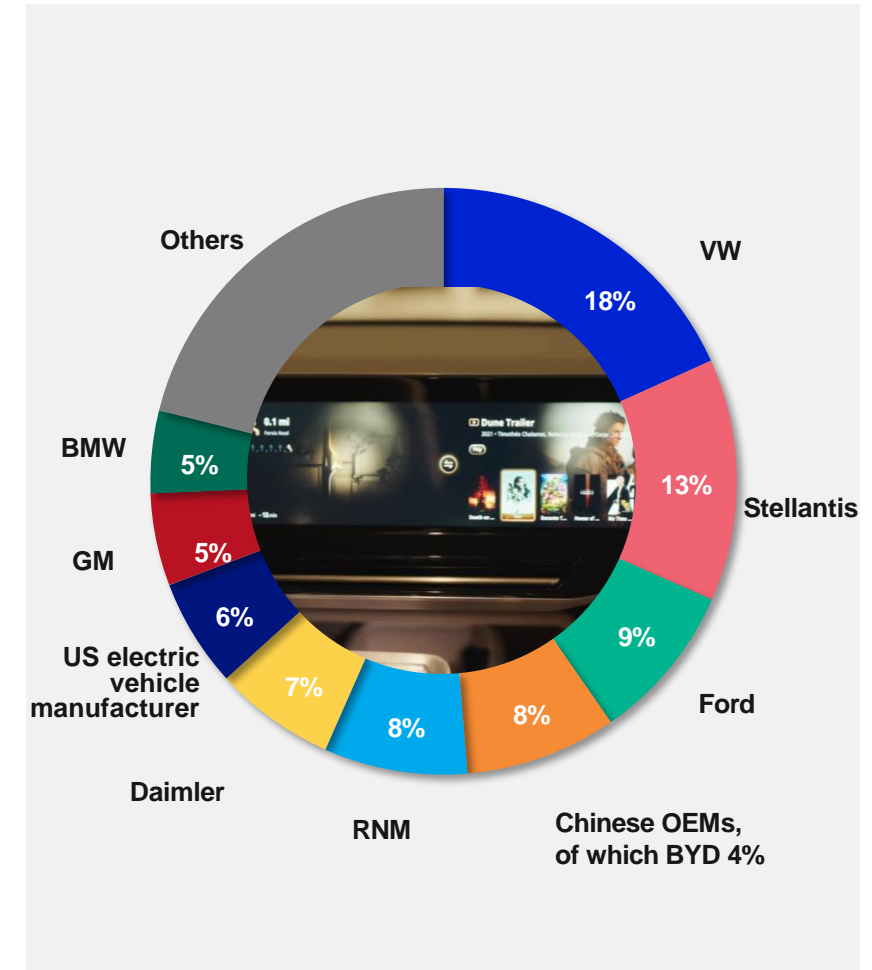
## Sales by Business Group



## Sales by regions



## Sales by customer



# STATE-OF-THE-ART HYDROGEN STORAGE SYSTEMS



A pioneer in hydrogen storage systems, FORVIA develops innovative solutions that help increase the autonomy of fuel cell vehicles.

*Example*

## **Cutting-edge conformable storage solution**

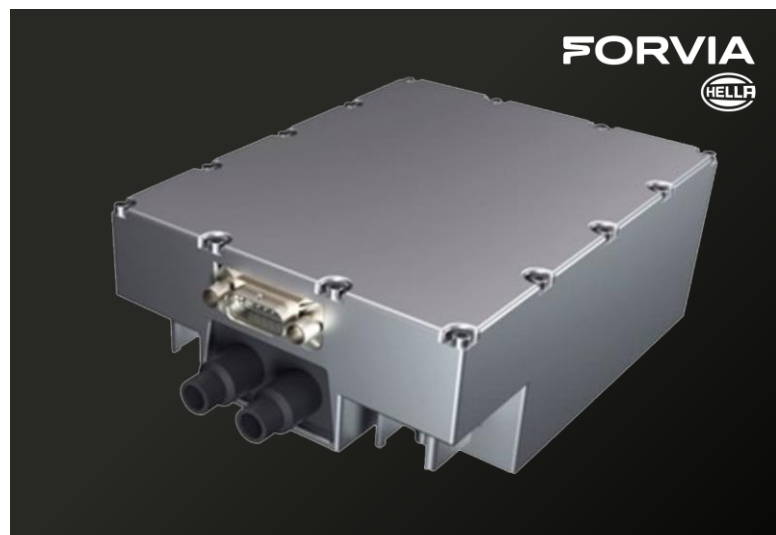
- › An innovative prismatic high-pressure tank **offering up to 50% more storage capacity.**
- › A compact underfloor design that meets electric vehicle packaging requirements.
- › Designed for easier recycling and reduced environmental impact.
- › Connected sensors for monitoring system lifecycle and safety.



# ADVANCED TECHNOLOGIES FOR ENERGY AND THERMAL MANAGEMENT

Optimising the performance and autonomy of electric vehicles

*Examples*



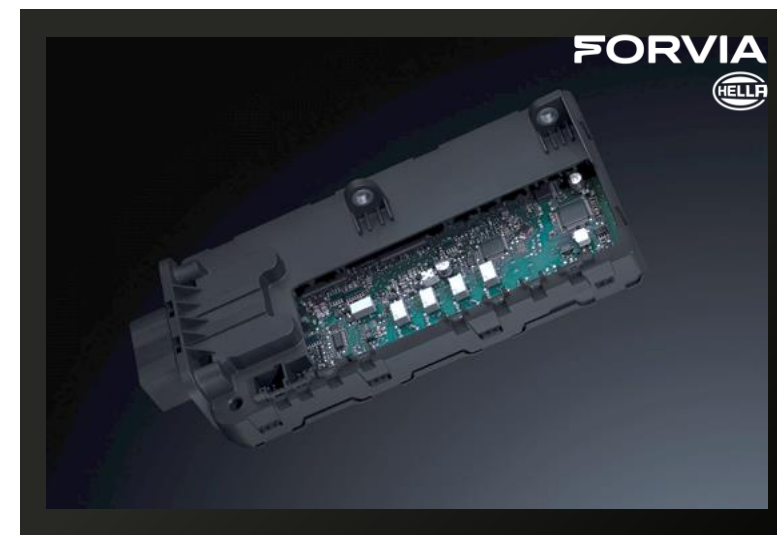
## HV DC/DC Converters

High-voltage power conversion with reduced complexity and design for optimal cost efficiency



## Coolant Control Hub

Innovative thermal management sub-system with significant material (-50% fewer components) and energy savings

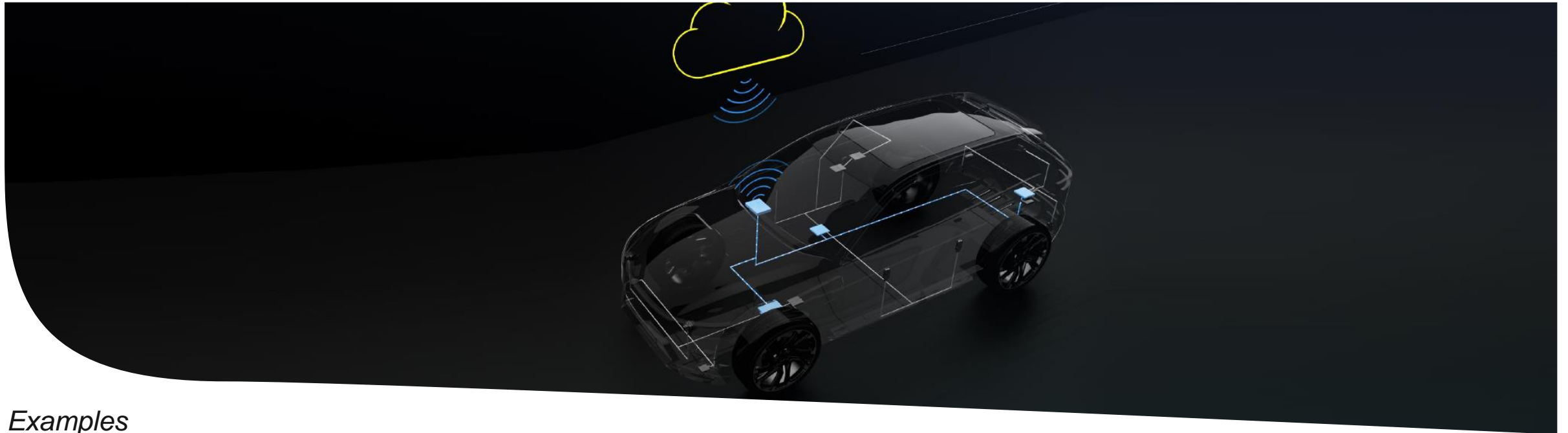


## Battery Management System

High Voltage and low voltage battery Management System, ensuring the safe and reliable function of Lithium-Ion batteries

# A NEW ELECTRIC / ELECTRONIC ARCHITECTURE

Reducing complexity in managing electric vehicle functions



## Examples

- › Development of a **leading-edge zonal module for electric / electronic architectures**, managing information within a geographic zone for more efficient power and data distribution.



- › One of the first Tier 1 suppliers to introduce **secure ethernet connectivity** for real-time updating and upgradability.



- › **First-to-market with integrated electronic fuse (eFuse)** ensuring fail-operational power supply for automated driving functions.



# STRENGTHENING SAFETY THROUGH HIGH-TECH VISION SYSTEMS

## Examples

### Reactive dimming

- **World première at CES 2023**
- Combining gaze monitoring with smart dimming applied on eMirror to reduce cognitive load, driver distraction and fatigue.



### e-Mirror

- Advanced image processing
- Qualified for **current EU regulations** and soon to-be-approved (July 2023) **standards in China**
- **Pioneer** for the launch of eMirrors in the China passenger vehicle market



### Smart Presence Detection

- Algorithms linked to our **first-to-market** smart car access system using ultra-wide-band technology (UWB)
- Detecting child presence as well as vehicle intrusion.



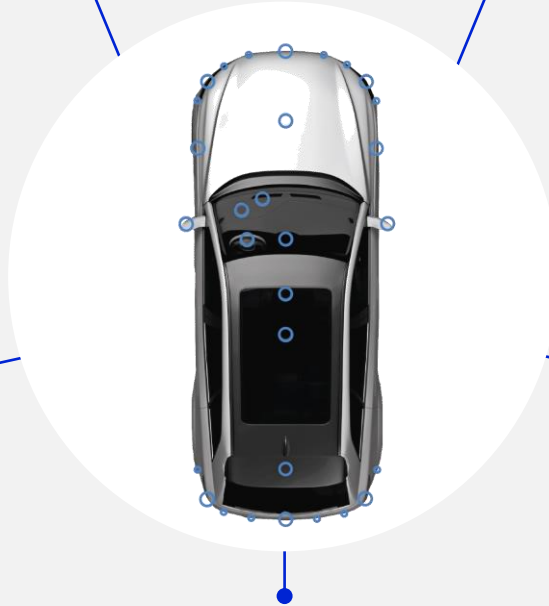
### Radars

- Among the **top 3** for corner radars
- Latest-generation 77GHz corner radar provides increased field of view



### Environment sensors

- **Latest-generation sensors**, to safely evaluate road and weather conditions and adapt driving accordingly:
  - Latest-generation Rain Light Sensor Gen 5
  - SHAKE Road Condition Sensor



# INTELLIGENT AND PERSONALISED LIGHTING

## Examples



### Solid State Light - High Definition (SSL-HD)

- The world's first high-resolution headlamp based on matrix LED technology
- New, safety-relevant functionalities thanks to intelligent control of up to 25,000 LEDs per chip
- **CES Innovation Award 2023**



### Front Phygital Shield

- Integrated front-end module combining brand elements and advanced features for different automated driving configurations
- **€1bn customer orders**



### Digital Flatlight

- Innovative multifunctional system that can communicate via signature lighting.
- **- 80% energy consumption** versus traditional taillights.



### Adaptative cabin lighting

- Dynamic surface lighting and decorative backlighting
- Scalable and customizable solutions to enhance comfort, well-being and alertness.

# BUILDING TRUST IN AUTOMATED DRIVING

Leader in advanced safety systems, FORVIA is developing innovative by-wire technologies for electronically-guided steering and braking



## Steer-by-Wire

- Safety: fail-operational electronics
- Supporting up to **level 4 autonomous driving**
- New cockpit design options thanks to replacement of steering column
- Flexible steering adjustment depending on the situation or customer requirements



## Brake-by-wire

- Safety: fail-operational architecture
- Simulates the feel and behavior of a conventional brake pedal for a customizable driving experience
- **1<sup>st</sup> large-volume customer order** in the market in 2022



# CONNECTED SERVICES: SAFE AND SUSTAINABLE

## Examples



### Faurecia Aptoid: a customized and connected offer

- **~17 M** vehicles from 6 automakers will be equipped by 2025
- More than 250 automotive-ready applications
- Ability to upgrade over the air



### Green High Dynamic Range

- Advanced image processing improves readability and reduces power consumption
- A solution exploiting our **award-winning Perceptual Display Platform**

# MODULAR AND CIRCULAR THINKING BY DESIGN

FORVIA develops solutions to make vehicles more sustainable, versatile, upgradable and recyclable

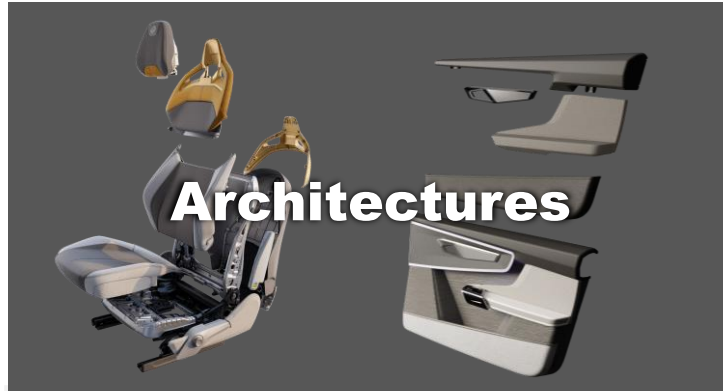
*Examples*



## Materials

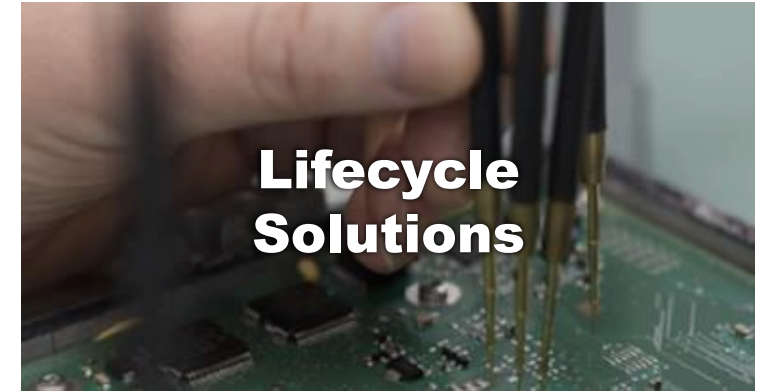
### MATERI'ACT

- Cutting-edge sustainable materials
- Up to **-85 %** CO<sub>2</sub> versus current materials



## Architectures

- **Modular seat** : from around 120 components to 10 modules
- **Modular design** of instrument panels, door panels and center consoles



## Lifecycle Solutions

- Repair and reconditioning of electronic components
- Catalogue of **35,000+** parts

# OPERATIONAL EXCELLENCE AT THE CENTER OF OUR PRIORITIES



## Safety

**2022: 2.08** accidents per million hours\*

**2027 objective: 1.5\***



## Digital transformation

Deployment of a fully digital production system  
in **40** sites in 2022

Objective: **30** additional sites per year



## Energy efficiency

> **30%** reduction in energy consumption  
in 2025 vs 2021 (MWh/M€)



\*FR1t – accidents with & without stoppage per million hours worked



# RECOGNIZED FOR NET ZERO LEADERSHIP

FORVIA, 1<sup>st</sup> automotive company in the world with an SBTi-approved net zero roadmap

**CO<sub>2</sub>  
net zero  
by 2045**

2 intermediary steps:

**2025**

Carbon neutral  
scopes 1 & 2

**2030**

45% reduction in  
scope 3 emissions

## RENEWABLE ENERGIES



### Solar panels

on 150+ sites (22 countries) by 2025  
7% of Group energy consumption







### Wind turbines

in Sweden (operational in 2023)  
2/3 of our European electricity needs

## ENTRY INTO CAC 40 ESG



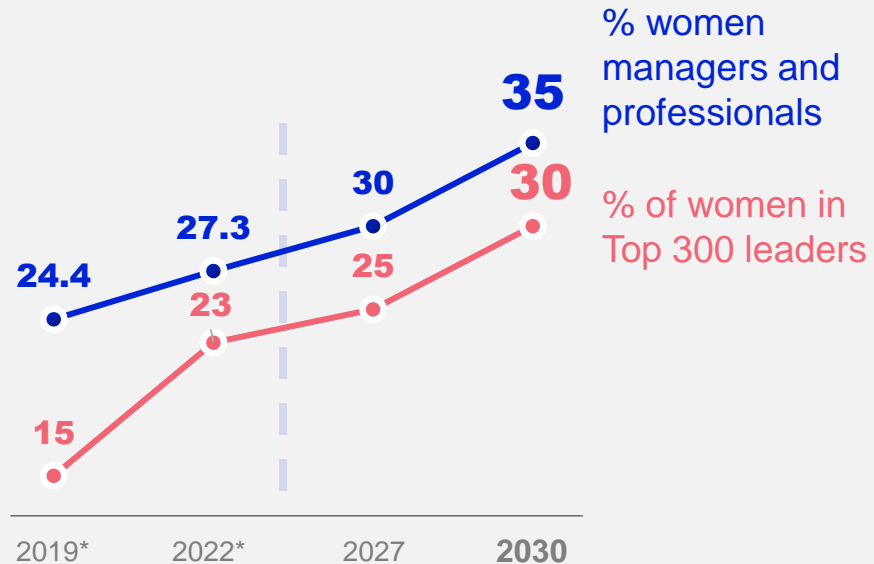
# MATERI'ACT : CUTTING-EDGE MATERIALS FOR CO<sub>2</sub> NEUTRAL PRODUCTS

			
80 employees today <b>120 employees</b> by end 2023	<b>3 product lines</b> compounds, foils & carbon fibers	<b>Tech Center</b> of 6,500 m <sup>2</sup> à Lyon Opening in August 2023	<b>1<sup>st</sup> series production application</b> end 2023
<b>11</b> nationalities Women: <b>38 %</b>	CO <sub>2</sub> footprint of portfolio <b>-65%</b> on average in 2027	Including a <b>Start-Up incubator</b> of 1000 m <sup>2</sup>	<b>25kt/year</b> Compounds production by December 2023
<b>20 % PhDs</b> Average age: 37 years	<b>22</b> patents <b>450</b> material grades tested in 2023 to train AI system	<b>Model plant</b> at Dijon >10kt/an de contenu recyclé et biosourcé	Products for <b>all FORVIA activities</b> starting with Interiors, Seating & Lighting



# A RESPONSIBLE AND INCLUSIVE GROUP

## INTENSIFYING OUR EFFORTS FOR DIVERSITY



## OFFERING EQUAL OPPORTUNITY TO ALL



**FOR DIVERSITY.  
FOR INCLUSION.  
FOR ME.  
FORVIA.**

Take a journey that matters.

## A COMMITTED FOUNDATION

**FORVIA**  
Foundation

Supporting projects with strong social impact in three key areas:

- **#EDUCATION**
- **#MOBILITY**
- **#ENVIRONMENT**

In 2022:

- **21** projects led by employees from **12** countries

Since 2020:

- **200+** active volunteers
- **6,000** beneficiaries
- **~20** new projects per year

\*Faurecia data.

# FORVIA'S MISSION

**WE PIONEER  
TECHNOLOGY**

for

**MOBILITY  
EXPERIENCES**

that

**MATTER TO  
PEOPLE**

**SAFE**

**AFFORDABLE**

**SUSTAINABLE**

**CUSTOMIZED**

# A NEW STEP FOR OUR COMBINED GROUP

Proposal to change corporate name of the company from **Faurecia SE** to **FORVIA SE**

## FROM FAURECIA SE TO FORVIA SE

- Strengthen awareness and attractiveness of the FORVIA brand across our ecosystem
- Reflect the significant progress made by FORVIA over the past year
- A new mnemonic code for the share price

## FORVIA

### A NAME...

- International, compact, dynamic, easy to pronounce
- Symbolizing essential elements from the brands and cultures of both HELLA and Faurecia
- Rapidly adopted internally and by our partners



*Faurecia's other entities are not changing their names. The same applies to HELLA's entities, which keep their name.*



# 2022: FORVIA'S FIRST YEAR

**Patrick Koller**  
Chief Executive Officer

# A SIGNIFICANT AND SUCCESSFUL ACQUISITION IN THE CHALLENGING CONTEXT OF 2022



**WAR  
IN UKRAINE**



**ENERGY CRISIS**



**INFLATIONS**



**COVID IN CHINA**

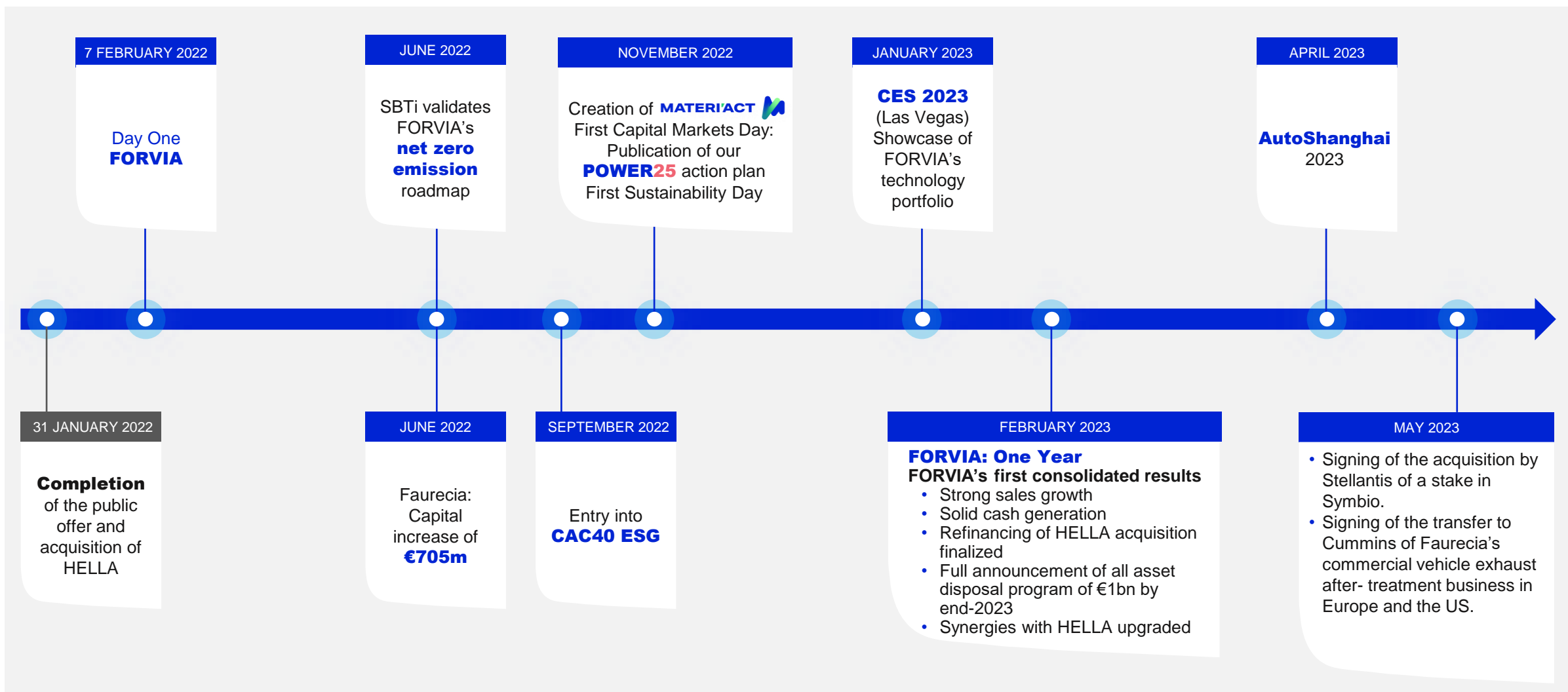


**SEMI-CONDUCTOR  
CRISIS**



**SUPPLY CHAIN  
DISRUPTION**

# FORVIA'S FIRST YEAR





# ACHIEVEMENTS AND FIRST SUCCESSES

## REFINANCING AND DELEVERAGING

- **Refinancing of the HELLA acquisition** finalized as early as February 2023:
  - Capital increase with preferential subscription rights in June 2022
  - Issuance of new debt instruments in a difficult market environment
- **€1bn asset disposal programme finalized** with all transactions announced to date

## SYNERGIES WITH HELLA

- **Upgraded cost synergies to >€300m 2025 run-rate**
- **Upgraded sales synergies to >€400m in 2025** supported by strong **joint order intake of €1.8bn in 2022**

## SUSTAINABLE GROWTH

- Resilient financial performance in 2022
- Strong **order intake of €31bn** at a targeted average operating **margin > 7%**
- Continued progress on Sustainability roadmap
- Creation of **MATERI'ACT**



**A SOLID  
PERFORMANCE**

**Olivier Durand**  
Chief Financial Officer

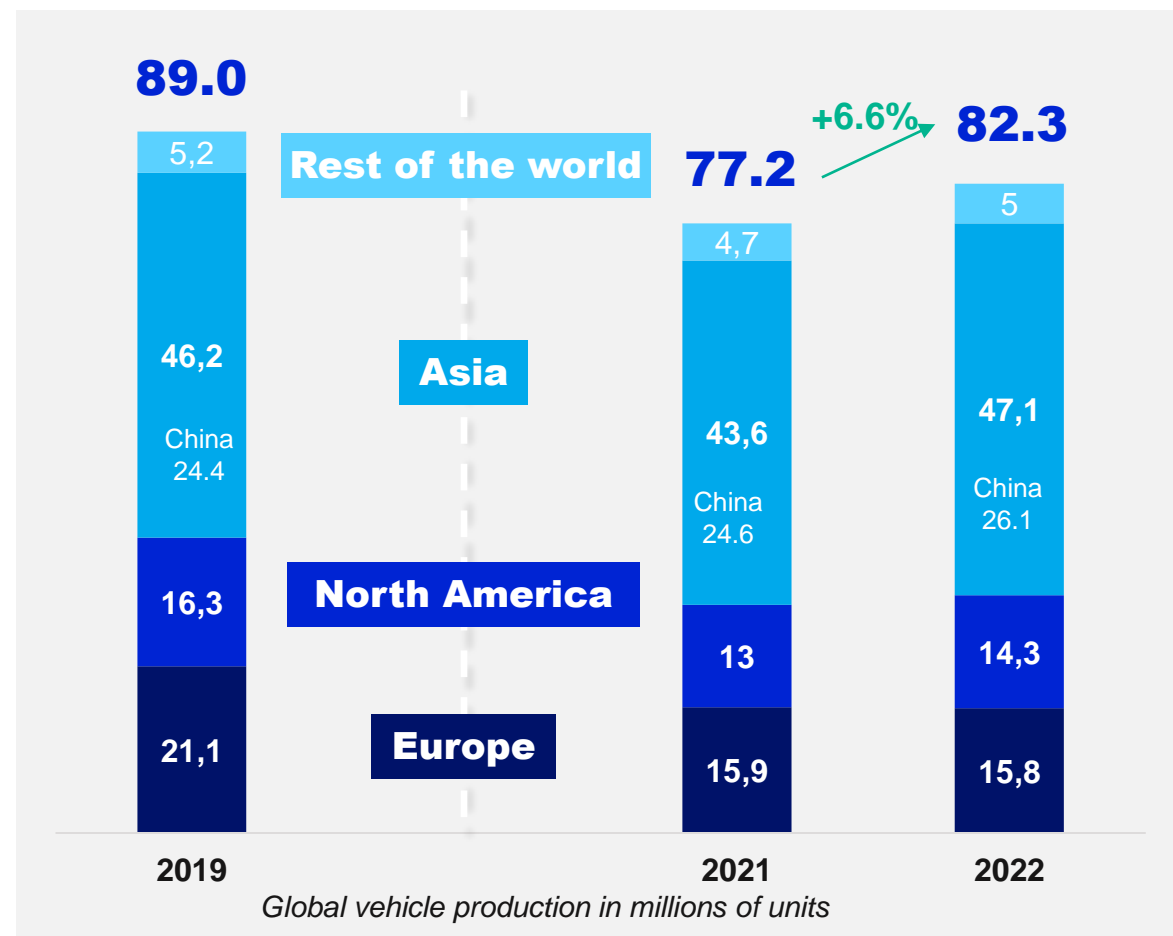
# GLOBAL AUTOMOTIVE PRODUCTION CONTINUED ITS GRADUAL RECOVERY IN 2022, UP 6.6% VS. 2021

An unfavourable economic environment overall

- Outbreak of war in Ukraine
- Acceleration of inflation
- Rising interest rates
- Persistent semiconductor shortage

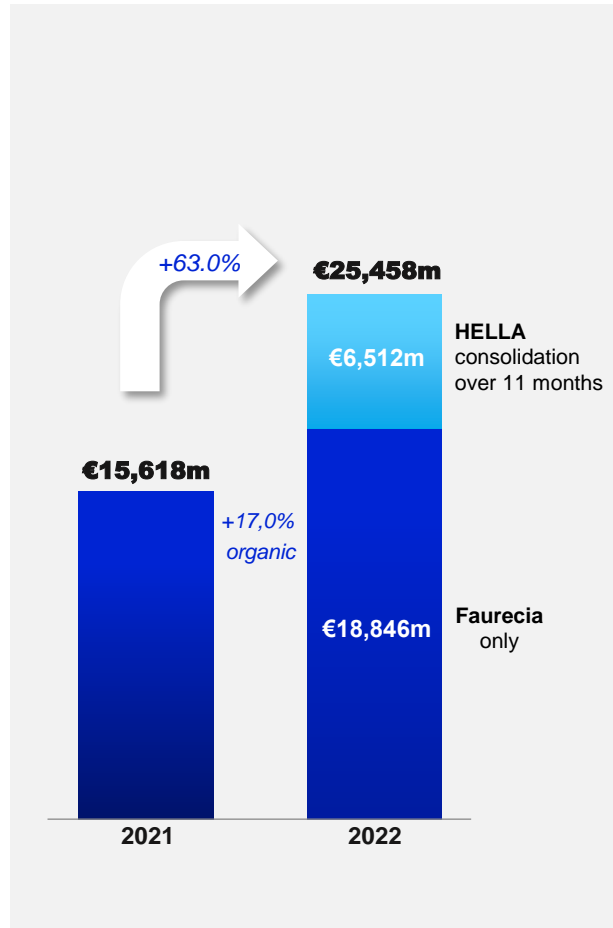
**Global automotive production has not yet returned to its pre-COVID level**

But the automotive market grew 6.6%

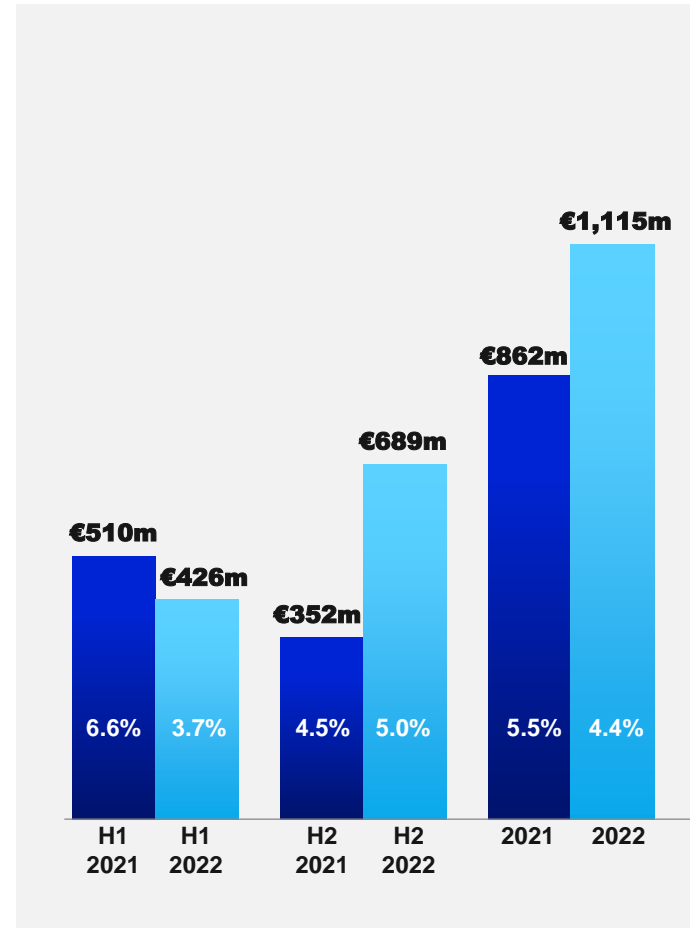


# 2022: SALES GROWTH, PROFITABILITY RESILIENCE, CASH GENERATION AND DEBT REDUCTION

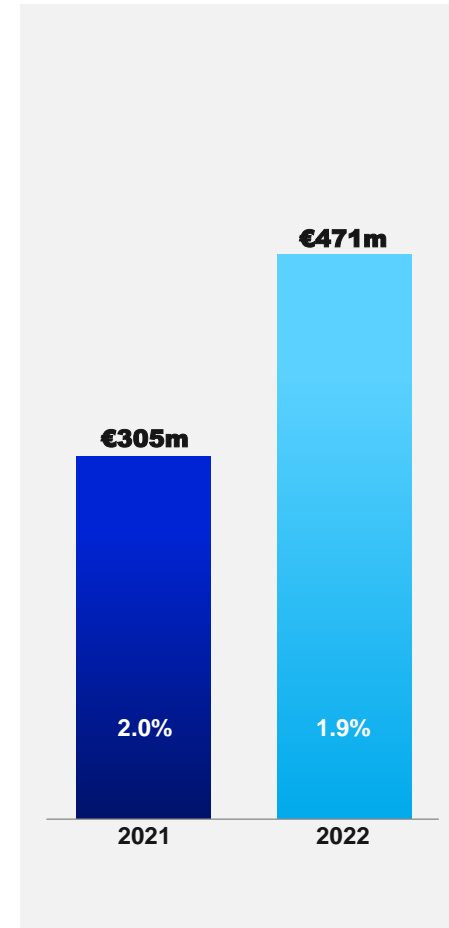
## Business scope significantly expanded



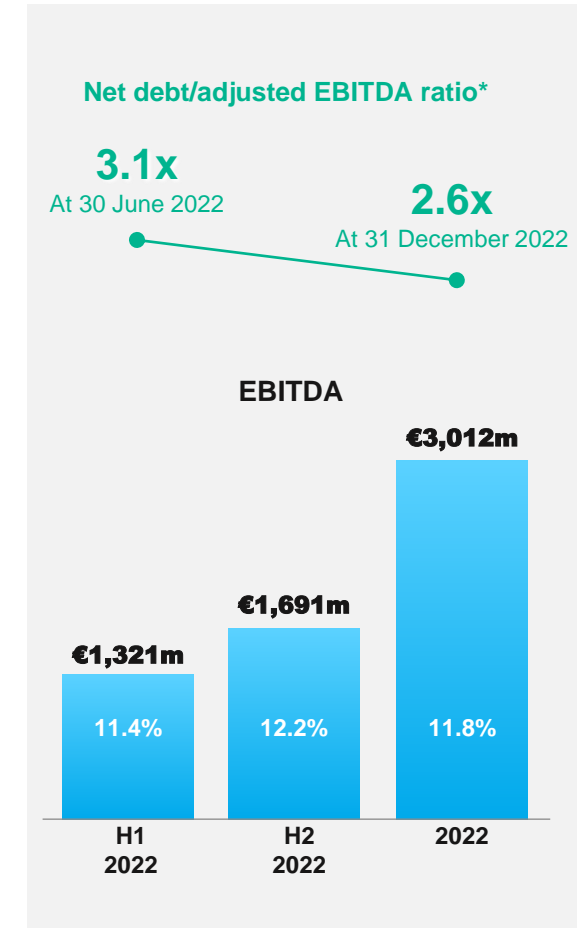
## Solid operating profitability



## High net cash flow

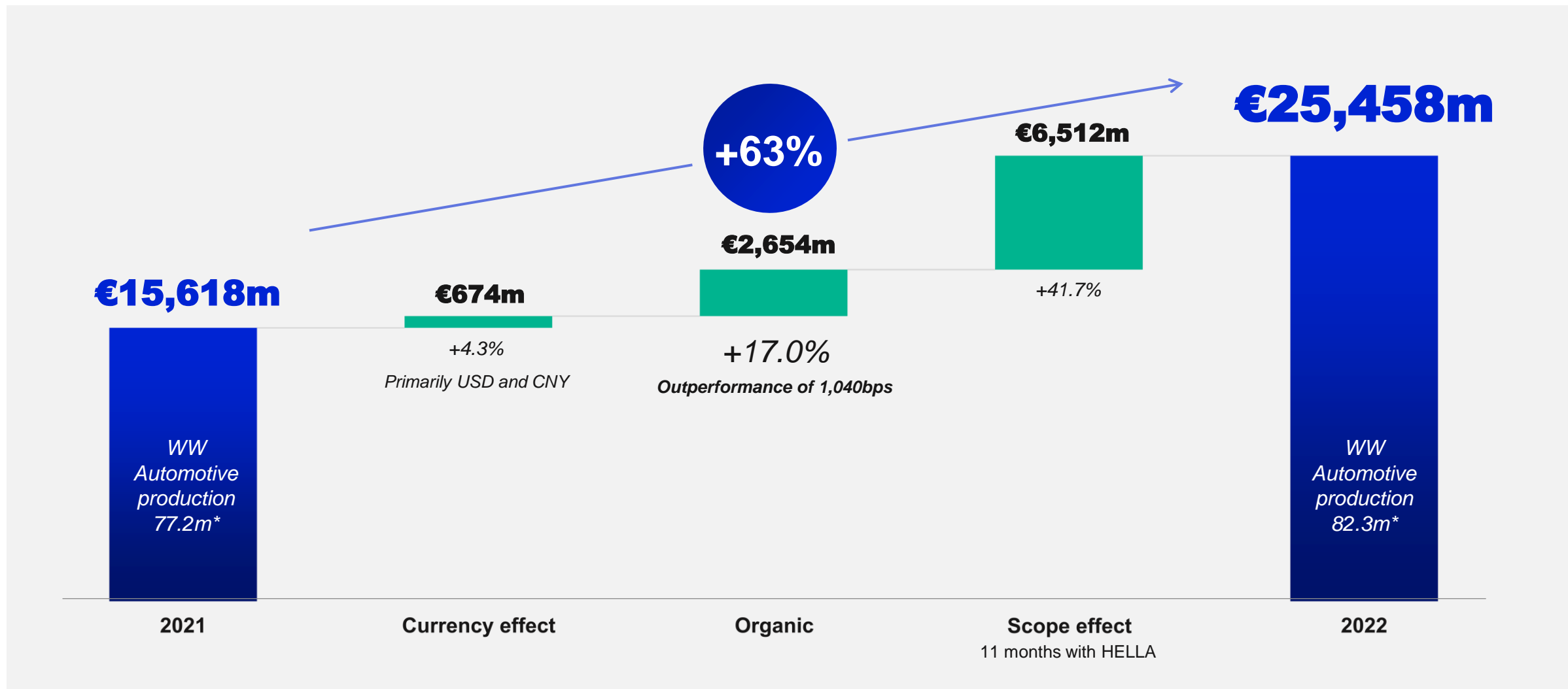


## Reduction in leverage



\* The net debt/adjusted EBITDA ratio at 31/12/2022 is the ratio of net debt at end 2022 to pro forma consolidated adjusted EBITDA over the last 12 months.

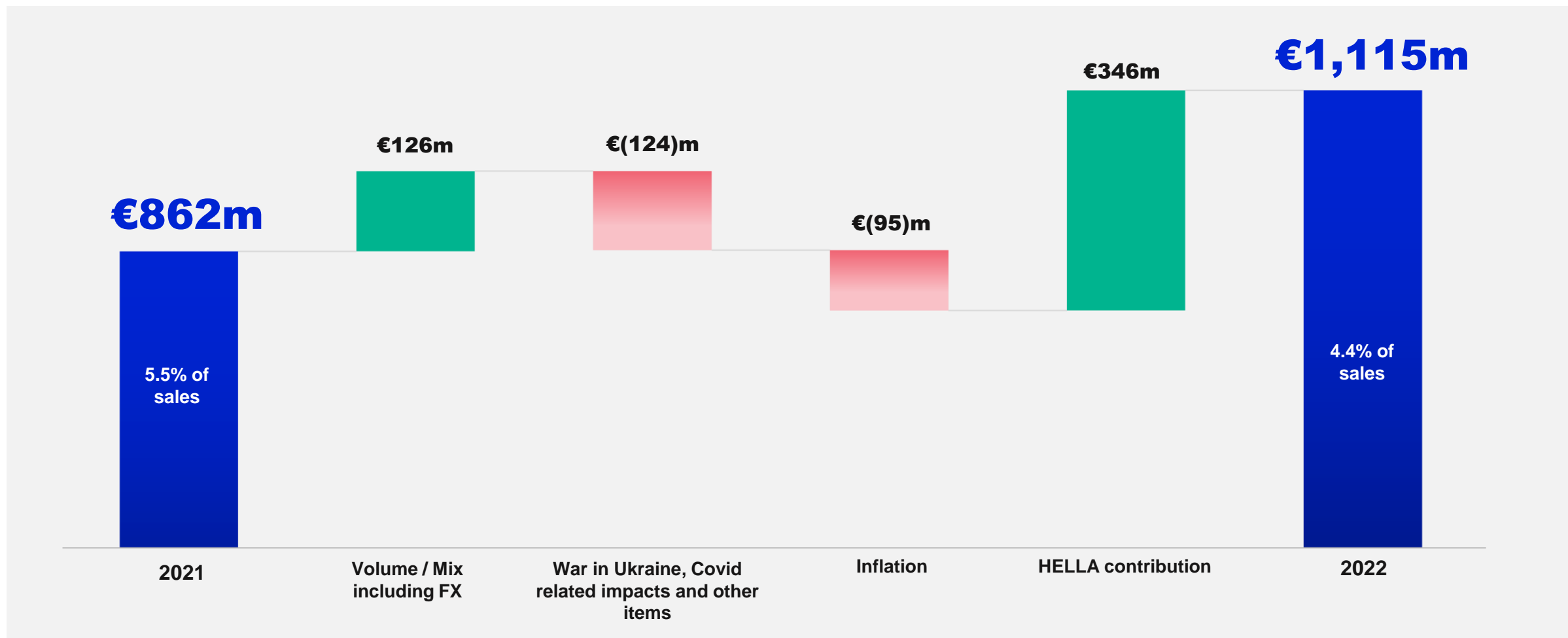
# STRONG GROWTH, UP 63% DRIVEN BY HELLA INTEGRATION AND ROBUST ORGANIC GROWTH



\* Source : S&P Global Mobility (ex IHS Markit) of February 2023

# RESILIENT OPERATING MARGIN OF 4.4% OF SALES, WITH AN IMPROVEMENT IN H2 2022 TO 5.0% (+50bps vs. H2 2021)

## Operating Income



# NET INCOME NEGATIVE AT €382m INCLUDING €321m IN NON-RECURRING EXPENSES

- **Sharp increase in intangible depreciation related to the acquisition of HELLA (non-cash)**
- **€321m in non-recurring expenses:**
  - Withdrawal from Russia for €143m
  - Integration costs and financial costs related to the acquisition of HELLA for €51m
  - One-off restructuring for €86m
  - Hyperinflation costs for €41m

in millions of euros	2021 Faurecia	2022 FORVIA	Change
<b>Operating income</b>	862	1,115	<b>+253</b>
Amortisation of intangible assets acquired as part of a business combination	(93)	(219)	-126
<b>Operating income (after amortisation of intangible assets acquired)</b>	<b>769</b>	<b>896</b>	<b>+127</b>
Restructuring	(196)	(352)	-156
Other non-current operating income and expenses	(42)	(97)	-55
Interest expense and other financial income and expenses	(255)	(523)	-268
<b>Income before tax of consolidated companies</b>	<b>276</b>	<b>-75</b>	<b>-351</b>
Income tax	(139)	(186)	-47
Share of net income of affiliated companies	(25)	11	-36
<b>Net income from continuing operations</b>	<b>113</b>	<b>(250)</b>	<b>-363</b>
<b>Net income from non-continuing activities</b>	<b>(97)</b>	<b>0</b>	<b>+97</b>
<b>Consolidated net income before minority interests</b>	<b>16</b>	<b>(250)</b>	<b>-276</b>
Minority interests	(95)	(131)	-36
<b>Consolidated net income, Group share</b>	<b>(79)</b>	<b>(382)</b>	<b>-303</b>

# SOLID CASH GENERATION, AT €471m vs. €305m in 2021

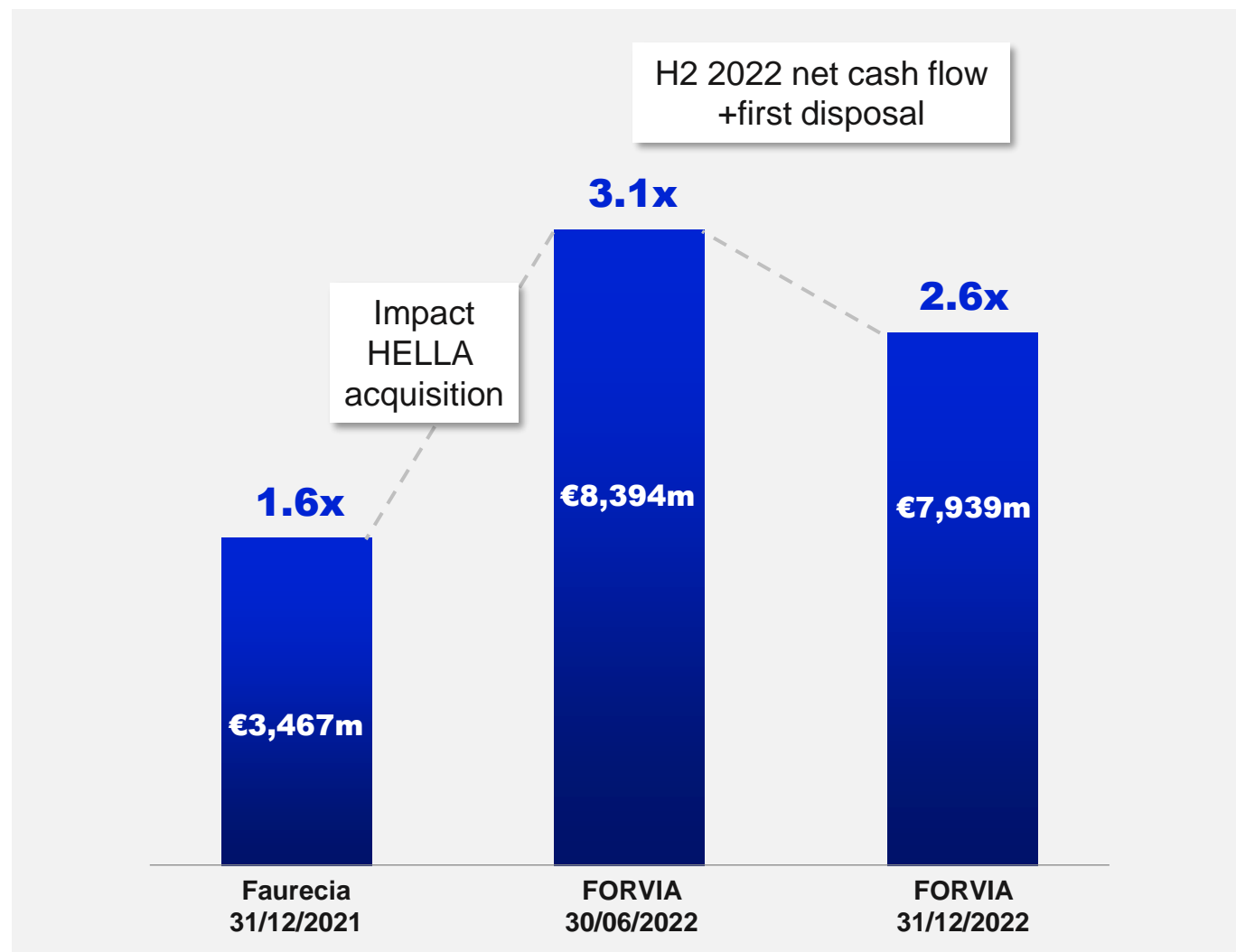


## FIRST RESULTS OF THE MANAGE BY CASH PROGRAM IN THE SECOND HALF OF 2022



# DEBT REDUCTION FOLLOWING HELLA ACQUISITION INITIATED IN 2022 AND SOLID FREE CASH FLOW

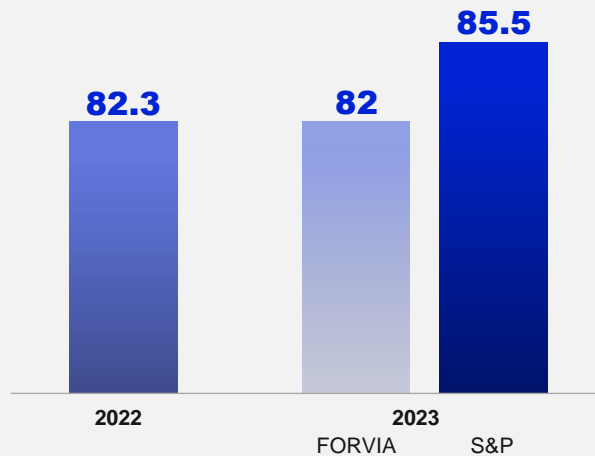
- **Completion of the acquisition of HELLA at the end of January 2022 for a total investment of €5.4bn**
  - €1.2 billion financed by capital increases
  - €4.2 billion financed by debt
- **Successful refinancing of the bridge acquisition loan on time** (between July 2021 and February 2023) **despite more difficult market conditions**
- **Announcement of a €1bn asset disposal program by end 2023 to accelerate debt reduction, the Group's top priority**
- **€4.2bn in available cash at the end of 2022**



# FORVIA OUTPERFORMED THE MARKET IN FIRST-QUARTER 2023

## Market growth in Q1 2023: +7.3%

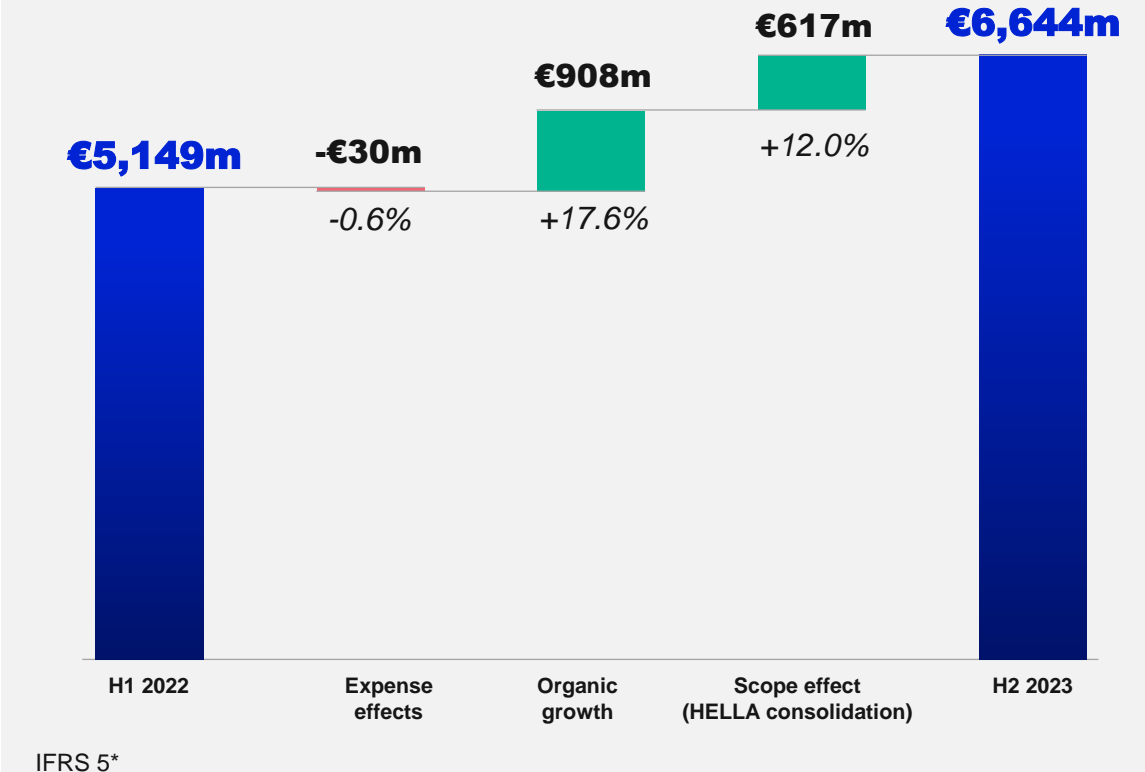
- Global production increased 7.3% in Q1 driven by strong momentum in Europe (+17.9%) and North America (+10.1%)
- S&P expects global production volumes to grow 4.1% in 2023
- FORVIA's forecast is more cautious, pending better visibility on Chinese auto production in H2



Global vehicle production in millions of units

## FORVIA sales growth in Q1 2023: +29%

### Outperformance of more than 10 points



IFRS 5\*

# THE ASSET DISPOSAL PROGRAM FOR €1bn BETWEEN NOW AND END-2023 IS FULLY ANNOUNCED AND ON TRACK

## Disposals of assets received to date

- In Q4 2022, sale of HELLA's 33% stake in HBPO for €290m
- In Q1 2023, sale of Interiors India to TAFE for €40m

>€700m

## Other announced disposals expected to be finalised by the end of 2023 at the latest

- Sale for €150m to Stellantis of 16.6% of Symbio, a joint venture with Michelin and leader in hydrogen mobility
- Sale of exhaust gas treatment for commercial vehicles in Europe and the United States to Cummins (EV of €142m)
- Sale of SAS (assembly and logistics services) to Motherson Group (EV of €540m)

>€1bn

>€300m

**ALL THESE DISPOSALS WILL HAVE GENERATED A TOTAL AMOUNT OF ≥ €1 BILLION BY THE END OF 2023, IN LINE WITH THE DEBT REDUCTION COMMITMENT FOLLOWING THE ACQUISITION OF HELLA**

# FY 2023 GUIDANCE: SALES GROWTH ACCELERATION, IMPROVED PROFITABILITY AND DELEVERAGING

## The guidance is based on the following assumptions:

- **Worldwide automotive production of 82m vehicles in 2023**, broadly flat vs. actual production in 2022
- Full-year average currency rates of **1.10 for €/USD** and **7.50 for €/CNY**

### Sales

Including estimated impact of transactions announced to date\*:

**between €25.2bn and €26.2bn**

### Operating margin

**between 5% and 6% of sales**

### Net cash flow

**>1.5% of sales**

**Net debt/  
Adj. EBIDTA**  
At Dec. 31, 2023

**Between 2.0x and 2.4x**  
Including effect of the disposal program\*

*\*Estimated impact on sales of (€1,3Bn) from disposals announced to date (mainly the deconsolidation as from January 1, 2023 to comply with IFRS5 and business to be sold to Cummins as from July 1, 2023)*

*This guidance assumes no major lockdown impacting production or retail sales in any major automotive region*

An aerial photograph of a road winding through a landscape with autumn-colored trees. A white car is driving on the road. Overlaid on the right side of the image is a large, semi-transparent orange graphic containing the numbers '04' in a dark blue, bold font.

# 04

## **OUR ASSETS FOR SUSTAINABLE GROWTH**

**Patrick Koller**  
Chief Executive Officer

# DURING ITS CAPITAL MARKET DAY IN NOVEMBER 2022, FORVIA PRESENTED ITS POWER25 PLAN, WITH 3 PRIORITIES

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**DELEVERAGING**

**SYNERGIES**

**SUSTAINABLE  
GROWTH**

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**POWER25**

# OUR POWER25 FINANCIAL OBJECTIVES

- These objectives are based on worldwide automotive production assumption of 88m LVs, more conservative than S&P Mobility's latest forecast of 90m LVs
- **They take into account the estimated impact of the disposal program** of non-strategic assets for €1bn by end-2023

Sales  
c. €30bn

Operating  
margin  
>7%

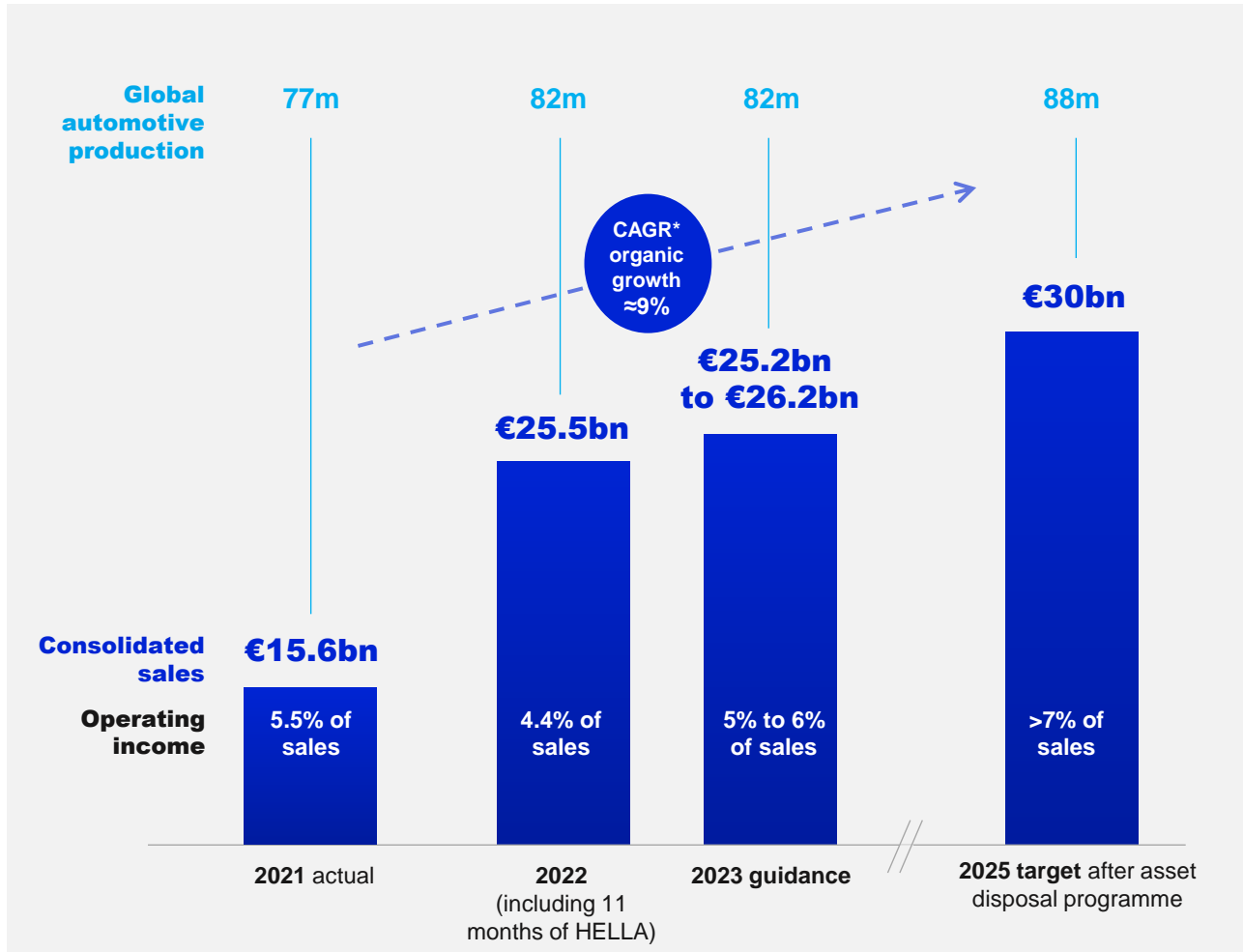
Net cash flow  
4%  
of sales

Net debt/  
Adj. EBIDTA  
< 1.5x  
At Dec 31, 2025

*This guidance assumes average currency rates of 1.05 for €/USD and 7.00 for €/CNY for 2023-2025 and no major lockdown impacting production or retail sales in any major automotive region*

# FORVIA IS ON-TRACK TO MEET ITS 2025 TARGETS

## Sustainable growth ambition

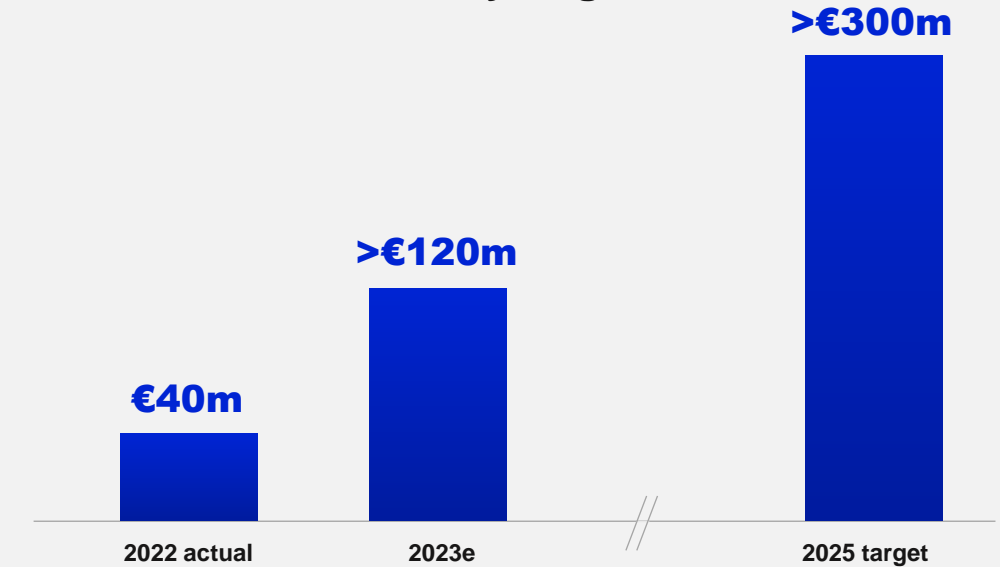


## Synergies with HELLA revised upwards

### Commercial synergies

- **> €400m annual increase in sales by 2025** (vs. between €300m and €400m previously)
- **€1.8bn in joint orders in 2022**

### Cost synergies

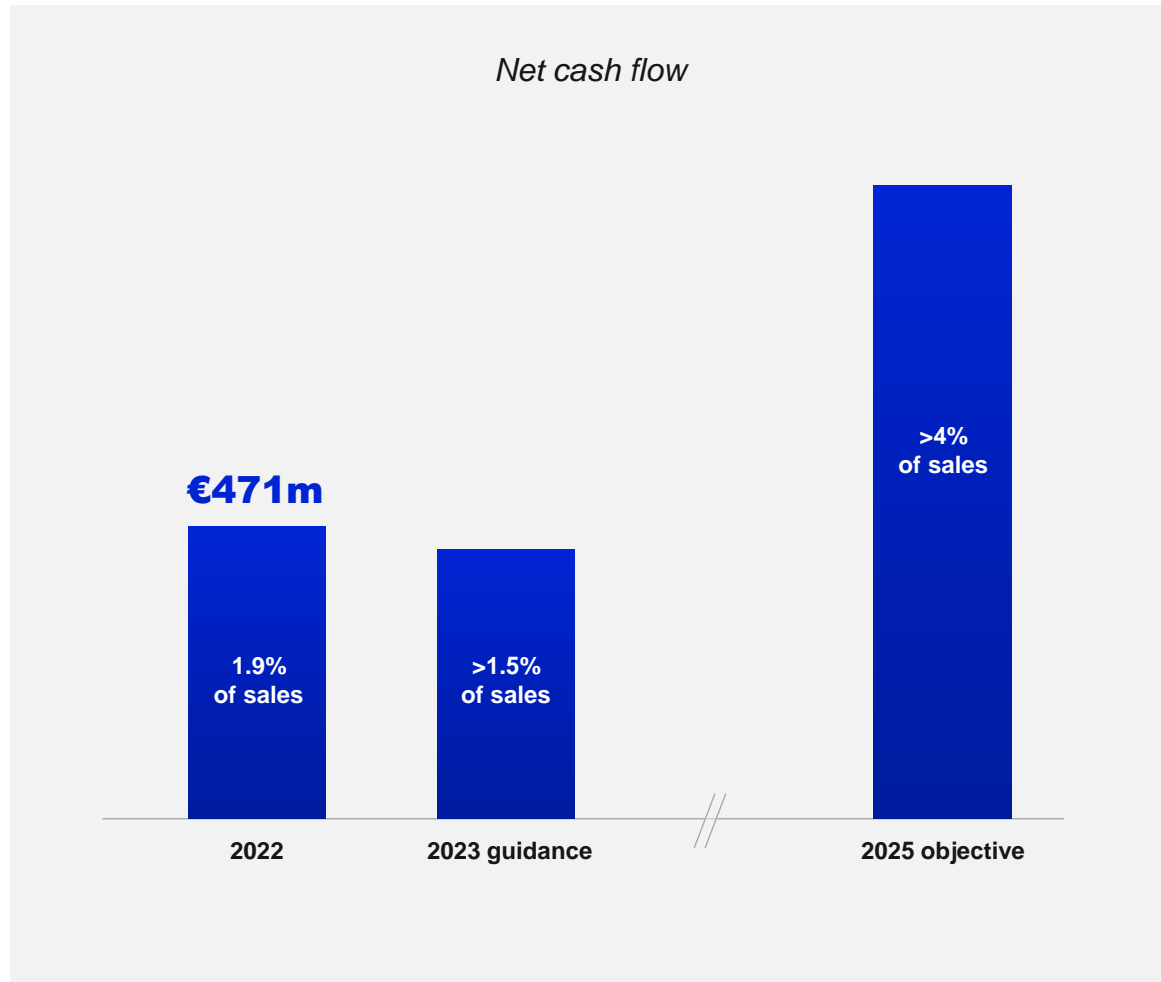


\*CAGR = compound annual growth rate.

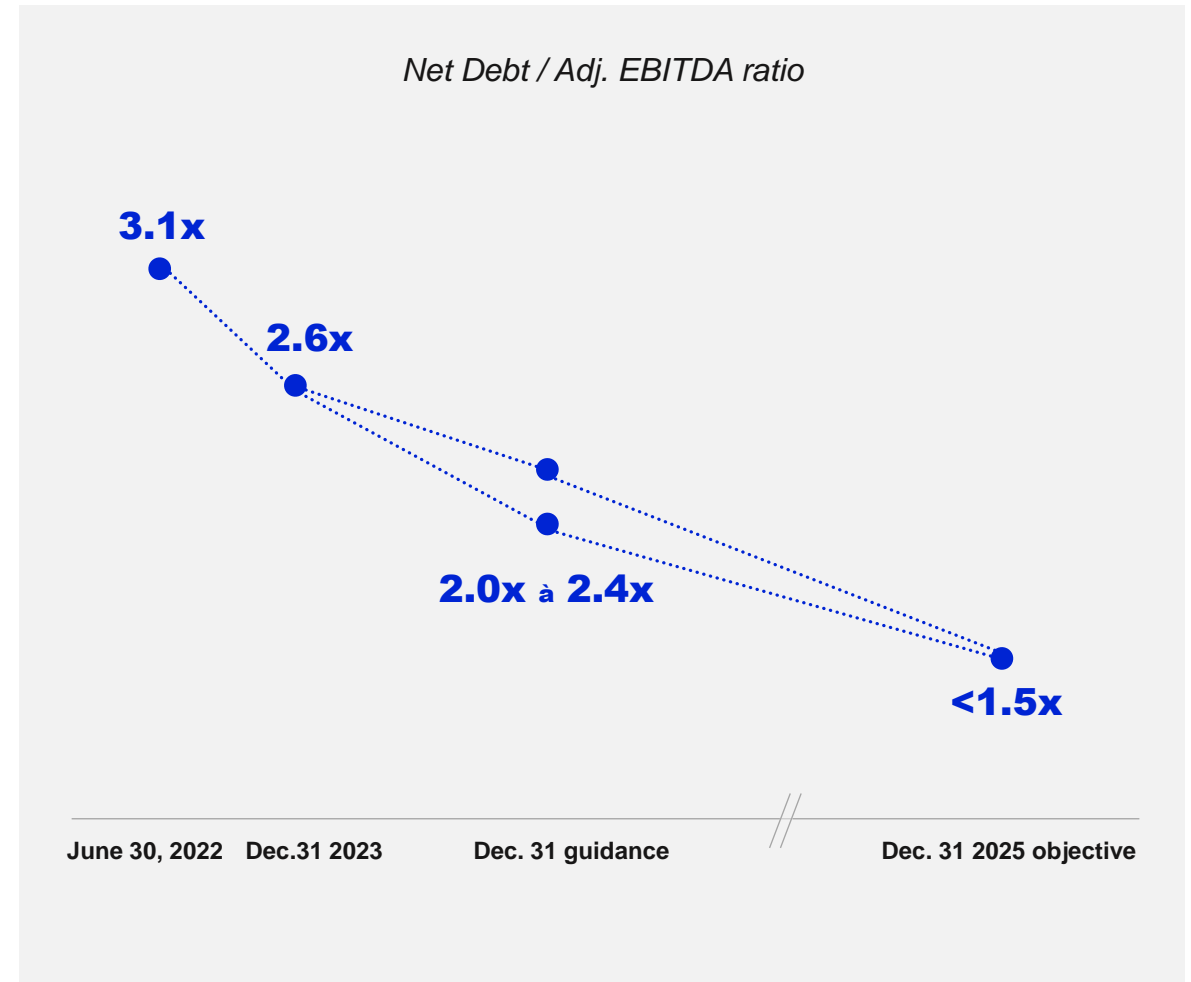


# FORVIA IS ON-TRACK TO MEET ITS 2025 TARGETS

## "Manage by cash" Program



## Deleveraging has started



# ACCELERATING PROFITABLE AND SUSTAINABLE GROWTH



2021 and 2022 sales and 2025 sales objective



05

**GOVERNANCE  
& CSR**

**Jean-Bernard Lévy**  
Chairman of the Governance, Nominations and  
Sustainability Committee

# **BOARD RESOLUTELY COMMITTED TO THE GROUP'S CSR POLICY**

- › **Regular discussions on the Group's CSR strategy**
- › **Follow-up of the path towards CO<sub>2</sub> neutrality: FORVIA commitments and action plan (validated by SBTi)**
- › **Inclusion in the CAC 40 ESG index**
- › **Involvement of teams: CO<sub>2</sub> objectives integrated into the variable remuneration of 4,800 managers**
- › **Program review and involvement in the first FORVIA Sustainability Day**



# **THE COMMITTEE, THE BOARD'S ARMED WING ON CSR MATTERS**

- › **CSR topics on each meeting agenda**
- › **Review of the Group's new sustainable activities**
- › **Monitoring of key CSR roadmap indicators for diversity, parity, ethics and workplace safety**



# THE BOARD OF DIRECTORS IN 2022



## **A diversified, international and multidisciplinary Board of Directors:**

- **14** Board members, including **2** Board members representing employees and **5** women (42%\*)
- **6 nationalities**
- Providing key skills to Faurecia

**75%\***

**Independent Board members**

*\*Excluding Board members representing employees*

**33**

**Board and Committees meetings in 2022**

in the context of high inflation and the war in Ukraine

# PROPOSALS FOR CHANGES IN THE COMPOSITION OF THE BOARD

Renewal of  
**Denis Mercier**  
as independent Board member

Appointment of  
**Esther Gaide**  
as independent Board member

Appointment of  
**Dr Michael Bolle**  
as independent Board member

# EVOLUTION OF THE BOARD OF DIRECTORS: PROPOSAL FOR RENEWAL

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## ➤ **Proposal to renew Denis Mercier as independent Board member:**



- Former **Chief of Staff of the French Air Force**
- Currently **Deputy Chief Executive Officer** and member of the **Executive Committee of the Fives group**;
- Experience as a **leader of an international industrial group** as well as **crisis management, risk management and digital skills**;
- **Director of the Company since May 28, 2019**;
- **Chairman of the Compensation Committee.**



# EVOLUTION OF THE BOARD OF DIRECTORS: PROPOSED APPOINTMENTS (1/2)

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## > Proposal to appoint Esther Gaide as independent Board member:



- Various positions in **international groups** including **CFO** of Elior Group from 2018 to 2023;
- Expertise in the field of **audit** and **finance**;
- **Future Audit Committee member.**

# EVOLUTION OF THE BOARD OF DIRECTORS: PROPOSED APPOINTMENTS (2/2)

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## > Proposal to appoint Dr. Michael Bolle as independent Board member:



- Former **Member of the Board of Management of Bosch** in charge of R&D;
- Experience in the **automotive industry**, especially in Germany;
- **Chairman** of the Shareholder Council of the Carl Zeiss Foundation;
- **Future Compensation Committee member.**

# BOARD OF DIRECTORS PROPOSED COMPOSITION

## INDEPENDENTS



**Michel de ROSEN** ●  
Chairman of the Board  
of Directors



**Dr Michael BOLLE** ●  
Member/Chairman  
of Board of Directors



**Judy CURRAN** ●  
Board Member



**Odile DESFORGES** ●  
Board Member



**Esther GAIDE** ●  
Board Member



**Penelope HERSCHER** ●  
Member/Chairwoman  
of Board of Directors



**Valérie LANDON** ●  
Member/Chairwoman  
of Board of Directors



**Jean-Bernard LÉVY** ●  
Board member



**Denis MERCIER** ●  
Deputy Chief Executive  
Officer of Fives group



**Patrick KOLLER**  
Chief Executive Officer



**Dr Jürgen BEHREND**  
Representative of  
the Hueck and Roepke  
families



**Daniel BERNARDINO** ●  
Board Member representing  
employees



**Robert PEUGEOT** ●  
Permanent representative of  
Peugeot 1810 and Chairman of  
the Board of Directors of  
Peugeot Invest



**Emmanuel PIOCHE** ●  
Board Member representing  
employees

- Governance, Nominations and Sustainability Committee
- Compensation Committee
- Audit Committee

# A BOARD OF DIRECTORS ACTIVELY SUPPORTED BY ITS THREE SPECIALIZED COMMITTEES

CHAIR

## AUDIT COMMITTEE



**Odile  
DESFORGES\***

MEMBERS

Esther Gaide \*  
Valérie Landon \*  
Robert Peugeot  
Emmanuel Pioche \*\*

INDEPENDENCE  
RATE

**75%**

## GOVERNANCE, NOMINATIONS AND SUSTAINABILITY COMMITTEE



**Jean-Bernard  
LEVY\***

Penelope Herscher \*  
Michel de Rosen \*

**100%**

## COMPENSATION COMMITTEE



**Denis  
MERCIER\***

Daniel Bernardino \*\*  
Michael Bolle \*

**100%**

\* Independent / \*\* Representing employees



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# COMPENSATION

**Denis Mercier**  
Chairman of the Compensation Committee

# BOARD MEMBERS' COMPENSATION

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## COMPENSATION 2022

**€885,000**  
out of a total of  
**€900,000**

*Numerous meetings, in particular due to the acquisition of HELLA and its refinancing*

## COMPENSATION POLICY

Stable  
No change in 2023

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Predominance of the variable component

# COMPENSATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

## COMPENSATION 2022

**€311,000**

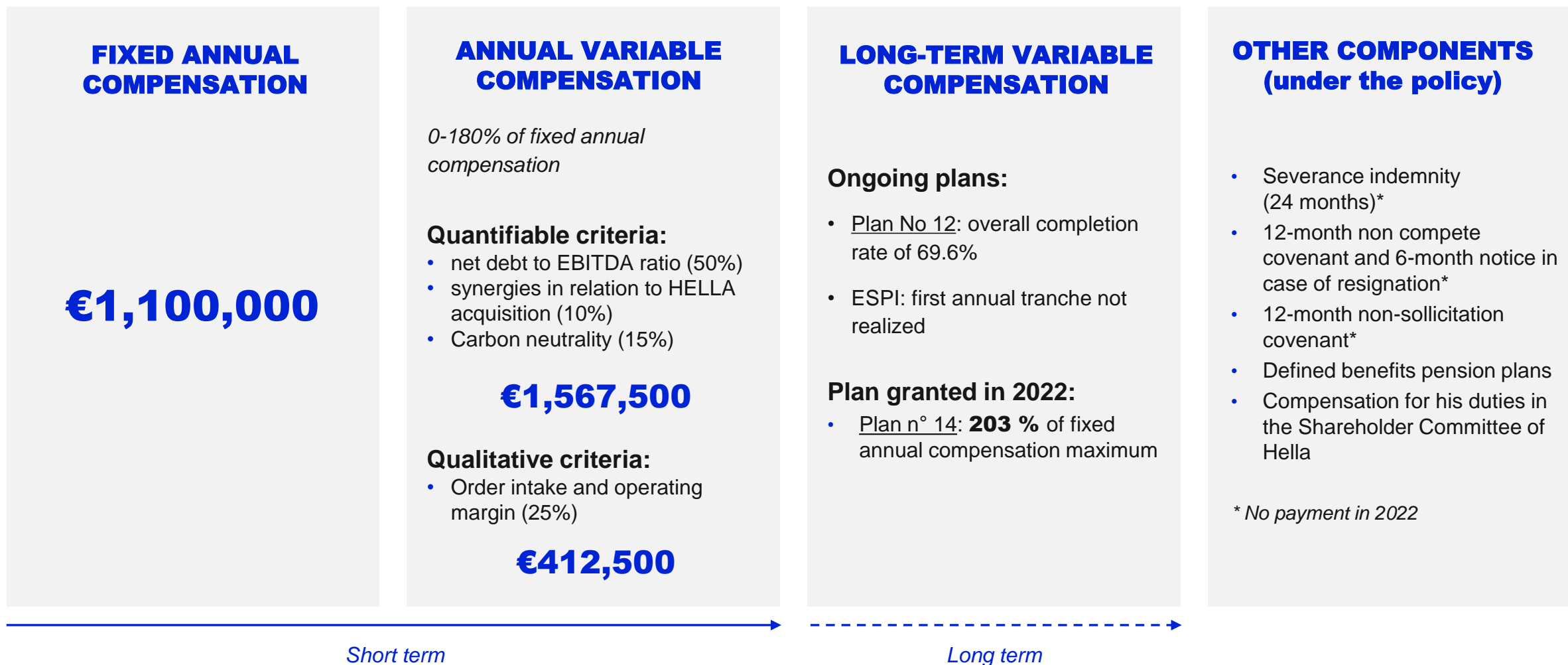
## COMPENSATION POLICY

Stable  
No change in 2023

Simple: fixed salary, benefits in kind  
and social protection

# 2022 CEO COMPENSATION – EX POST

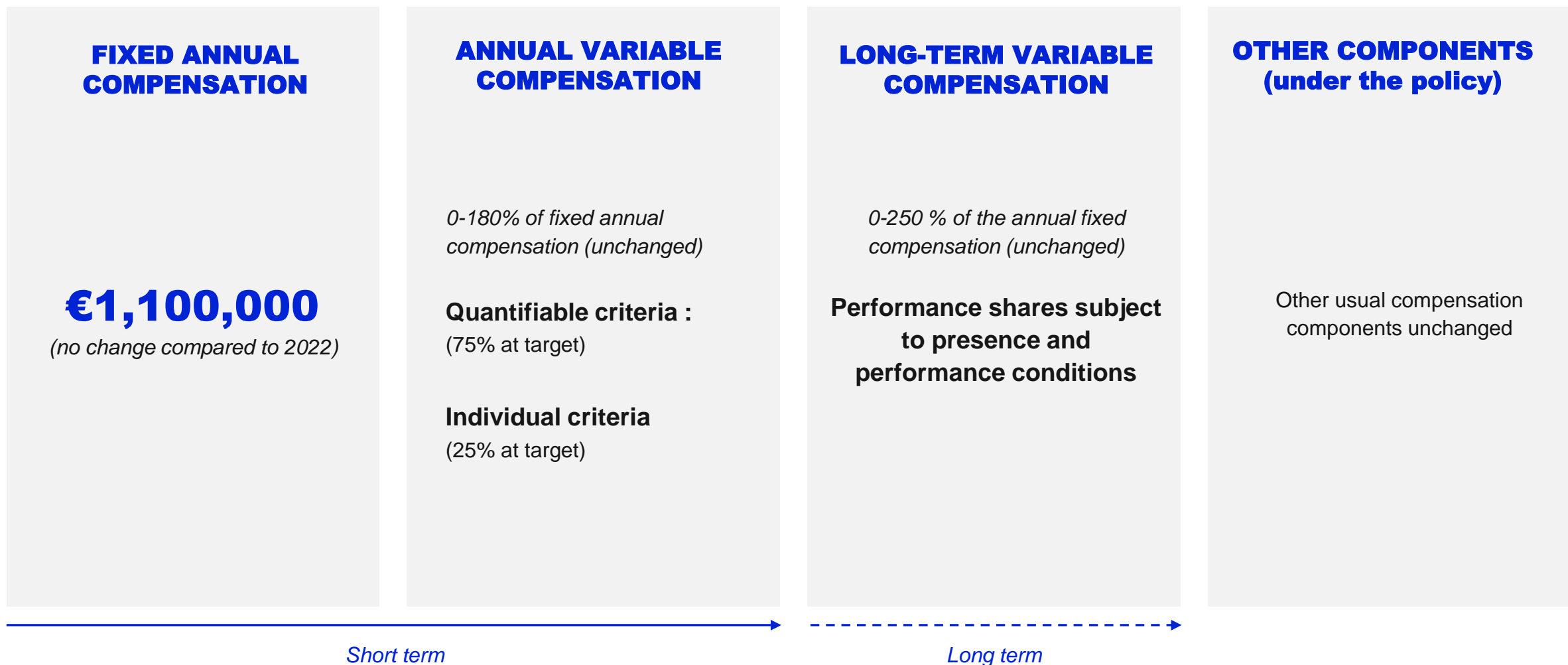
Strong performance in all variable remuneration criteria and major change in the scope of the Group





# 2023 CEO COMPENSATION – EX ANTE

No change in compensation structure in 2023





# AUDITOR'S REPORT

Anne-Laure Rousselou  
Mazars





# Voting results

	Title	For	Against	Result
<b>Resolution 1</b>	Approval of the parent company financial statements for the fiscal year ending December 31, 2022 – Approval of non-tax-deductible expenses and costs	99.80%	0.20%	Approved
<b>Resolution 2</b>	Approval of the consolidated financial statements for the fiscal year ending December 31, 2022	99.80%	0.20%	Approved
<b>Resolution 3</b>	Appropriation of income for the fiscal year	94.85%	5.15%	Approved
<b>Resolution 4</b>	Statutory Auditors' special report on related parties agreements and approval of such agreements	99.83%	0.17%	Approved
<b>Resolution 5</b>	Renewal of Denis Mercier, as Board member	93.20%	6.80%	Approved
<b>Resolution 6</b>	Appointment of Esther Gaide, as Board member	99.82%	0.18%	Approved
<b>Resolution 7</b>	Appointment of Michael Bolle, as Board member	99.14%	0.86%	Approved

# Voting results

	Title	For	Against	Result
<b>Resolution 8</b>	Approval of the information referred to in I of Article L. 22-10-9 of the Code of Commerce – Report on compensations	97.20%	2.80%	Approved
<b>Resolution 9</b>	Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors	99.79%	0.21%	Approved
<b>Resolution 10</b>	Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer	84.27%	15.73%	Approved
<b>Resolution 11</b>	Approval of the compensation policy for Board members	98.95%	1.05%	Approved
<b>Resolution 12</b>	Approval of the compensation policy for the Chairman of the Board of Directors	99.79%	0.21%	Approved
<b>Resolution 13</b>	Approval of the compensation policy for the Chief Executive Officer	92.66%	7.34%	Approved
<b>Resolution 14</b>	Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares	97.68%	2.32%	Approved

# Voting results

	Title	For	Against	Result
<b>Resolution 15</b>	Change of corporate name and subsequent amendment of Article 2 of the Company's bylaws	99.81%	0.19%	Approved
<b>Resolution 16</b>	Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, with preferential subscription rights (suspension during tender offer periods)	96.94%	3.06%	Approved
<b>Resolution 17</b>	Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for securities as part of a public exchange offer (suspension during tender offer periods)	96.53%	3.47%	Approved

# Voting results

	Title	For	Against	Result
<b>Resolution 18</b>	Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)	95.55%	4.45%	Approved
<b>Resolution 19</b>	Authorization to increase the amount of issues provided for in the sixteenth, seventeenth, and eighteenth resolutions (suspension during tender offer periods)	91.94%	8.06%	Approved
<b>Resolution 20</b>	Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company, without preferential subscription rights, in order to remunerate contributions in kind of securities granted to the Company (suspension during public tender offer periods)	98.41%	1.59%	Approved
<b>Resolution 21</b>	Delegation of authority to be granted to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization would be allowed (suspension during a public tender offer period)	99.78%	0.22%	Approved



# Voting results

	Title	For	Against	Result
<b>Resolution 22</b>	Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, with waiver by the shareholders of their preferential subscription rights	93.94%	6.06%	Approved
<b>Resolution 23</b>	Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital through the issue of shares and/or securities giving access to the share capital, with removal of preferential subscription rights for the benefit of members of a company or group savings plan	96.70%	3.30%	Approved
<b>Resolution 24</b>	Delegation of authority to be granted to the Board of Directors for the purpose of carrying out share capital increases, with removal of preferential subscription rights in favor of categories of beneficiaries	96.61%	3.39%	Approved
<b>Resolution 25</b>	Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares	94.20%	5.80%	Approved
<b>Resolution 26</b>	Powers for formalities	99.84%	0.16%	Approved

**FORVIA**

**▪ faurecia**