

FAURECIA

European company with a share capital of € 966,250,607
Registered office : 23-27 avenue des Champs-Pierreux, 92000 Nanterre
542 005 376 Trade and companies registry of Nanterre

Convening notice

The shareholders of the company FAURECIA S.E. are informed that the combined general meeting (ordinary and extraordinary) will be held behind closed doors, without the physical presence of the shareholders, on June 26, 2020 at 10 a.m. at the registered office, 23/27 avenue des Champs-Pierreux, 92000 Nanterre, to deliberate on the following agenda.

Warning

Given the extension of the state of health emergency related to the Covid-19 pandemic, and pursuant to the provisions of Order No. 2020-321 of March 25, 2020, the Company's General Meeting will be held behind closed doors, without the physical presence of the shareholders and persons entitled to attend it. No admission card to this General Meeting will be issued.

In this context, shareholders are invited to vote, using the voting form either by postal service or on the internet with the secure voting platform VOTACCESS, or by giving a proxy to the Chairman of the General Meeting or to a third party.

It will not be possible for shareholders to ask oral questions, amend resolutions or propose new resolutions during the meeting. Shareholders' rights that can be exercised prior to a general meeting remain applicable, such as the right to ask written questions under the condition provided under applicable regulations.

Shareholders are invited to regularly view the section dedicated to the 2020 Annual General Meeting including updated information on holding, organization, participation and voting to such meeting, on the Group's website at www.faurecia.com.

The General Meeting will be streamed live on the Group's website (www.faurecia.com).

Agenda

Purview of the Ordinary General Meeting

First resolution - Approval of the parent company financial statements for the fiscal year ending December 31, 2019 – Approval of non-tax-deductible expenses and costs

Second resolution - Approval of the consolidated financial statements for the fiscal year ending on December 31, 2019

Third resolution - Appropriation of income for the fiscal year

Fourth resolution - Statutory Auditors' special report on regulated agreements -Agreements referred to in Article L.225-38 of the French Code of commerce

Fifth resolution - Approval of the amendment of a regulated undertaking made in favor of Patrick Koller, Chief Executive Officer

Sixth resolution - Renewal of Michel de Rosen as a Board member

Seventh resolution - Renewal of Odile Desforges as a Board member

Eighth resolution - Renewal of Linda Hasenfratz as a Board member

Ninth resolution - Renewal of Olivia Larmaraud as a Board member

Tenth resolution - Fixing of the annual amount of compensation allocated to Board members

Eleventh resolution - Approval of the information referred to in Article L.225-37-3 of the French Code of commerce in respect of the fiscal year ended December 31, 2019

Twelfth resolution - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Michel de Rosen, Chairman of the Board of Directors

Thirteenth resolution - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2019 or granted in respect of the fiscal year ended December 31, 2019 to Patrick Koller, Chief Executive Officer

Fourteenth resolution - Approval of the compensation policy for Board members for the 2020 fiscal year

Fifteenth resolution - Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 fiscal year

Sixteenth resolution - Approval of the compensation policy for the Chief Executive Officer for the 2020 fiscal year

Seventeenth resolution - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares (suspension during tender offer periods)

Purview of the Extraordinary General Meeting

Eighteenth resolution - 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 shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)

Nineteenth resolution - 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 shares in the Company and/or a Subsidiary, with removal of 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 shares as part of a public exchange offer (suspension during tender offer periods)

Twentieth resolution - 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 shares in the Company and/or a Subsidiary, with removal of 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)

Twenty-first resolution - Authorization to increase the amount of issues provided for in the eighteenth, nineteenth and twentieth resolutions (suspension during tender offer periods)

Twenty-second resolution - Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company, without preferential subscription rights, for the purpose of compensating contributions in kind to the Company (suspension during tender offer periods)

Twenty-third resolution - 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 groups, with waiver by the shareholders of their preferential subscription rights

Twenty-fourth resolution - Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access

to shares, with removal of preferential subscription rights for the benefit of members of a company savings plan

Twenty-fifth resolution - Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock through the cancellation of shares

Twenty-sixth resolution - Amendment to the bylaws to comply with the provisions of the Pacte law - Amendment to Article 12 of the bylaws on Board members representing employees, Article 16 of the bylaws on compensation of Board members and Article 23 of the bylaws on related parties agreement

Twenty-seventh resolution - Amendment to Article 17 of the bylaws on the Chairman of the Board in order to modify the age limit for the Chairman of the Board of Directors

Twenty-eighth resolution - Amendment to Article 14 of the bylaws on meeting of the Board of Directors in order to enable the Board of Directors to make decisions via written consultations subject to the conditions set by law

Twenty-ninth resolution - Amendment to Article 31 of the bylaws on threshold crossing in order to lower the percentage to be declared and to provide for the assimilation cases provided for by the calculation of legal disclosure thresholds

Thirtieth resolution - Deletion of Article 30 of the bylaws on the identification of share owners and the corresponding Section IX IDENTIFICATION OF SHARE OWNERS for which the principles were incorporated in the French Code of commerce by the Pacte law

Thirty-first resolution - Textual references applicable in the event of a change in the code system

Purview of the Ordinary General Meeting

Thirty-second resolution - Powers for formalities

The proposed resolutions which will be submitted to the General Meeting were published in the meeting notice (*avis de réunion*) of the *Bulletin des Annonces Légales Obligatoires* dated May 22, 2020, No. 62, case No. 2001780.

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The modalities presented below take into consideration the exceptional situation of the Covid-19 health crisis and take into account the Order No. 2020-321 of March 25, 2020 and Decree n°2020-418 of April 10, 2020 provisions.

I — Specific modalities on ways to participate in the General Meeting in the context of the health emergency

1.1. General provisions

Any shareholder, regardless of the number of shares he/she owns, may take part in the General Meeting by simply providing proof of identity and ownership of his/her shares. Exceptionally, as the General Meeting is held behind closed doors, the shareholders will not be able to request the provision of an admission card to physically attend the General Meeting.

Shareholder wishing to participate in the General Meeting is invited to exercise his/her rights:

- either by voting;
- or by being represented by any natural or legal person of his/her choice;
- or by represented by the Chairman of the General Meeting.

Shareholders may exercise their rights:

- either through VOTACCESS internet site;

- or through the single postal voting form to be sent.

Any shareholder is entitled to being represented at the General Meeting provided that such information is provided to the issuer or its centralizer by returning the postal voting form. To be valid, any proxy must have been registered beforehand.

For any proxy without indication of a proxy holder, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and will vote against all other draft resolutions.

1.2. Preliminary formalities

Pursuant Article R. 225-85 of the French Code of Commerce, shareholders must provide justification of their capacity by the registration of the shares in their name or the intermediary's name registered on his/her behalf pursuant to Article L. 228-1 of the French Commercial Code, on the second business day preceding the General Meeting, at 0:00, Paris time, i.e. on June 24, 2020, at 0:00, Paris time (hereafter D-2), either in the registered share accounts held on behalf of the Company by its proxy Caceis Corporate Trust; or in the bearer share accounts held by the authorized intermediary.

The registration of shares in bearer shares account held by the authorized intermediary must be evidenced by an attendance certificate issued by the latter (as the case may be, electronically) and must be attached to the (i) voting form or (ii) proxy form issued on the shareholder's name or on behalf of the non residing shareholder represented by the authorized intermediary.

II — Ways to participate in the General Meeting

1. The General Meeting of June 26, 2020 will be held behind closed doors

The General Meeting of June 26, 2020 being held without the physical presence of the shareholders and other persons entitled to attend it, no admission card to this General Meeting will be issued. Consequently, shareholders will not physically attend the meeting and will not be physically represented by another natural person.

2. Proxy vote and postal vote

2.1 Proxy vote and postal vote with the paper form (through mail)

Shareholders wishing to vote by mail or being represented by giving a proxy to the Chairman of the General Meeting or as the case may be to any person they choose will be entitled to:

- **for registered shareholders:** send back the single postal voting and proxy form he/she will receive with the convening notice to the following address: Caceis Corporate Trust – Direction des Opérations - Assemblées Générales – 14 rue Rouget de Lisle – 92130 Issy-Les- Moulineaux.
- **for bearer shareholders:** request the single postal voting and proxy form to the intermediary with which their shares are registered or by mail to Caceis Corporate Trust – Direction des Opérations - Assemblées Générales – 14 rue Rouget de Lisle – 92130 Issy-Les- Moulineaux. Form requests will be honored only if received no later than six days prior to the General Meeting date, i.e. June 20, 2020.

The single postal voting form (single form with proxy duly completed and signed form (with the attendance certificate) should be returned to Caceis Corporate Trust to the postal address mentioned above.

The postal voting and proxy form must be duly received by Caceis Corporate Trust no later than three days before the date of the General Meeting, i.e June 23, 2020.

Warning: process of proxies given to a nominated person

Pursuant to the provisions of Article 6 of Decree No. 2020-418 of April 10, 2020, any shareholder giving a proxy to one of the persons referred to in Article L. 225-106, I of the French Code of Commerce will have to send his/her proxy within indication of the agent no later than the fourth day preceding the General Meeting.

The agent may not physically represent the shareholder at the Meeting. He must send voting instructions on the proxies he/she holds to Caceis Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com using the form of the form provided for in Article R. 225-76 of the French Code of Commerce no later than the fourth day preceding the General Meeting.

2.2 Proxy vote and postal vote through internet

Given the health crisis related to Covid-19, electronic voting is strongly advised.

Shareholders may send their instructions to vote, appoint or revoke a proxy by Internet before the General Meeting, on the VOTACCESS website dedicated to the General Meeting, under the conditions described hereafter.

- **for registered shareholders (pure and administered):** the registered shareholder may access the VOTACCESS site through the OLIS Shareholder site at <https://www.nomi.olisnet.com>.
 - **pure registered shareholders** should connect to the OLIS Shareholder site with their usual access codes;
 - **administered registered shareholders** should connect to the OLIS Shareholder with the Internet access code set out in the voting form or in the electronic notice.

After connecting to the OLIS Shareholder site, the registered shareholder should follow the instructions on the screen.

- **for bearer shareholders:** it is the responsibility of bearer shareholders holding to inquire whether their account holding institution is connected to the VOTACCESS website and, if so, the conditions of use of the VOTACCESS website.
 - if the shareholder's account holding institution is connected to the VOTACCESS website, the shareholder should identify himself/herself on the Internet portal of his/her account holding institution with his/her usual access codes. He/she should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy. Only bearer shareholders whose account holding institution has access to the VOTACCESS site may vote (or appoint or revoke a proxy) online.
 - if the shareholder's account holding institution is not connected to the VOTACCESS site, the notice of the appointment and revocation of a proxy may nevertheless be completed electronically in accordance with the provisions of Article R.225-79 of the French Code of Commerce by sending an email to the following address: ct-mandataires-assemblees@caceis.com. This email must include as an attachment a scanned copy of the proxy voting form specifying the last name, first name, address and full bank references of the shareholder as well as the last name, first name and address of the appointed or revoked proxy, together with the attendance certificate issued by the authorized intermediary.

VOTACCESS website for the June 26, 2020 General Meeting will be open as of June 5, 2020.

The opportunity to use postal vote, or to give proxy to the Chairman by Internet prior to the General Meeting will be closed the day before the Meeting at 3 p.m. Paris time.

Warning: process of proxies given to a nominated person

Pursuant to the provisions of Article 6 of Decree No. 2020-418 of April 10, 2020, any shareholder giving a proxy to one of the persons referred to in Article L. 225-106, I of the French Code of Commerce will have to send to Caceis Corporate Trust his/her proxy within indication of the agent no later than the fourth day preceding the General Meeting.

The agent may not physically represent the shareholder at the Meeting. He must send voting instructions on the proxies he/she holds to Caceis Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com using the form of the form provided for in Article R. 225-76 of the French Code of Commerce no later than the fourth day preceding the General Meeting.

In order to avoid any possible overload of the VOTACCESS website, it is recommended that shareholders not wait until the last few days to enter their instructions. This recommendation is even stronger this year, since the health situation has led to changes in the ways to participate in General Meetings.

As an exemption from III of Article R. 225-85 of the French Code of Commerce and for which a bylaws provision is not required, a shareholder who has already cast a postal vote, sent a proxy or requested an attendance certificate under the conditions provided for in the last sentence of II of the same Article may choose another way to participate in the Meeting provided that his/her instruction in this regard reaches the Company by a deadline compatible with the provisions of the first paragraph of Article R. 225-77 and Article R. 225-80 of the French Code of Commerce, as amended by Article 6 of Decree No. 2020-418 of April 10, 2020.

As an exception to the second sentence of Article R. 225-80 of the French Code of Commerce, the previously received instructions will be revoked.

III — Sale of shares

Shareholders who have already cast a postal vote or sent a proxy may sell all or part of their shares at any time.

However, if the transfer of ownership occurs before D-2 preceding the General Meeting, the Company shall consequently invalidate or amend, as applicable, the vote, proxy or attendance certificate. To this end, the authorized account holder intermediary shall notify the Company or its agent of the transfer of ownership and provide all the necessary information.

No sales or transactions completed after D-2 preceding the General Meeting, regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company.

IV — Written questions

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Code of Commerce. These questions should be addressed to the Chairman of the Board of Directors and to the Company's Legal department at the registered office, 23-27 avenue des Champs-Pierreux, 92000 Nanterre, France, by registered letter with acknowledgment of receipt or by email to the following address: questions.ecrites-ext@faurecia.com, no later than the fourth business day preceding the date of the General Meeting, i.e. June 22, 2020. They must compulsorily be accompanied by a certificate of registration of shares.

The following email address may only be used for questions submitted in writing: questions.ecrites-ext@faurecia.com; any other requests or notifications concerning any other matter will not be taken into account and/or processed.

Pursuant to the applicable regulations, the Company may provide a combined response to written questions if they concern the same subject. Answers to written questions may be published directly on the Company's website.

Given the exceptional nature of the situation and to encourage shareholder dialogue, any shareholder question sent later than this deadline, and therefore outside the regulatory framework for written questions, will be dealt with by the Company provided that the date of receipt gives the Company adequate time to respond to the question.

V — Information right

All documents and information relating to the general shareholders' meeting which must be made available to the shareholders will be made available under the applicable legal and regulatory conditions at the Company's registered office (23/27 avenue des Champs Pierreux, 92000 Nanterre) if movement restrictions related to Covid-19 allow to do so or sent by a simple request made to CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle, 92130 Issy-les Moulineaux– fax : 01.49.08.05.82.

In addition, the documents listed in Article R. 225-73-1 of the French Commercial Code are available on the Company's website (www.faurecia.com).

THE BOARD OF DIRECTORS