

## 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

### Meeting 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 May 31, 2021 at 2 p.m. at the registered office, 23/27 avenue des Champs Pierreux, 92000 Nanterre, to deliberate on the following agenda and draft resolutions.

### Warning

Due to the sanitary crisis related to the Covid-19 pandemic, and pursuant to the provisions of Order No. 2020-321 of March 25, 2020, as amended and extended as well as Decree No. 2020-418 of April 10, 2020, as amended and extended, the Company's General Meeting will be held behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

No admission card to this General Meeting will be issued. In this context, shareholders are invited to vote prior to the meeting using remote voting modalities under the terms and conditions detailed hereafter. Shareholders are advised either to send their voting form by postal service as soon as possible or to privilege electronic means and vote by internet under the conditions described hereafter.

Since the General Meeting will be held without the physical presence of the shareholders, it will not be possible for shareholders to physically ask 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 conditions provided for by applicable regulations.

The Annual General Meeting will be entirely broadcast live and on replay on the Company's website ([www.faurecia.com](http://www.faurecia.com)).

The modalities for participating in the General Meeting will be specified on the section dedicated to the 2021 General Meeting on the Company's website, including the opportunity for shareholders to ask questions in addition to the legal provisions framing written questions. It is also specified that these procedures for participating in the General Meeting may change according to sanitary imperatives and/or legal requirements. Shareholders are therefore invited to regularly view the section dedicated to the 2021 Annual General Meeting including updated information on holding, organization, participation and voting to such meeting, on the Company's website ([www.faurecia.com](http://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, 2020 – Approval of non-tax-deductible expenses and costs

**Second resolution** - Approval of the consolidated financial statements for the fiscal year ending December 31, 2020

**Third resolution** - Appropriation of income for the fiscal year and setting of the dividend

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

**Fifth resolution** - Ratification of the cooptation of Jean-Bernard Lévy as Board member

**Sixth resolution** - Renewal of Patrick Koller as Board member

**Seventh resolution** - Renewal of Penelope Herscher as Board member

**Eighth resolution** - Renewal of Valérie Landon as Board member

**Ninth resolution** – Appointment of the company Peugeot 1810 as Board member

**Tenth resolution** - Approval of the information referred to in I of Article L.22-10-9 of the French Code of commerce – Report on compensations

**Eleventh resolution** - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors

**Twelfth resolution** - Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer

**Thirteenth resolution** - Approval of the compensation policy for Board members for the 2021 fiscal year

**Fourteenth resolution** - Approval of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year

**Fifteenth resolution** - Approval of the compensation policy for the Chief Executive Officer for the 2021 fiscal year

**Sixteenth resolution** - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares

#### **Purview of the Extraordinary General Meeting**

**Seventeenth 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)

**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 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)

**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 an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)

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

**Twenty-first 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-second 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-third 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-fourth resolution** - Delegation of authority to be granted to the Board of Directors in view of carrying out share capital increases, with removal of preferential subscription rights, in favor of a category of beneficiaries

**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 Article 30 of the bylaws on threshold crossing in order to simplify the notification procedure

**Twenty-seventh resolution** – Bringing the bylaws into compliance - Amendment of Article 16 of the bylaws relating to the compensation of Board members and Article 23 of the bylaws relating to related-parties agreements

#### **Purview of the Ordinary General Meeting**

**Twenty-eighth resolution** - Powers for formalities

#### **Draft resolutions**

#### **PURVIEW OF THE ORDINARY GENERAL MEETING**

**First resolution** - *Approval of the parent company financial statements for the fiscal year ending December 31, 2020 – Approval of non-tax-deductible expenses and costs*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the parent company financial statements for the fiscal year ending December 31, 2020 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ending December 31, 2020, as presented, which show a loss of €122,782,134.88, as well as the operations reported in these financial statements and summarized in these reports.

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, particularly approves the total amount of €159,294.79, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €49,381.38.

**Second resolution** - *Approval of the consolidated financial statements for the fiscal year ending December 31, 2020*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the consolidated financial statements for the fiscal year ending December 31, 2020 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ending December 31, 2020, as presented, which show a loss (Group share) of €378,760,897, as well as the operations reported in these financial statements and summarized in these reports.

**Third resolution** - *Appropriation of income for the fiscal year and setting of the dividend*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on proposal of the Board of Directors, decides to appropriate the income for the fiscal year ending December 31, 2020 as follows:

<b>Result for the fiscal year</b>	<b>€(122,782,134.88)</b>
Appropriation to the statutory reserve <sup>(1)</sup>	-
Balance	<b>€(122,782,134.88)</b>
Previous retained earnings	€1,893,522,744.18
<b>Distributable income</b>	<b>€1,770,740,609.30</b>
<b>Distributed dividend <sup>(2)</sup></b>	<b>€138,035,801</b>
<b>Retained earnings</b>	<b>€1,632,704,808.30</b>

<sup>(1)</sup> The amount of the statutory reserve reached the threshold of 10% of the capital stock.

<sup>(2)</sup> The total amount of the distribution indicated in the table above is calculated based on a number of 138,035,801 shares comprising the capital stock at the date of December 31, 2020.

The General Meeting sets the gross dividend at €1 per share. The ex-dividend date will be June 3, 2021 (with a record date on June 4, 2021) and dividends will be paid on June 7, 2021. If the number of shares giving rights to dividends varies from the 138,035,801 shares representing the capital stock on December 31, 2020, the total amount of the dividend will be adjusted accordingly and the amount of the retained earnings account will be set on the basis of the dividends actually payable.

When dividends are paid to individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A,1 of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to income tax on a sliding scale after a 40% tax allowance (Articles 200 A,2 and 158 of the French General Tax Code). Dividends are also subject to social security contributions at a rate of 17.2%.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting acknowledges that over the last three fiscal years, dividends were distributed as follows:

<b>Fiscal year</b>	<b>Gross dividend per share (in €)<sup>(1)</sup></b>	<b>Total (in €)</b>
2017	1.10	€151,839,381.10 <sup>(2)</sup>
2018	1.25	€172,544,751.25 <sup>(2)</sup>
2019	-	-

<sup>(1)</sup> Dividend fully eligible for the 40% tax allowance for individuals resident for tax purposes in France as provided by Article 158, 3 2° of the French General Tax Code.

<sup>(2)</sup> This amount includes the amount of the dividend corresponding to treasury shares held by the Company not paid and allocated to the retained earnings account.

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

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report on related parties agreements, acknowledges the conclusions of this report which do not mention any new related parties agreement entered into the fiscal year ended on December 31, 2020.

**Fifth resolution**- Ratification of the cooptation of Jean-Bernard Lévy as Board member

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to ratify the cooptation by the Board of Directors of Jean-Bernard Lévy as Board member to replace Olivia Larmaraud for the remainder of the latter's term of office, i.e. until the end of the Ordinary General Meeting held to approve the financial statements for the fiscal year ended on December 31, 2023.

**Sixth resolution** - Renewal of Patrick Koller as Board member

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew the corporate office of Board member of Patrick Koller for a period of four years.

The term of office of Patrick Koller will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

**Seventh resolution** - *Renewal of Penelope Herscher as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew the corporate office of Board member of Penelope Herscher for a period of four years.

The term of office of Penelope Herscher will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

**Eighth resolution** - *Renewal of Valérie Landon as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew the corporate office of Board member of Valérie Landon for a period of four years.

The term of office of Valérie Landon will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

**Ninth resolution** - *Appointment of the company Peugeot 1810 as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to appoint the company Peugeot 1810 as Board member for a period of four years.

The term of office of the company Peugeot 1810 will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

**Tenth resolution** - *Approval of the information referred to in I of Article L.22-10-9 of the French Code of commerce – Report on compensations*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report referred to in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 22-10-34, I of the French Code of commerce, the information indicated in Article L. 22-10-9, I of the French Code of commerce as presented, as indicated in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2019 and 2020" and 3.3.2 "Board members' compensation in respect of the 2019 and 2020 fiscal years".

**Eleventh resolution** - *Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of same the fiscal year to Michel de Rosen, Chairman of the Board of Directors*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors, as presented, as they are listed in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of compensation paid to the Chairman of the Board of Directors during fiscal year 2020 or awarded in respect of this same fiscal year."

**Twelfth resolution** - *Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid

during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer, as presented, as they are listed in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of compensation paid to the Chief Executive Officer during fiscal year 2020 or awarded in respect of this same fiscal year."

**Thirteenth resolution** - Approval of the compensation policy for Board members for the 2021 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce describing the components of the compensation policy for Board members for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for Board members as presented in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

**Fourteenth resolution** - Approval of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Code of commerce describing the components of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

**Fifteenth resolution** - Approval of the compensation policy for the Chief Executive Officer for the 2021 fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L.225-37 of the French Code of commerce describing the components of the compensation policy for the Chief Executive Officer for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chief Executive Officer as presented in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

**Sixteenth resolution** - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report:

1. authorizes the Board of Directors to purchase or buy back Company shares, in accordance specifically with the provisions of Article L. 22-10-62 of the French Code of commerce, of the Regulation No. 596/2014 of the European Parliament and Council of April 16, 2014, of the Delegated Regulation 2016/1052 of the Commission of March 8, 2016, the provisions of the General Regulation of the *Autorité des Marchés Financiers* and all other legal and regulatory provisions that may become applicable;
2. acquisitions are authorized in order to:
  - a) hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers, as well as all allocations of shares as part of a group or company savings plan (or similar plan), under a profit-sharing plan and/or any other form of allocation or sale of shares to the benefit of the Group employees and/or corporate officers;
  - b) hedge the Company's commitments under financial contracts or cash-settled options granted to Group employees and/or corporate officers;
  - c) hedge securities giving access to the allocation of Company shares;
  - d) retain the shares purchased and use these shares for exchange or payment at a later stage,

- as part of any possible external growth transactions;
- e) cancel shares;
  - f) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the accepted market practice approved by the *Autorité des Marchés Financiers*;
3. resolves that this program is also designed to allow the implementation of all market practices that may be permitted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company shall inform its shareholders through a press release;
  4. resolves that the shares may, in all or part, depending on the case, be acquired, sold, exchanged or transferred, in one or several installments, by all means, on all markets, including on multilateral trading facilities or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buyback program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations;
  5. resolves that the maximum number of shares that may be purchased pursuant to this authorization may not at any time exceed 10% of the total number of shares comprising the capital stock (or for information purposes 13,803,580 shares at the date of December 31, 2020), it being specified that (i) this cap applies to an amount of the Company's capital stock that may, if applicable, be adjusted to take into account the transactions affecting the capital stock after this Meeting and (ii) in accordance with the applicable provisions, when the shares are purchased for liquidity purposes, the number of shares taken into account to calculate the aforementioned cap of 10% corresponds to the number of shares purchased less the number of shares resold during the duration of the authorization. The acquisitions made by the Company may not, under any circumstances, lead it to hold, directly or indirectly through subsidiaries, over 10% of its capital stock. Moreover, the number of shares acquired by the Company for the purpose of retaining and using them for exchange or payment at a later stage, as part of any possible external growth transactions may not exceed 5% of its capital stock;
  6. resolves to set the maximum purchase price at €110 per share (excluding acquisition costs). In the event of capital increase through the capitalization of premiums, reserves or profits by allocations of free shares to shareholders as well as in the event of a division of shares, reverse stock split or any other transaction affecting the capital stock, the aforementioned price will be adjusted by a multiplication coefficient equal to the ratio of the number of Company shares prior to the transaction and the number of shares after the transaction. On this basis, and for information only, based on the capital stock at December 31, 2020 comprising 138,035,801 shares, and without taking into account the shares already held by the Company, the theoretical maximum purchase amount for the program (excluding acquisition costs) would amount to €1,518,393.800;
  7. the General Meeting grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
    - implement and proceed with the transactions described in this authorization;
    - sign and cancel all contracts and agreements for the purpose of the buyback, disposal or transfer of treasury shares;
    - place buy orders on all markets or conduct all over-the-counter transactions;
    - allocate or reallocate the acquired shares to different objectives;
    - prepare all documents, carry out all declarations, press releases and formalities with the *Autorité des Marchés Financiers* and all other authorities or organizations relating to the transactions carried out under this resolution;
    - set the terms and conditions under which shall be ensured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company;
    - carry out all formalities and in general, do all that may be deemed necessary or useful as part of the implementation of this authorization;
  8. resolves that these transactions may be carried out at the periods decided by the Board of Directors. However, during a public tender offer period, share buybacks may only be carried out provided that they (i) enable the Company to comply with commitments made by the latter prior to the opening of the offer period, (ii) are carried out as part of the continuation of a share buyback

program already in progress, (iii) are not likely to cause the offer to fail, and (iv) are in line with one of the objectives referred to above in points 2. a) and 2. b);

9. sets the validity of this authorization at 18 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of June 26, 2020 under its seventeenth resolution.

## PURVIEW OF THE EXTRAORDINARY GENERAL MEETING

**Seventeenth 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)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-130, L. 22-10-50, L. 225-132 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority to decide:
  - a) the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other foreign currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Code of commerce giving access, immediately or in the future, to shares in the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the capital stock (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation;
  - b) the increase in the capital stock, in one or several installments, in the proportions and under the procedures it deems appropriate, by capitalization of reserves, profits, premiums and any other amounts which can be capitalized, by issuing shares or allocating free shares, or by increasing the par value of existing shares, or by a combination of these two procedures.
2. resolves that if the Board of Directors uses the delegation of authority defined in 1.b), that fractional shares shall not be negotiable nor transferable and the corresponding shares shall be sold; the proceeds from the sale shall be allocated to the holders of such rights within the period provided for by the regulation;
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
  - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €290 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling constitutes the total maximum nominal value of the issues carried out pursuant to the seventeenth, eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally;
  - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that this ceiling (i) constitutes the total maximum nominal value of issues carried out pursuant to the seventeenth, eighteenth,



nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) shall be increased, if applicable, by all redemption premiums above par and (iii) this ceiling does not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;

4. resolves that, as part of the issues referred to in 1.a), shareholders may exercise, under the conditions provided by the law, their preferential subscription rights by way of right to shares and securities giving access to shares. The Board of Directors may also set up for the benefit of shareholders a preferential subscription right for excess shares that shall be exercised in a proportional way to the subscription rights that they hold and up to the level of their requests. If the subscriptions as of right and, if applicable, for excess shares together do not result in the full subscription of the issuance, the Board of Directors may use, in the order that it deems appropriate, one or more of the options provided by Article L. 225-134 of the French Code of commerce;
5. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
6. resolves that the Company may issue share subscription warrants through a subscription offer, but may also do so by granting free share awards to existing shareholders, it being specified that the fractional rights shall be sold in accordance with the terms and conditions provided for by the applicable laws and regulations;
7. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
  - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created;
  - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amount the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect;
  - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions;
  - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
8. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
9. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under its eighteenth resolution.

**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 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)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-135, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 et seq.:

1. delegates its authority to the Board of Directors in order to decide the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in foreign currency or using any other currency unit set up by reference to a group of currencies, by way of a public offering (with the exception of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code), (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Code of commerce giving access, immediately or in the future, to shares in the Company and/or in a company in which the Company owns, directly or indirectly, at the time of the issue over half of the capital stock (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by any means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;

The shares and/or securities listed above may also be used as consideration for shares contributed by the Company in a public exchange offer comprising an exchange component initiated by the Company in France or abroad according to local rules on securities meeting the conditions set by Article L. 22-10-54 of the French Code of commerce;

2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the nineteenth resolution (or any other resolution that may be substituted at a later date);
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
  - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally;
  - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the seventeenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
4. resolves to remove the preferential subscription rights of shareholders to the shares and securities giving access, immediately or in the future, to shares, that will be issued under this delegation, while

leaving the option for the Board of Directors, however, to grant shareholders after a time period and according to the terms and conditions that it shall set in compliance with applicable laws and regulations and for all or part of the issue, a right to priority subscription that shall not give rise to the creation of negotiable rights and that must be exercised proportionally to the number of shares owned by each shareholders and may possibly include a right to the subscription of excess shares;

5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions on the condition that they reach at least three-quarters of the decided issue and/or freely allocate all or part of the unsubscribed shares or securities;
6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Code of commerce by a Subsidiary);
7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
  - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created;
  - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect;
  - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions;
  - in the event of the issue of shares and securities as compensation for securities contributed within the framework of a public exchange offer with an exchange component, set the list of securities to be contributed to the exchange, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, without the conditions for fixing the price provided in this resolution being applied, and set the terms and conditions for the issue within the framework of a public exchange offer, an alternative purchase or exchange offer, a unique offer for the purchase or exchange against payment in securities and cash, a public tender offer or an exchange offer, followed by a supplemental exchange offer or public tender offer, or any other form of tender offer in accordance with the law and regulations applicable to the said tender offer;
  - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital

increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;

9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under its nineteenth resolution.

**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 an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority to decide the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, by way of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Code of commerce giving access, immediately or in the future, to shares in the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the capital stock (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;
2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the eighteenth resolution (or any other resolution that may be substituted at a later date);
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
  - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally;
  - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the seventeenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption

premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;

4. resolves to remove the preferential subscription rights for shareholders to shares and securities giving access, immediately or in the future, to shares, to be issued under this delegation;
5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions on the condition that they reach at least three-quarters of the decided issue and/or freely allocate all or part of the unsubscribed shares or securities;
6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Code of commerce by a Subsidiary);
7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
  - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created;
  - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect;
  - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions;
  - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the

General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under its twentieth resolution.

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

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the French Code of commerce:

1. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, for each of the issues decided in application of the seventeenth, eighteenth and nineteenth resolutions (or all resolutions that may be substituted at a later date), to increase the number of securities to be issued, subject to the periods and up to the ceilings set by the law at the date of the issue;
2. resolves that the maximum nominal value of capital increases that may result from the use of this authorization shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided, and if applicable from the sub-ceiling indicated in the resolution under which the initial issue was decided;
3. resolves that the maximum nominal value of debt securities that may be issued pursuant to this resolution shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided;
4. decides that the Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
5. sets at 26 months, from the date of this General Meeting, the validity of this authorization and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of June 26, 2020 under its twenty-first resolution.

**Twenty-first 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)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Code of commerce, notably its Articles L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 et seq.:

1. delegates to the Board of Directors the powers necessary to decide the issue, in one or several installments, in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Article L. 228-92 paragraph 1 of the French Code of commerce giving access, immediately or in the future, to shares in the Company (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares, for the purpose of compensating contributions in kind granted to the Company and comprising equity securities and/or securities giving access to the capital stock, when the provisions of Article L. 22-10-54 of the French Code of commerce are not applicable;

2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation, as follows:
  - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at €95 million or the equivalent in any other currency or currency unit established by reference to several currencies (without exceeding the limits stipulated by applicable legal provisions in force on the day of the Board of Directors' decision), it being stipulated that (i) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other cases of adjustment, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the capital stock proportionally;
  - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of €1 billion set in the seventeenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
3. acknowledges that, in accordance with the law, the shareholders shall not have preferential subscription rights to the securities issued under this delegation, as the latter have the objective of compensating contributions in kind;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
  - decide the issue as compensation for contributions in kind;
  - decide the list of shares and securities contributed, approve the report by the Contributions Auditor on the assessment of the contributions and the granting of specific benefits and reduce the assessment of the contributions or the compensation for specific benefits, if the contributors accept;
  - determine the terms and conditions, amounts and dates of the issues, as well as the type and characteristics of the shares and securities to be created, including, if applicable the amount of cash adjustment to be paid;
  - set all the terms and conditions for the transactions authorized under the conditions provided by Article L. 22-10-53 of the French Code of commerce;
  - suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues

and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect;

- set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions;
  - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
  7. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under its twenty-second resolution.

**Twenty-second 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*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Code of commerce:

1. authorizes the Board of Directors to carry out, in one or several installments, at the times and in the proportions it deems appropriate, the grant of existing Company shares or shares to be issued, for the benefit of (i) beneficiaries or categories of beneficiaries it will determine among the employees of the Company or companies or economic groups that are directly or indirectly affiliated with it under the meaning of Article L. 225-197-2 of the French Code of commerce and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Code of commerce. In the event of the granting of shares to be issued, this authorization shall constitute, after the vesting period(s), authorization for a capital increase by way of the capitalization of reserves, premiums or profits, for the beneficiaries of the said shares;
2. resolves that the total number of shares granted for free under this authorization may not exceed 2,000,000 (two million) shares. To this ceiling shall be added, if applicable, the shares to be issued in respect of adjustments to be made to preserve the rights of the beneficiaries of the free shares;
3. resolves that the total number of shares that may be granted for free to the executive and non-executive corporate officers may not exceed 10% of the number indicated in paragraph 2. above;
4. resolves that the free share grant to the beneficiaries shall become permanent at the end of a vesting period whose length shall be set by the Board of Directors and that may not be shorter than three years. By way of an exception, the permanent allocation shall take place before the vesting period in the event of invalidity of the beneficiary corresponding to the classification in second or third categories stipulated in Article L. 341-4 of the French Social Security Code; the General Meeting authorizes the Board of Directors to decide whether to provide for a holding obligation after the vesting period;
5. resolves that the permanent share grant by virtue of this authorization will necessarily be subject to the fulfillment of one or several performance conditions that the Board of Directors will determine;
6. acknowledges that this authorization automatically constitutes a waiver by the shareholders of their preferential subscription right for the beneficiaries on the new shares that could be issued;



7. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
  - implement this authorization and set the terms as well as the conditions applicable to allocations, and notably performance conditions, record their fulfillment;
  - determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share grants among the employees and corporate officers of the Company or of the aforementioned companies or groupings, as well as the number of shares granted to each of them;
  - decide whether or not to set a holding obligation at the end of the vesting period and, if so, determine its duration and take all necessary measures to ensure compliance by the beneficiaries;
  - if applicable, record the existence of sufficient reserves and upon each grant transfer to the unavailable reserve account the sums needed to pay up the new shares that are to be granted;
  - if applicable, when the time comes, record the capital increase(s) through capitalization of reserves, premiums or profits resulting from the issue of new shares that are permanently granted, set the dividend date of the future shares, amend the bylaws accordingly, and, more generally, carry out all the required actions and formalities;
  - if applicable, acquire the shares needed as part of the share buy-back program and allocate them to the share grant plan(s) applying to existing shares;
  - If applicable, determine the effects on the beneficiaries' rights from transactions changing the capital or shareholders' equity completed during the vesting period and if necessary, adjust the beneficiaries' rights;
  - and more broadly, acting within the law to take all actions that the implementation of this authorization requires.
8. resolves that this authorization will be effective as of July 31, 2021, and acknowledges that it will supersede, from the same date for the unused portion at this same date, the authorization granted to the Board of Directors by the General Meeting of June 26, 2020 under its twenty-third resolution;
9. sets the validity of this authorization at 26 months, as of July 31, 2021.

**Twenty-third 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*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance notably with the provisions of Articles L. 225-129-6, L. 225-138-1, L. 228-91 *et seq.* of the French Code of commerce, and L. 3332-18 *et seq.* of the French Labor Code:

1. delegates its authority to the Board of Directors so that it may, if it deems necessary and at its sole discretion and in the proportions that it shall decide, increase the capital stock in one or several transactions by issuing (i) shares and/or (ii) securities giving access to shares in the Company to be issued, in favor of the beneficiaries of one or several Company or Group savings plans (or equivalent) established by the Company and/ or by French or foreign companies affiliated to it, under the conditions of Article L. 225-180 of the French Code of commerce and Article L. 3344-1 of the French Labor Code;

2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
  - a) the maximum nominal value of the capital increases that may result from the use of this delegation is set at 2% of the amount of capital stock at the date of this General Meeting. If applicable, this amount may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments;
  - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be increased, if applicable, by all redemption premiums above par and (ii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Code of commerce;
3. resolves to remove the preferential subscription rights for shareholders to the shares and securities that may be issued pursuant to this delegation for the benefit of the beneficiaries defined in paragraph 1.;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the price of the shares or securities giving access to shares that may be issued pursuant to this delegation may not be more than 30% lower, or 40% lower when the lock-up period stipulated in the plan applicable under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more, than the average of the listed share price during the 20 trading sessions prior to the date of the decision fixing the opening date of the subscription, nor higher than this average;
6. resolves, in application of the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allocate to beneficiaries defined in paragraph 1. above, free existing shares or shares to be issued or other securities giving access to the Company's share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for Company or Group savings plans and/or (ii) if applicable, the discount and may decide in the event of the issue of new shares in respect of the discount and/or employer contribution, to capitalize the reserves, earnings or issue premiums required to pay up the said shares; Free translation for information purposes
7. resolves that the Board of Directors shall have all powers to implement this delegation, with the option of subdelegation under legal conditions, notably to:
  - decide the issue, set under legal conditions the scope of companies from which the beneficiaries indicated above may subscribe to the shares or securities giving access to shares and benefit, if applicable, from free shares or securities giving access to shares;
  - set the terms and conditions of the operations and set the dates and terms and conditions for the issues that may be carried out pursuant to this delegation;
  - set the opening and closing dates for subscriptions, dividend dates, even retroactive, the terms and conditions for the payment of the shares, grant deadlines for paying up the shares, request admission to trading for the shares created wherever it shall decide;
  - on its sole discretion, if it deems appropriate, deduct the capital increase costs from the amount of premiums related to these increases and deduct from this amount the sums necessary to fund the statutory reserve at one tenth of the new level of capital resulting from these capital increases;

- record the completion of the capital increases corresponding to the amount of shares effectively subscribed, accomplish, directly or through an agent, all operations and formalities related to the increases in capital stock, including the corresponding amendment to the bylaws;
8. decides that this delegation will be effective as of July 31, 2021 and will cease its effects at the same date as the end of the validity date provided for the seventeenth to twenty-first delegations submitted to this General Meeting (i.e. 26 months as of the date of this General Meeting) and acknowledges that this delegation will supersede, as of July 31, 2021, for the unused portion, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under the terms of its twenty-fourth resolution.

**Twenty-fourth resolution** - *Delegation of authority to be granted to the Board of Directors in view of carrying out share capital increases, with removal of preferential subscription rights, in favor of a category of beneficiaries*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, in accordance notably with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Code of commerce:

1. delegates its authority to the Board of Directors to increase the Company's share capital, on one or more occasions, at the time or times and in the proportions it considers appropriate, by issuing shares or other equity securities granting access to the Company's share capital reserved for the class of beneficiaries defined below;
2. resolves that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation will be 0.6% of the amount of capital stock at the date of this General Meeting, this amount being counted toward the cap provided for in the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 (or any resolution that may be substituted for it at a later date);
3. resolves to remove the preferential subscription rights for shareholders to any shares or other equity securities, and to the equity securities to which such equity securities would entitle them, that would be issued pursuant to this resolution and to reserve the right to subscribe for them to the category of beneficiaries that meet the following criteria:
  - a) employees and corporate officers of foreign companies belonging to the Faurecia group related to the Company under the conditions set out in Article L. 225-180 of the French Code of commerce and Article L. 3344-1 of the French Labor Code, and/or
  - b) mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or
  - c) any banking establishment or subsidiary of such an establishment acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a) to this paragraph, provided that the authorized person's subscription in accordance with this resolution is necessary or beneficial in allowing the above-mentioned employees or corporate officers to benefit from employee shareholding or savings plans with economic benefits equivalent or similar to the plans that other Faurecia group employees benefit from;
4. decides that the price of the shares that may be issued pursuant to this delegation will be (i) equal to a Company's average listed share price over the 20 trading days preceding the day that the decision is made to set the opening date of the subscription period less a discount not exceeding 30% or (ii) as an alternative to the price set by the Chief Executive Officer in the context of a simultaneous operation carried out pursuant to the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 (or any resolution that may subsequently substitute for it);

5. resolves that the Board of Directors will have full powers, under the conditions provided for by law and within the limits set above, with the power of sub-delegation, to implement this delegation and specifically to:
  - decide on the issue and upon the list of companies whose beneficiaries mentioned above may subscribe to the shares or equity securities granting access to capital thus issued, and adopt the list of beneficiaries;
  - set the terms and conditions of the transactions and determine the dates and terms of the issues to be carried out pursuant to this delegation,
  - set the opening and closing dates of the subscription period, the dates of entitlement to dividends (including retroactive ones), the terms and conditions for paying up the shares, grant deadlines for paying up the shares, conduct the listing of the newly issued shares in any place where it shall deem appropriate,
  - at its sole discretion, if it deems it appropriate, allocate the fees for the share capital increases to the resulting premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital resulting from these share capital increases,
  - note the completion of the capital increases up to the amount of the shares or equity securities effectively subscribed, and carry out, directly or through an agent, all operations and formalities relating to the capital increases, including the corresponding amendment of the bylaws;
6. decides that this delegation granted to the Board of Directors shall remain valid for a period of 18 months as from the date of this General Meeting.

**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*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Code of commerce:

1. authorizes the Board of Directors to reduce the capital stock, in one or several installments, at such times and in the proportions it deems appropriate, through the cancellation of all or part of the shares that the Company holds or may acquire as part of share buy-back programs authorized by the General Meeting, up to a limit of 10% of the shares comprising the Company's capital stock (i.e. for information at December 31, 2020, 13,803,580 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's capital stock that shall, if applicable, be adjusted to take into account the operations affecting the capital stock after this Meeting.
2. resolves that the difference between the carrying amount of the cancelled shares and their nominal value may be deducted from all available reserve items and premiums, including the statutory reserve, up to a limit of 10% of the capital reduction carried out;
3. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by the law, to carry out, on its sole discretion the cancellation and capital reduction operation(s) that may be carried out pursuant to this authorization, carry out the deduction indicated above, as well as make the corresponding amendments to the Company's bylaws, accomplish all formalities and more generally, take all necessary or useful actions in order to implement this authorization;
4. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted by the General Meeting of June 26, 2020 under its twenty-fifth resolution.

**Twenty-sixth resolution** – *Amendment to Article 30 of the bylaws on threshold crossing in order to simplify the notification procedure*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report by the Board of Directors, resolves to amend as indicated in the

table below paragraph 1 of Article 30 of the bylaws on threshold crossing, with the remainder of the Article remaining unchanged:

Old draft	New draft
<b>Article 30 Threshold crossing</b>	<b>Article 30 Threshold crossing</b>
<p>"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L.233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company <u>by recorded delivery mail</u> of the total number of shares and voting rights held no later than four business days after occurrence."</p>	<p>"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L.233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company <b>in writing</b> of the total number of shares and voting rights held no later than four business days after occurrence."</p>

It is stipulated, as required, that the underlining and highlighting in the text of the table above has the sole purpose of facilitating the identification of amendments and does not come from the old draft of the bylaws and/or will not be entered into the new draft of the bylaws.

**Twenty-seventh resolution - Bringing the bylaws into compliance - Amendment of Article 16 of the bylaws relating to the compensation of Board members and Article 23 of the bylaws relating to related-parties agreements**

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report of the Board of Directors, resolves to amend as indicated in the table below (i) paragraph 2 of Article 16 of the bylaws relating to Board members' compensation, with the remainder of the Article remaining unchanged, and (ii) paragraph 6 of Article 23 of the bylaws relating to related-party agreements, with the remainder of the Article remaining unchanged:

Old draft	New draft
<b>Article 16 Compensation of Board Members</b>	<b>Article 16 Compensation of Board Members</b>
<p>"The Board of Directors shall distribute this compensation among its members in the proportions it deems appropriate. »</p>	<p>"The Board of Directors distributes this compensation among its members in the proportions it deems appropriate <b><u>under the conditions provided for by the regulations.</u></b> »</p>
<b>Article 23 Related parties agreement</b>	<b>Article 23 Related parties agreement</b>
<p>"The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 <u>paragraph 1</u> of the French Code of commerce."</p>	

"The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 of the French Code of commerce." It is stipulated, as required, that the underlining and highlighting in the text of the table above has the sole purpose of facilitating the identification of amendments and does not come from the old draft of the bylaws and/or will not be entered into the new draft of the bylaws.

## PURVIEW OF THE ORDINARY GENERAL MEETING

### **Twenty-eighth resolution - Powers for formalities**

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, grants all powers to the bearer of an original, copy, or extract of these minutes to accomplish all registration and notification formalities required by law.

\* \* \*

**Warning: The modalities presented hereafter take into consideration the Covid-19 sanitary crisis and take into account the legal and regulatory provisions in force in this context.**

**The General Meeting of May 31, 2021 will be held behind closed doors, without the physical presence of shareholders and other persons entitled to attend.**

**No admission card to this General Meeting will be issued. As a consequence, shareholders are invited to exercise their rights prior to the meeting. Shareholders are strongly advised to prioritize electronic voting.**

## I — Specific modalities on ways to participate

### 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. As the General Meeting will be 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 by mail (*vote par correspondance*);
- or by giving a proxy to any natural or legal person of his/her choice (to vote by mail);
- or by giving a proxy to the Chairman of the General Meeting.

Shareholders may exercise their rights:

- either through VOTACCESS internet site;
- or through the voting form to be returned by postal services.

Any shareholder is entitled to give a proxy for this General Meeting provided that such information is provided to the issuer or its centralizer under the conditions provided for by the current legislation (please refer to section "*Warning: process of proxies given to a nominated person*" hereafter). 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 draft resolutions presented or approved by the Board of Directors and will vote against all other draft resolutions.

### 1.2. Preliminary formalities

Pursuant to Article R. 22-10-28 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 Code of commerce, on the second business day preceding the General Meeting, at 0:00, Paris time, i.e. on May 27, 2021, 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) mail 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 May 31, 2021 will be held behind closed doors

The General Meeting of May 31, 2021 being held without the physical presence of the shareholders and other persons entitled to attend, 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 vote by mail

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

Shareholders wishing to vote by mail or 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 mail 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 mail voting and proxy form to the intermediary with which their shares are registered or by postal services 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 by CACEIS Corporate Trust no later than six days prior to the General Meeting date, i.e. May 25, 2021.

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

The mail 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 May 28, 2021 (please refer to the section below for proxies granted to a nominated person).

#### **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, as amended and extended, any shareholder giving a proxy to one of the persons referred to in Article L. 225-106 and to Article L.22-10-39 of the French Code of commerce will have to send his/her proxy to CACEIS Corporate Trust 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 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 vote by mail through internet

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 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 (please refer to section "*Warning: process of proxies given to a nominated person*" hereafter). 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 Articles R.225-79 and R.22-10-24 of the French Code of commerce by sending an email to the following address: [ct-mandataires-assemblees@caceis.com](mailto: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 (please refer to section "*Warning : process of proxies given to a nominated person*" hereafter).

VOTACCESS website for the May 31, 2021 General Meeting will be open as of May 10, 2021.

The opportunity to vote by mail, 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, as amended and extended, any shareholder giving a proxy to one of the persons referred to in Articles L. 225-106 and L.22-10-39 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](mailto: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 platform, shareholders are advised not to wait until the day before the General Meeting to vote.

### **3. Change in ways of participation**

As an exemption from III of Article R. 22-10-28 of the French Code of commerce and pursuant to Article 7 of Decree No. 2020-418 of April 10, 2020 as amended and extended, each shareholder who has already cast a vote by mail, sent a proxy or requested his/her admission card or an attendance certificate may choose another way to participate in the General Meeting provided that his/her new instruction in this regard reaches the Company within a period of time that is compatible with each way of participation and described hereof. Previous instructions received will then be revoked.



### **III — Sale of shares**

Shareholders who have already cast a vote by mail or sent a proxy or requested an attendance certificate 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 — Requests for putting items on the agenda or draft resolutions**

Requests for putting items on the agenda or draft resolutions by shareholders or associations of shareholders that meet conditions set out by applicable law must be sent to the Company's registered office to the following address: Faurecia, Direction juridique, 23/27 avenue des Champs Pierreux, 92000 Nanterre, by registered letter with acknowledgement of receipt, or electronically to the following address: [inscriptions.resolutions@faurecia.com](mailto:inscriptions.resolutions@faurecia.com), and be received not later than twenty-five days prior to the date of the General Meeting. The following email address may only be used for requests to add items or proposals for resolutions to the agenda of the general shareholders' meeting: [inscriptions.resolutions@faurecia.com](mailto:inscriptions.resolutions@faurecia.com); any other requests or notifications concerning any other matter will not be taken into account and/or processed.

These requests must be motivated and accompanied by a certificate of account registration proving that the authors of the request possess or represent the fraction of the share capital required by applicable regulation as of the request date. It is reminded that review by the General Meeting of the items on the agenda or of the draft resolutions filed by shareholders shall be subject to the transmission by the authors of a new certificate evidencing registration of shares in the accounts on D-2.

The draft resolutions with the reasons for their insertion as well as a list of the items added to the agenda will be disclosed to the shareholders pursuant to the conditions set out by applicable regulation and will be published on the Company's website.

### **V. — Written questions**

Shareholders may submit written questions to the Company. These questions should be addressed to the Chairman of the Board of Directors 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@faurecia.com](mailto:questions.ecrites@faurecia.com), and shall be received no later than the end of the second business day preceding the date of the General Meeting, pursuant to Article 8-2 of Decree No. 2020-418 of April 10, 2020 as amended and extended, i.e. May 27, 2021. 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@faurecia.com](mailto:questions.ecrites@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.

All written questions asked by shareholders and answers brought will be published in the section dedicated to questions and answers on the Company's website, at the latest, by the end of the fifth business day following the Meeting.

Furthermore, the Company will indicate soon, on the section dedicated to the 2021 General Meeting on its website, the modalities for shareholders to ask questions in addition to the legal provisions framing written questions.

**VI — Information right**

All documents and information relating to the General 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. 22-10-23 of the French Code of commerce will be available on the Company's website ([www.faurecia.com](http://www.faurecia.com)) at the latest on the twenty-first day preceding the General ' Meeting, i.e. by Monday May 10, 2021.

This meeting notice will be followed by a convening notice, stating any changes to the agenda, to the inclusion of items or draft resolutions submitted by shareholders.

**THE BOARD OF DIRECTORS**