

FAURECIA

Statutory Auditors' report on the authorization to grant free existing shares or shares to be issued

**General Meeting of May 31, 2021
Resolution n°22**

MAZARS
Tour Exaltis
61 rue Henri Regnault
92400 Courbevoie
S.A. à directoire et conseil de surveillance
au capital de € 8 320 000
784 824 153 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG Audit
Tour First
TSA 14444
92037 Paris-La Défense cedex
S.A.S. à capital variable
344 366 315 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

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This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Annual General Meeting of Faurecia,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of article L.225-197-1 of the French Commercial Code (Code de commerce), we hereby report to you on the proposed authorization to grant free existing shares or shares to be issued to (i) the benefit of beneficiary members or category of beneficiaries among employees of the Company or of companies or economic groups that are directly or indirectly affiliated with it within the meaning of Article L. 225-197-2 of the French Code of Commerce and/or (ii) and/or corporate officers who meet the criteria set by Article L. 225-197-1 of the French Code of Commerce, an operation upon which you are called to express an opinion.

The total number of shares that may be granted under the authorization may not exceed 2,000,000 shares, it being stipulated that the total number of shares that may be granted to the executive corporate officers may not exceed 10% of that amount. The total number of shares that may be granted under the authorization may not exceed 10% of company's equity on the date the board of directors decides to grant the shares.

The final grant of shares under this authorization will be compulsorily subject to the achievement of one or more performance conditions the Board of Directors will determine according to the modalities set forth in its report.

On the basis of the Board of Directors' report, the shareholders are requested to authorize the Board of Directors, for a period of twenty-six (26) months from July 31, 2021, to grant existing shares or shares to be issued.

It is the Board of Directors' responsibility to prepare a report on the proposed transaction. It is our responsibility, where applicable, to report to you on the information provided to you on the proposed transaction.

We performed the procedures that we deemed necessary in accordance with professional standards of the French *Compagnie nationale des commissaires aux comptes*, applicable to such engagement. These procedures consisted primarily in verifying that the arrangements proposed and the information provided in the Board of Directors' report comply with the applicable legal provisions.

We have no matters to report on the information provided in the Board of Directors' report concerning the proposed authorization to grant free shares.

Courbevoie and Paris La Défense, May 7, 2021

The Statutory Auditors

MAZARS

ERNST & YOUNG Audit

David Chaudat

Grégory Derouet

Jean-Roch Varon

Guillaume Brunet-Moret