

FAURECIA

Statutory Auditors' report on the issue of securities with cancellation of shareholders' pre-emptive subscription rights

**General Meeting of May 31, 2021
Resolution n°24**

MAZARS
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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
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S.A.S. à capital variable
344 366 315 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
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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 articles L.228-92 and L.225-135 et seq. of the French Commercial Code (Code de commerce), we hereby report to you on the proposed delegation of authority to the Board of Directors to give access to the company's capital by issuing shares and other equity securities, with cancellation of shareholders' pre-emptive subscription rights, operation upon which you are being asked to vote.

This issue will be reserved for

- (i) employees and corporate officers of foreign Faurecia Group companies that are related to the Company in accordance with article L. 225-180 of the French Commercial Code and article L. 2244-1 of the French Labor Code (Code du travail), and/or
- (ii) UCITS or other entities, with or without legal personality, for employee shareholding invested in the company's securities whose unitholders or shareholders will be the persons mentioned in (i) on this paragraph, and/or
- (iii) any banking institution or subsidiary of such an institution acting at the request of the company for the purposes of establishing a stock ownership plan or saving plan for the benefit of persons referred in (i) of this paragraph to the extent where the use of the authorized person's subscription in accordance with this resolution would be necessary or desirable to enable the employees or corporate officers referred to above to benefit from employee shareholding or employee savings plans that are equivalent or similar in terms of economic advantage to those enjoyed to other Faurecia Group employees

The maximum nominal amount of the capital increases that may result from the use of this delegation is set at 0.6% of the share capital on the day of the General meeting, this amount will be deducted from the overall ceiling provided by the twenty-fourth (24) resolution adopted at the General meeting of June 26, 2020 (or any resolution which would subsequently substitute it).

On the basis of the Board of Directors' report, the shareholders are requested to delegate with option of subdelegation to the Board of Directors, for a period of eighteen (18) months from the date of this General Meeting, the authority to decide on an issue and to cancel the shareholders' pre-emptive subscription rights to the securities to be issued. Where applicable, the Board of Directors will be responsible for setting the final terms and conditions of any such issue.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225 113 et seq. of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed cancellation of the shareholders' pre-emptive subscription rights, and on certain other information relating to the issue, which is presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards of the French *Compagnie nationale des commissaires aux comptes*, applicable in France to such engagement. These procedures consisted in verifying the information provided in the Board of Directors' report pertaining to the transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issue, we have no matters to report as regards the methods used to set the issue price of the shares to be issued given in the Board of Directors' report.

As the final terms and conditions of the issue have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of the shareholders' pre-emptive subscription rights.

In accordance with article R.225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of authority.

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