

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 June 26, 2020 at 10 a.m. at the registered office, 23/27 avenue des Champs-Pierreux, 92000 Nanterre, to deliberate on the following agenda and draft resolutions.

Warning

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

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

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

The modalities of participation in the General Meeting may change according to health imperatives and/or legal requirements. Shareholders are invited to regularly view the section dedicated to the 2020 Annual General Meeting including updated information on holding, organization, participation and voting to such meeting, on the Group's website at www.faurecia.com.

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

Agenda

Purview of the Ordinary General Meeting

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

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

Third resolution - Appropriation of income for the fiscal year

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

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

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

Seventh resolution - Renewal of Odile Desforges as a Board member

Eighth resolution - Renewal of Linda Hasenfratz as a Board member

Ninth resolution - Renewal of Olivia Larmaraud as a Board member

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

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

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

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

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

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

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

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

Purview of the Extraordinary General Meeting

Eighteenth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)

Nineteenth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through a public offering (excluding offers referred to in 1° of Article L.411-2 of the French Monetary and Financial Code) and/or as compensation for shares as part of a public exchange offer (suspension during tender offer periods)

Twentieth resolution - Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)

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

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

Twenty-third resolution - Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, with waiver by the shareholders of their preferential subscription rights

Twenty-fourth resolution - Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access to shares, with removal of preferential subscription rights for the benefit of members of a company savings plan

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

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

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

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

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

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

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

Purview of the Ordinary General Meeting

Thirty-second resolution - Powers for formalities

Draft resolutions**PURVIEW OF THE ORDINARY GENERAL MEETING**

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

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, 2019 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ending December 31, 2019, as presented, which show a profit of €477,124,055.16, 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 €156,738.85, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €53,965.53.

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

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, 2019 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, 2019, as presented, which show a profit (attributable to the owners of the parent) of €589,666,217.65, as well as the operations reported in these financial statements and summarized in these reports.

Third resolution - Appropriation of income for the fiscal year

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, 2019 as follows:

Profit for the fiscal year	€477,124,055.16
Appropriation to the statutory reserve ⁽¹⁾	-
Balance	€477,124,055.16
Previous retained earnings	€1,416,398,689.02
Distributable income	€1,893,522,744.18
Distributed dividend	-
Retained earnings	€1,893,522,744.18

⁽¹⁾ The amount of the statutory reserve reached the threshold of 10% of the capital stock

As a consequence, it decides to appropriate the full amount of the profits for the fiscal year ending December 31, 2019 to retained earnings.

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:

Fiscal year	Gross dividend per share (in €)⁽¹⁾	Total (in €)
2016	0.90	€124,232,220.90 ⁽²⁾
2017	1.10	€151,839,381.10 ⁽²⁾
2018	1.25	€172,544,751.25 ⁽²⁾

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

(2) 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 regulated 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 regulated agreements, acknowledges the conclusions of this report which do not mention any new regulated agreement entered into the fiscal year ended on December 31, 2019.

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

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 regulated agreements, approves, pursuant to former Article L. 225-42-1 of the French Code of commerce, the modification to the specific supplementary defined benefits pension scheme, as indicated in the Statutory Auditors' special report.

Sixth resolution - Renewal of Michel de Rosen as a 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 Michel de Rosen for a period of four years.

The term of office of Michel de Rosen will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Seventh resolution - Renewal of Odile Desforges as a 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 term of office of Odile Desforges for a period of four years.

The term of office of Odile Desforges will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Eighth resolution - Renewal of Linda Hasenfratz as a 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 term of office of Linda Hasenfratz for a period of four years.

The term of office of Linda Hasenfratz will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

Ninth resolution - *Renewal of Olivia Larmaraud as a 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 term of office of Olivia Larmaraud for a period of four years.

The term of office of Olivia Larmaraud will expire following the Ordinary General Meeting to be held to approve the financial statements for the fiscal year ending December 31, 2023.

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

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, sets at €900,000 the amount of compensation allocated to the Board of Directors on an annual basis for the 2020 fiscal year and for each of the subsequent fiscal years until a new decision is taken.

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

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. 225-100, II of the French Code of commerce, the information indicated in Article L. 225-37-3, I of the French Code of commerce in respect of the fiscal year ended December 31, 2019 as presented, as indicated in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2018 and 2019" and 3.3.2 "Board members' compensation in respect of the 2018 and 2019 fiscal years".

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

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. 225-100, III 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, 2019 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 2019 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 2019 or awarded in respect of this same fiscal year."

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

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. 225-100, III 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, 2019 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 2019 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 2019 or awarded in respect of this same fiscal year."

Fourteenth resolution - *Approval of the compensation policy for Board members for the 2020 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 2020 fiscal year, approves, in application of Article L. 225-37-2, II of the French Code of commerce, the compensation policy for Board members as presented in the corporate governance report included in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.1 "Compensation policy for the Board Members".

Fifteenth resolution - *Approval of the compensation policy for the Chairman of the Board of Directors for the 2020 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 2020 fiscal year, approves, in application of Article L. 225-37-2, 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 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.2 "Compensation policy for the Chairman of the Board".

Sixteenth resolution - *Approval of the compensation policy for the Chief Executive Officer for the 2020 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 2020 fiscal year, approves, in application of Article L. 225-37-2, II of the French Code of commerce, the compensation policy for the Chief Executive Officer as presented in the 2019 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.4.1 "Compensation policy for corporate officers" and 3.3.4.1.3 "Compensation policy for the Chief Executive Officer".

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

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 Articles L. 225-209 et seq. of the French Code of commerce, 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 securities giving access to the allocation of Company shares;
 - c) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible external growth transactions;
 - d) cancel shares;
 - e) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the practices permitted 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, 2019), 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 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, 2019 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:
 - 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. The Board of Directors may not, without the prior authorization of the General Meeting, use this authorization during a tender offer launched by a third party, involving Company shares, until the end of the offer;
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 May 28, 2019 under its sixteenth resolution.

PURVIEW OF THE EXTRAORDINARY GENERAL MEETING

Eighteenth resolution - *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (suspension during tender offer periods)*

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. 225-132 and L. 228-91 et seq.:

1. delegates powers to the Board of Directors 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 powers 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 powers, 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 eighteenth, nineteenth, twentieth and twenty-second 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 eighteenth, nineteenth, twentieth and twenty-second 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 powers, 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 May 28, 2019 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 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. 225-136, L. 225-148 and L. 228-91 et seq.:

1. delegates its powers 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) 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. 225-148 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 twentieth 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 powers, 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 nineteenth, twentieth and twenty-second 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 eighteenth 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 eighteenth 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, 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 powers, 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 May 28, 2019 under its twentieth resolution.

Twentieth resolution - *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company and/or a Subsidiary, with removal of preferential subscription rights through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)*

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, 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 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 powers, 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 nineteenth, twentieth and twenty-second 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 eighteenth 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 eighteenth 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;
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 powers, 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 May 28, 2019 under its twenty-first resolution.

Twenty-first resolution - *Authorization to increase the amount of issues provided for in the eighteenth, nineteenth and twentieth 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 eighteenth, nineteenth and twentieth 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 May 28, 2019 under its twenty-second resolution.

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

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, 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. 225-148 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 nineteenth, twentieth and twenty-second 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 eighteenth 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 eighteenth 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. 225-147 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 of powers, 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 as 26 months from this General Meeting.

Twenty-third resolution - *Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic groups, with waiver by the shareholders of their preferential subscription rights*

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 and L. 225-197-2 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 allocation of existing Company shares or shares to be issued, for the benefit (i) of 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 allocation 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. It is stipulated that this ceiling is set separately and independently from the ceilings set in the other resolutions submitted to this General Meeting. 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 lock-up 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;
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;
 - determining the identity of the beneficiaries and the number of shares granted to each of them;
 - deciding whether to set a lock-up obligation at the end of the vesting period and, where applicable, fixing its duration and taking all steps needed to ensure that the beneficiaries abide by it,
 - 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 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. 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 to the Board of Directors by the General Meeting of May 28, 2019 under its twenty-third resolution.

Twenty-fourth resolution - *Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access to shares, with removal of preferential subscription rights for the benefit of members of a company savings plan*

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 and L. 228-91 et seq. of the French Code of commerce, and L. 3332-18 et seq. of the French Labor Code:

1. delegates powers 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 powers, 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. It is stipulated that this ceiling is set separately and independently from the ceilings set in the other resolutions submitted to 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 is set separately and independently from the ceilings set in the other resolutions submitted to this General Meeting, (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. 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 members of a company savings plan;
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 than the average of the first share prices during the 20 trading sessions prior to the date of the decision fixing the opening date of the subscription, or 40% 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, 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 the above first paragraph, 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;

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 list 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, 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. 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 May 28, 2019 under its twenty-fourth resolution.

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. 225-209 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, 2019, 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 May 28, 2019 under its eighteenth resolution;

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

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, acknowledging the provisions of law no. 2019-486 of May 22, 2019 on company growth and transformation, resolves to amend as indicated in the table below (i) paragraph 1 of Article 12 of the bylaws on Board members representing employees, with the remainder of the article remaining unchanged, (ii) paragraph 1 of Article 16 of the bylaws on compensation of Board members, with the remainder of the article remaining unchanged and (iii) Article 23 of the bylaws on related parties agreement:

Old draft	New draft
<p>Article 12 Board members representing employees</p>	<p>Article 12 Board members representing employees</p>
<p>"Furthermore, pursuant to Article L. 225-27-1 of the French Code of commerce, the board of directors includes two board members representing Group employees. Should the number of board members appointed by the shareholders' meeting become less than <u>thirteen</u>, the number of board members representing employees could be reduced to one when the current mandate for board members representing employees expires."</p>	<p>"Furthermore, pursuant to Article L. 225-27-1 of the French Code of commerce, the board of directors includes two board members representing Group employees. Should the number of board members appointed by the shareholders' meeting become less than <u>nine</u>, the number of board members representing employees could be reduced to one when the current mandate for board members representing employees expires."</p>
<p>Article 16 Compensation of board members</p>	<p>Article 16 Compensation of board members</p>
<p>"Board members are entitled to a <u>fixed annual compensation consisting in attendance fees</u>. This amount, charged to the general expenses line item, is determined by an ordinary shareholders' meeting, and remains in force until otherwise decided by said meeting."</p>	<p>"Board members are entitled to <u>an annual fixed amount as compensation for their activities</u>. This amount, charged to the general expenses line item, is determined by an ordinary shareholders' meeting, and remains in force until otherwise decided by said meeting."</p>

Old draft	New draft
<p>Article 23 Related parties agreement</p>	<p>Article 23 Related parties agreement</p>
<p>"Any agreement referred to in Article L. 225-38 of the French Code of commerce entered into directly or indirectly or through an intermediary between the Company and its CEO, one of its deputy chief executive officers, one of its board members, one of its shareholders holding a fraction of voting rights greater than 10% or, if a corporate shareholder, the company controlling such shareholder under the meaning of Article L. 233-3 of the French Code of commerce, must be submitted to prior authorization by the board of directors.</p> <p>Likewise for agreements in which one of the persons referred to in the previous paragraph has an indirect interest.</p> <p>Agreements between the Company and another undertaking are also subject to prior authorization by the board of directors if the CEO, one of the deputy chief executive officers or one of the board members of the Company is the owner, a fully liable partner, manager, director, board member, supervisory board member or, in general, a person in any way involved in the management of that undertaking.</p> <p>The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 of the French Code of commerce.</p>	<p>"Any agreement referred to in Article L. 225-38 of the French Code of commerce entered into directly or indirectly or through an intermediary between the Company and its CEO, one of its deputy chief executive officers, one of its board members, one of its shareholders holding a fraction of voting rights greater than 10% or, if a corporate shareholder, the company controlling such shareholder under the meaning of Article L. 233-3 of the French Code of commerce, must be submitted to prior authorization by the board of directors.</p> <p>Likewise for agreements in which one of the persons referred to in the previous paragraph has an indirect interest.</p> <p>Agreements between the Company and another undertaking are also subject to prior authorization by the board of directors if the CEO, one of the deputy chief executive officers or one of the board members of the Company is the owner, a fully liable partner, manager, director, board member, supervisory board member or, in general, a person in any way involved in the management of that undertaking.</p> <p><u>The person directly or indirectly interested in the agreement may not take part in discussions nor vote on the requested authorization. Similarly, he/she cannot take part in the vote on the concerned agreement in shareholders' meeting and his/her shares are not taken into consideration when calculating the majority.</u></p> <p><u>Agreements indicated in this Article are published in accordance with the conditions set by the law.</u></p> <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> <p><u>A procedure to regularly assess whether agreements covering current operations signed under normal conditions meet these conditions must be implemented under the conditions provided for by the law. The persons directly or indirectly interested in one of these agreements must not take part in its assessment."</u></p>

It is stipulated, as required, that the underlining and highlighting in the text of the table below 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 - Amendment to Article 17 of the bylaws on the Chairman of the Board in order to modify the age limit for the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, resolves to amend paragraph 3 of Article 17 of the bylaws on the Chairman of the Board as follows, with the remainder of the article remaining unchanged:

Old draft	New draft
Article 17 Chairman of the board	Article 17 Chairman of the board
" The duties of the chairman of the board of directors automatically terminate on closure of the first shareholders' meeting held once he is over the age of <u>70</u> ."	" The duties of the chairman of the board of directors automatically terminate on closure of the first shareholders' meeting held once he is over the age of 75 ."

It is stipulated, as required, that the underlining and highlighting in the text of the table below 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-eighth resolution - Amendment to Article 14 of the bylaws on meeting of the Board of Directors in order to enable the Board of Directors to make decisions via written consultations subject to the conditions set by law

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, resolves to amend Article 14 of the bylaws on meeting of the Board of Directors in order to insert, after paragraph 5, a new paragraph drafted, with the remainder of the article remaining unchanged:

Old draft	New draft
Article 14 Meeting of the board of directors	Article 14 Meeting of the board of directors
N/A	"The board of directors may make decisions by written consultation of Board members under the conditions and on the subjects set by law."

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

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, resolves to amend Article 31 of the bylaws on threshold crossing as follows:

Old draft	New draft
<p>Article 31 Threshold crossing</p>	<p>Article 31 Threshold crossing</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 representing <u>2%</u> 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 by recorded delivery mail of the total number of shares and voting rights held no later than four business days after occurrence.</p> <p>Any shareholder failing to declare ownership as required above shall be deprived of voting rights for the non-declared fraction if one or several shareholders present or represented at a shareholders' meeting, and collectively holding a share capital fraction (or voting rights) of at least <u>2%</u>, make a request to this effect, logged in the minutes of the shareholders' meeting.</p> <p><u>This measure completes the legal measure of Article L. 233-7 of the French Code of commerce regarding mandatory declarations on crossing share ownership thresholds."</u></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 <u>taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds</u> representing <u>1%</u> 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 by recorded delivery mail of the total number of shares and voting rights held no later than four business days after occurrence.</p> <p>Any shareholder failing to declare ownership as required above shall be deprived of voting rights for the non-declared fraction if one or several shareholders present or represented at a shareholders' meeting, and collectively holding a share capital fraction (or voting rights) of at least <u>1%</u>, make a request to this effect, logged in the minutes of the shareholders' meeting.</p> <p><u>This measure completes the legal measure regarding mandatory declarations on crossing share ownership thresholds."</u></p>

It is stipulated, as required, that the underlining and highlighting in the text of the table below 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.

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

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report, acknowledging the provisions of the Law no. 2019-486 of May 22, 2019 on company growth and transformation, resolves to delete the entire Article 30 of the bylaws on the identification of share owners as well as the corresponding Section IX IDENTIFICATION OF SHARE OWNERS, and consequently to renumber the following article which becomes Article 30 and the following section of the bylaws, which is now numbered IX.

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

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, acknowledges that the textual references indicated in all of the resolutions of this General Meeting, refer to the laws and regulations applicable on the date of their preparations and that in the event of a modification in the coding of these, that the textual references corresponding to the new code system would be substituted.

PURVIEW OF THE ORDINARY GENERAL MEETING

Thirty-second 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.

* * *

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

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

1.1. General provisions

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

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

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

Shareholders may exercise their rights:

- either through VOTACCESS internet site;
- or through the single postal voting form to be sent.

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

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

1.2. Preliminary formalities

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

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

II — Ways to participate in the General Meeting

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

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

2. Proxy vote and postal vote

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

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

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

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

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

Warning: process of proxies given to a nominated person

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

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

2.2 Proxy vote and postal vote through internet

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

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

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

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

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

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

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

Warning: process of proxies given to a nominated person

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

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

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

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

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

III — Sale of shares

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

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

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

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

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

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

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

VI — Information right

All documents and information relating to the general shareholders' meeting which must be made available to the shareholders will be made available under the applicable legal and

regulatory conditions at the Company's registered office (23/27 avenue des Champs Pierreux, 92000 Nanterre) if movement restrictions related to Covid-19 allow to do so or sent by a simple request made to CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget-de-Lisle, 92130 Issy-les Moulineaux– fax : 01.49.08.05.82.

In addition, the documents listed in Article R. 225-73-1 of the French Commercial Code will be available on the Company's website (www.faurecia.com) at the latest on the twenty-first day preceding the General ' Meeting, i.e. by Friday June 5, 2020.

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