

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

## **Faurecia**

Combined General Meeting of June 26, 2020  
(18 to 22 resolutions)

**Statutory Auditors' report on the issue of shares and/or marketable securities with or without cancellation of of preferential subscription rights**

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

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

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

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## Faurecia

Combined General Meeting of June 26, 2020  
(18 to 22 resolutions)

### **Statutory Auditors' report on the issue of shares and/or marketable securities with or without cancellation of of preferential subscription rights**

To the Shareholders,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed authorizations with various issues of shares and/or marketable securities, operations upon which you are called to vote..

Your Board of Directors' proposes, on the basis of its report, that:

- it be authorized, for a period of twenty-six (26) months, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
  - the issue, without cancellation of preferential subscription rights (eighteenth resolution), of shares and marketable securities, in accordance with Article L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares;
  - the issue, with cancellation of preferential subscription rights through an offering to the public, with the exception of the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (nineteenth resolution) (i) of shares and (ii) of marketable securities governed by Article L. 228-92 paragraph 1 and Article L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and marketable securities giving access by any means, immediately or in the future, to preferred shares; it is specified that:

- the shares and securities referred to above may be issued following the issue by a Subsidiary of marketable securities giving access to the Company's share capital;
- these securities may be issued as consideration for securities contributed to the Company in connection with a public exchange offer for securities meeting the conditions set forth in Article L. 225-148 of the French Commercial Code;
- the issue, with cancellation of the preferential subscription rights through offerings in accordance with Article L. 411-2, paragraph 1 of the French Monetary and Financial Code (*Code monétaire et financier*), for an amount that does not exceed 20% of the share capital per year (twentieth resolution) of shares and securities governed by Articles L. 228-92, paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company or of a company in which the Company owns, directly or indirectly at the time of the issue, more than half of the share capital (a "Subsidiary") (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares; it being specified that the shares and marketable securities referred to above may be issued following the issue by a Subsidiary of securities giving access to the Company's share capital.
- it be delegated , with the option of sub-delegation, for a period of twenty-six months, the powers necessary to issue shares and marketable securities governed by Article L. 228-92 paragraph 1 of the French Commercial Code giving access, immediately or in the future, to the Company's share capital (including equity securities giving entitlement to the allotment of debt securities), excluding preferred shares and securities giving access by any means, immediately or in the future, to preferred shares, in order to remunerate contributions in kind granted to the Company and consisting of equity securities and/or marketable securities giving access to the share capital (twenty-second resolution), within the limit of 10% of the share capital.

The overall nominal amount of the share capital increases that may implemented, either immediately or in the future, may not exceed M€ 290 in respect of the eighteenth, nineteenth, twentieth and twenty second resolutions, being specified that the overall nominal amount of the share capital increases that may implemented, either immediately or in the future, may not exceed M€ 95 in respect of the nineteenth, twentieth and twenty second resolutions.

The overall nominal amount of the debt securities that may be issued pursuant to the nineteenth, twentieth and twenty-second resolutions may not exceed € 1 billion.

These ceilings reflect the additional number of securities to be issued as part of the implementation of the delegations in respect of the eighteenth, nineteenth to twentieth resolutions, in accordance with Article L.225-135-1 of the French Commercial Code, if you adopt the twenty-first resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with articles R. 225-113 *et seq.* of the French Commercial Code. Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We performed those procedures which we deemed necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions of the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report in respect of the nineteenth and twentieth resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the eighteenth and twenty-second resolution resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price

As the final and conditions in which the issues would be performed have not been determined, we cannot report on these conditions and, consequently, on the the proposed cancellation of of preferential subscription rights in the nineteenth and twentieth resolutions.

In accordance with article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, and when the Board of Directors has exercised these authorizations in case of the Board of Directors has exercised these authorizations in case of the issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of the issue of marketable securities giving access to equity securities to be issued and in case of the issue of shares with cancellation of preferential subscription rights.

Courbevoie and Paris-La Défense, May 25, 2020

The Statutory Auditors  
*French original signed by*

MAZARS

ERNST & YOUNG Audit

David Chaudat

Jean-Roch Varon