

FAURECIA

**A corporation (*Société Anonyme*) with a capital of € 858,116,945
Registered office: 2 Rue Hennape, 92000 Nanterre
Registered with the Trade Registry of Nanterre
under n° 542 005 376**

ORDINARY & EXTRAORDINARY SHAREHOLDERS' MEETING

27 MAY 2014

AGENDA

Ordinary business:

- **First resolution** - Approval of the statutory financial statements for the financial year ended on 31 December 2013, and approval of non-tax deductible expenses and charges.
- **Second resolution** - Approval of the consolidated financial statements for the financial year ended on 31 December 2013.
- **Third resolution** - Appropriation of the net income for the financial year, fixing of the dividend, option for payment of the dividend in cash or in shares, issue price of the shares to be issued, fractional shares and option periods.
- **Fourth resolution** - Statutory Auditors' special report on regulated agreements and undertakings, and approval of the agreement concerned thereby.
- **Fifth resolution** - Opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, in respect of the financial year ended on 31 December 2013.
- **Sixth resolution** - Election of Mrs. Bernadette Spinoy as a Director.
- **Seventh resolution** - Election of Mr. Carlos Tavares as a Director.
- **Eighth resolution** - Authorization to be granted to the Board of Directors to purchase shares of the Company within the framework of the mechanism provided for by Article L.225-209 of the French Code of commerce.

Extraordinary business:

- **Ninth resolution** - Authorization to be granted to the Board of Directors to cancel shares of the Company purchased within the framework of Article L.225-209 of the French Code of commerce.
- **Tenth resolution** - Amendments to be made to the Articles of Association for purposes of increasing the maximum age limit for the Chairman of the Board of Directors, the General Manager and the Deputy General Managers.
- **Eleventh resolution** - Powers to carry out formalities.

DRAFT RESOLUTIONS

Ordinary business:

First resolution – Approval of the statutory financial statements for the financial year ended on 31 December 2013, and approval of non-tax deductible expenses and charges

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report on the statutory financial statements as 31 December 2013, approved said statutory financial statements as presented, showing a net income of € 99 066 091.75.

The shareholders in particular approved the total amount of expenses and charges referred to in Article 39-4 of the General Tax Code, i.e. € 152 359.12, said amount corresponding to the non-deductible portion of lease payments for passenger vehicles, it being noted that no tax was borne in connection with said expenses and charges.

Second resolution – Approval of the consolidated financial statements for the financial year ended on 31 December 2013

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements as at 31 December 2013, approved said consolidated financial statements as presented, showing a net income (Group share) of € 87.6 million.

Third resolution – Appropriation of the result for the financial year, fixing of the dividend, option for payment of the dividend in cash or in shares, issue price of the shares to be issued, fractional shares and option periods.

On the recommendation of the Board of Directors, the shareholders decided to allocate the net income for the financial year closed on 31 December 2013 as follows:

Origin

- Net income for the financial year	€ 99 066 091.75
- Retained earnings carried over from prior years	€ 1 023 644 455.73
Total to be allocated	€ 1 122 710 547.48

Appropriation

- Statutory reserve	€ 4 953 304.59
- Dividend	€ 36 776 440.50
- Retained earnings	€ 1 080 980 802.39
Total appropriation	€ 1 122 710 547.48

The shareholders formally acknowledged that the total gross dividend per share was fixed at € 0.30.

Said dividend is eligible in full for the 40% tax relief indicated in Article 158-3-2° of the French General Tax Code.

In the event of a change in the number of shares conferring entitlement to the dividend as compared to the 122 588 135 shares making up the registered capital as at 31 December 2013, the total amount of the dividends would be adjusted accordingly, and the amount appropriated to retained earnings would be calculated based on the dividend actually paid.

The dividends will be paid on 24 June 2014. Trading ex-coupon will occur on 30 May 2014.

In accordance with Articles L.232-18 *et seq.* of the French Code of commerce and Article 25 of the Company's Articles of Association, and after having established that the registered capital had been fully paid up, the shareholders decided to offer each shareholder, with regard to the total amount of the dividend net of all mandatory deductions in relation to the shares owned by said shareholder, an option to have said dividend paid in cash or in the form of new shares.

Pursuant to the provisions of Article L.232-19 of the French Code of commerce, the price of the share remitted in payment of the dividend will be equal to 90% of the average price quoted in the twenty trading sessions prior to the date of this General Meeting, less the net amount of the dividend. This issue price may be rounded upward to the nearest decimal place.

Each shareholder will have the possibility of opting for either method of payment of the dividend, but the option thus chosen will apply to the total amount of the dividend in respect of which the option is offered to the shareholder in question.

Shareholders wishing to opt for payment of the dividend in the form of shares will have from 30 May to 16 June 2014 inclusive in which to make their request known to the financial intermediaries authorized to pay the dividend. Accordingly, any shareholder not having opted for payment of the dividend in the form of shares upon expiry of said period will be paid the dividend in cash.

If the amount of the net dividend in respect of which the shareholder has exercised the option does not correspond to a whole number of shares, said shareholder will be able to:

- either obtain the whole number of shares immediately below, together with a balancing payment in cash on the exercise date, or
- obtain the number of shares immediately above, by paying the difference in cash.

For shareholders opting for a cash payment, the amounts due to them will be paid on 24 June 2014. Delivery of the new shares to those shareholders having opted for payment of the dividend in the form of shares will occur on the day of payment of the dividend in cash, i.e. 24 June 2014.

The shares issued in payment of the dividend will carry rights as from 1 January 2014.

Pursuant to the provisions of Article 243 *bis* of the French General Tax Code, the shareholders formally acknowledged that they had been reminded of the following distributions of dividends and income in respect of the past three financial years:

IN RESPECT OF THE FINANCIAL YEAR	INCOME ELIGIBLE FOR TAX RELIEF		INCOME NOT ELIGIBLE FOR TAX RELIEF
	DIVIDENDS	OTHER INCOME DISTRIBUTED	
2010	€ 27 591 699.25* i.e. € 0.25 per share	-	-
2011	€ 38 628 920.75* i.e. € 0.35 per share	-	-
2012	-	-	-

* Including the amount of unpaid dividends on treasury shares allocated to retained earnings.

The shareholders granted full powers to the Board of Directors, which may be sub-delegated, for purposes of implementing this resolution, establishing completion of the capital increase resulting from the exercising of the option to receive payment of the dividend in the form of shares, amending the Articles of Association and, as a consequence thereof, carrying out all publication formalities.

Fourth resolution – Statutory Auditors’ special report on regulated agreements and undertakings, and approval of the agreement concerned thereby

The shareholders, ruling on the Statutory Auditors’ special report on regulated agreements and undertakings which had been presented to them, approved the new agreement indicated in said report.

Fifth resolution – Opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, in respect of the financial year closed on 31 December 2013

The shareholders, consulted in application of the recommendation contained in section 24.3 of the Afep / Medef Corporate Governance Code of June 2013, same constituting the Company’s reference code in application of Article L.225-37 of the French Code of commerce, and ruling under the conditions as regards quorum and majority required for Ordinary Shareholders’ Meetings, issued a favorable opinion on the compensation components due or granted to Mr. Yann Delabrière in respect of the financial year closed on 31 December 2013 as set out in the reasons for the proposed resolutions.

Sixth resolution – Election of Mrs. Bernadette Spinoy as a Director

The shareholders decided to elect Mrs. Bernadette Spinoy as a Director for a term of five years, same to expire at the Ordinary Shareholders’ Meeting to be held in 2019 for purposes of ruling on the financial statements for the past financial year.

Mrs. Bernadette Spinoy had indicated in advance that she would accept said office as a Director, and that she was not affected by any incompatibility likely to prevent her from holding same.

Seventh resolution - Election of Mr. Carlos Tavares as a Director

The shareholders decided to elect Mr. Carlos Tavares as a Director for a term of five years, same to expire at the Ordinary Shareholders’ Meeting to be held in 2019 for purposes of ruling on the financial statements for the past financial year.

Mr. Carlos Tavares had indicated in advance that he would accept said office as a Director, and that he was not affected by any incompatibility likely to prevent him from holding same.

Eighth resolution - Authorization to be granted to the Board of Directors to purchase shares of the Company within the framework of the mechanism provided for by Article L.225-209 of the French Code of commerce

The shareholders, having considered the Board of Directors' report, authorized the Board, for a period of eighteen months in accordance with Articles L.225-209 *et seq.* of the French Code of commerce, to purchase shares in the Company, on one or more occasions and at times to be fixed by it, up to a maximum limit of 10% of the total number of shares comprising the share capital, as adjusted if applicable to take into account any increases or reductions in the capital which may occur during the term of the program.

This authorization terminates that granted to the Board of Directors by the shareholders in the seventh resolution ruling on ordinary business at the Ordinary & Extraordinary Shareholders' Meeting held on 30 May 2013.

The purchases may be made with a view to:

- supporting the secondary market or maintaining a liquid market for Faurecia's shares through an investment services provider acting under a liquidity contract which complies with the AMAFI Code of Ethics approved by the AMF,
- keeping the shares thus purchased for tendering at a later date in exchange or as consideration for external growth operations, it being stipulated that the shares acquired for such purpose may not exceed 5% of the Company's capital,
- covering stock option plans and/or plans for the granting of free shares (or similar plans) for the benefit of employees and/or corporate officers of the Group, as well as all allotments of shares within the framework of a Company or Group savings plan (or similar plan) in respect of the profit-sharing entitlement and/or all other forms of allotments of shares to employees and/or corporate officers of the Group,
- covering securities giving an entitlement to the allotment of shares in the Company within the framework of current regulations, and
- possibly cancelling the shares purchased, subject to the authorization to be granted by this Shareholders' Meeting in its ninth resolution ruling on extraordinary business.

These shares may be purchased by any means, including through block purchases of shares, and at times deemed appropriate by the Board of Directors.

These transactions may in particular be carried out during a public tender in compliance with the regulations in force.

The Company reserves the right to use options or derivatives within the framework of applicable regulations.

The purchase price may not exceed € 50 per share. In the event of a transaction involving the share capital, and in particular a stock-split or a reverse stock-split or a free allocation of shares, the above amount will be adjusted in the same proportions (the multiplier being equal to the ratio between the number of shares making up the share capital before the transaction and the number of shares thereafter).

In this manner, and to serve as a guidance, the maximum amount which the Company would be likely to pay in the hypothesis of a maximum purchase price of € 50 would be € 610 732 550 on the basis of the registered capital as at 31 December 2013 (made up of 122 588 135 shares) and taking into account the 44 162 treasury shares held by the Company on that date.

The shareholders granted full powers to the Board of Directors, which may be sub-delegated as provided for by law, to carry out these transactions, to set the practical terms and conditions thereof, and to enter into all agreements and carry out all formalities.

Extraordinary business:

Ninth resolution - Authorization to be granted to the Board of Directors to cancel shares of the Company purchased within the framework of the mechanism set out in Article L.225-209 of the French Code of commerce

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report:

1. authorized the Board of Directors to cancel, at its sole discretion, on one or more occasions and up to a maximum limit of 10% of the share capital, calculated as of the day on which the cancellation decision is made, and after deduction of any shares which may have been cancelled during the previous twenty-four months, shares held by the Company or which it may hold following the purchases made within the framework of Article L.225-209 of the French Code of commerce, as well as to reduce the registered capital by the same amount in accordance with the legal and regulatory provisions in force,
2. fixed the period of validity of this authorization at eighteen months,
3. granted the Board of Directors full powers, which may be sub-delegated as provided for by law, to carry out the transactions required in connection with said cancellations and the related reductions in the share capital, to amend the Company's Articles of Association as a consequence thereof, and to carry out all requisite formalities.

Tenth resolution – Amendments to be made to the Articles of Association for purposes of increasing the maximum age limit for the Chairman of the Board of Directors, the General Manager and the Deputy General Managers

The shareholders, having considered the Board of Directors' report and ruling under the conditions as regards quorum and majority required for Extraordinary Shareholders' Meetings, resolved to amend Articles 16, 18 and 20 of the Articles of Association to increase the maximum age limit for holding office indicated therein from 65 to 70 years of age.

As a consequence:

- the third paragraph of Article 16 will henceforth be drafted as follows, the first and second paragraphs thereof remaining unchanged:

The English language of this document is a free translation of the notice published in the French "Bulletin des Annonces Légales Obligatoires" of 18th April 2014. The original language of the notice in French takes precedence over this translation.

"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 70."

- the third paragraph of Article 18 will henceforth be drafted as follows, the first and second paragraphs thereof remaining unchanged:

"The duties of the CEO or the Chairman in charge of general management automatically terminate on closure of the first Shareholders' Meeting held once he is over the age of 70."

- the second paragraph of Article 20 will henceforth be drafted as follows, the first paragraph thereof remaining unchanged:

"The duties of the Executive Vice President(s) automatically terminate on closure of the first Shareholders' Meeting held once he/they is/are over the age of 70."

Eleventh resolution – Powers to carry out formalities

The shareholders granted full powers to the bearer of an original or a copy of or an excerpt from these minutes to carry out all filing and publication formalities required by law.