NOTICE OF MEETING
SHAREHOLDERS' MEETING

Wednesday, May 27, 2015, 10 am
Pavillon Gabriel - 5, avenue Gabriel - 75008 Paris

Technical perfection, automotive passion

faurecia

Contents [1]

The English version of this notice of meeting is a free translation of the original which was prepared in French. The French version takes precedence over this translation.

(1) This "notice of meeting" includes the documents and information to be attached to the proxy and postal voting forms, pursuant to the provisions of Article R. 225-81 of the French Commercial Code.

Message from the Chairman and Chief Executive Officer

Dear Shareholders,

You are invited to attend the Shareholders' Meeting of your Company, to be held at 10.00 am on Wednesday May 27, 2015 at Pavillon Gabriel, 5, avenue Gabriel, 75008 Paris, France.

I encourage you to participate in this Meeting either in person, by postal vote, or by appointing a proxy or by authorizing me, as the Chairman, to vote on your behalf.

In this notice of meeting, you will find the practical instructions for attendance at the Meeting and voting, as well as the Agenda and texts of the resolutions.

I look forward to seeing you at this important event and take this opportunity to thank you for your loyalty and trust.

Yann Delabrière
Chairman and Chief Executive Officer

How to participate and vote in the Shareholders' Meeting

WHO MAY ATTEND THE MEETING

Shareholders may participate in the Meeting, regardless of the number of shares they hold.

Shareholders of record have the right to participate in the Shareholders' Meeting, provided the shares are registered in their name or that of an intermediary on the second working day preceding the Meeting, namely in this case **on or before 11.59 pm (Paris time) on May 24, 2015**, either in the registered shares accounts held by the Company or its agent, or in the bearer shares accounts held by the authorized intermediary.

The registration of shares in the bearer accounts held by the authorized intermediary must be confirmed by an attendance certificate issued by the latter and attached to the postal voting or proxy form, or to the request for an admission card in the shareholder's name or on behalf of the shareholder represented by the registered intermediary, sent to Caceis Corporate Trust – Service Assemblées générales centralisées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France.

A certificate is also issued to shareholders wishing to attend the Meeting in person, but who have not received their admission card on or before 11.59 pm (Paris time) on May 24, 2015.

HOW TO VOTE

Attending the Meeting in person

Shareholders wishing to attend the Meeting in person must request an admission card by returning their voting form, either directly to Caceis Corporate Trust for registered shareholders, or to their financial intermediary for bearer shareholders.

The admission card is essential in order to attend the Meeting. All shareholders will be asked for their card when signing the attendance list [1].

There will be no facilities for voting by video-conferencing or other telecommunication means for this Meeting, and accordingly no site as per Article R. 225-61 of the French Commercial Code will be made available for this purpose.

You are not attending the Meeting in person

If you are not attending the Meeting in person, you may choose one of the three following options:

1) send a proxy, for example using the form attached to this notice, without indicating a proxy holder

2) grant a proxy to any individual or legal entity of your choice, according to the terms set forth in Article L. 225-106-1 of the French Commercial Code

In this case, please send a signed, written proxy to Caceis Corporate Trust, stating your full name and address and the name and address of your proxy, together with a photocopy of your and your proxy's identification cards.

Pursuant to the provisions of Article R. 225-79 of the French Commercial Code, shareholders may also appoint or revoke proxies by electronic means, as follows:

- for shareholders with registered shares: by sending an e-mail to the following address ct-mandataires-assemblees-faurecia@caceis.com stating your full name, address and Caceis Corporate Trust ID, if you are a pure registered shareholder (information available on the top left of your statement of shareholding), or your financial intermediary ID, if you are an administered registered shareholder, together with the full name of the proxy you are appointing or revoking;
- for shareholders with bearer shares: by sending an e-mail to the following address ct-mandataires-assemblees-faurecia@caceis.com stating your full name, address and full banking details for your securities account, together with the full name of the proxy you are appointing or revoking. Then you must request your financial intermediary responsible for the management of your share account to send an attendance certificate (by mail) to Caceis Corporate Trust – Service Assemblées générales centralisées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to +33 (0)1 49 08 05 82).

Only notifications appointing or revoking proxies that are duly signed, completed and received at the latest three days before the Shareholders' Meeting will be taken into account. Furthermore, only notifications appointing or revoking proxies can be sent to the above-mentioned e-mail address, as any other requests or notifications regarding other subjects cannot be taken into account and/or processed.

3) postal vote

To use a postal vote, please complete the form attached to this notice.

(1) However, shareholders who do not request an admission card may attend the Meeting by presenting identification, if they are registered shareholders, or, for holders of bearer shares, an attendance certificate proving the registration of shares in the bearer shares account on the second working day before the Meeting i.e. on or before 11.59 pm (Paris time) on May 24, 2015.

Proxy and postal voting forms are automatically sent to pure registered shareholders and to administered registered shareholders by mail.

For holders of bearer shares, the proxy and postal voting forms will be sent on request in writing received by Caceis Corporate Trust – Service Assemblées générales centralisées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, six days before the date of the Meeting at the latest.

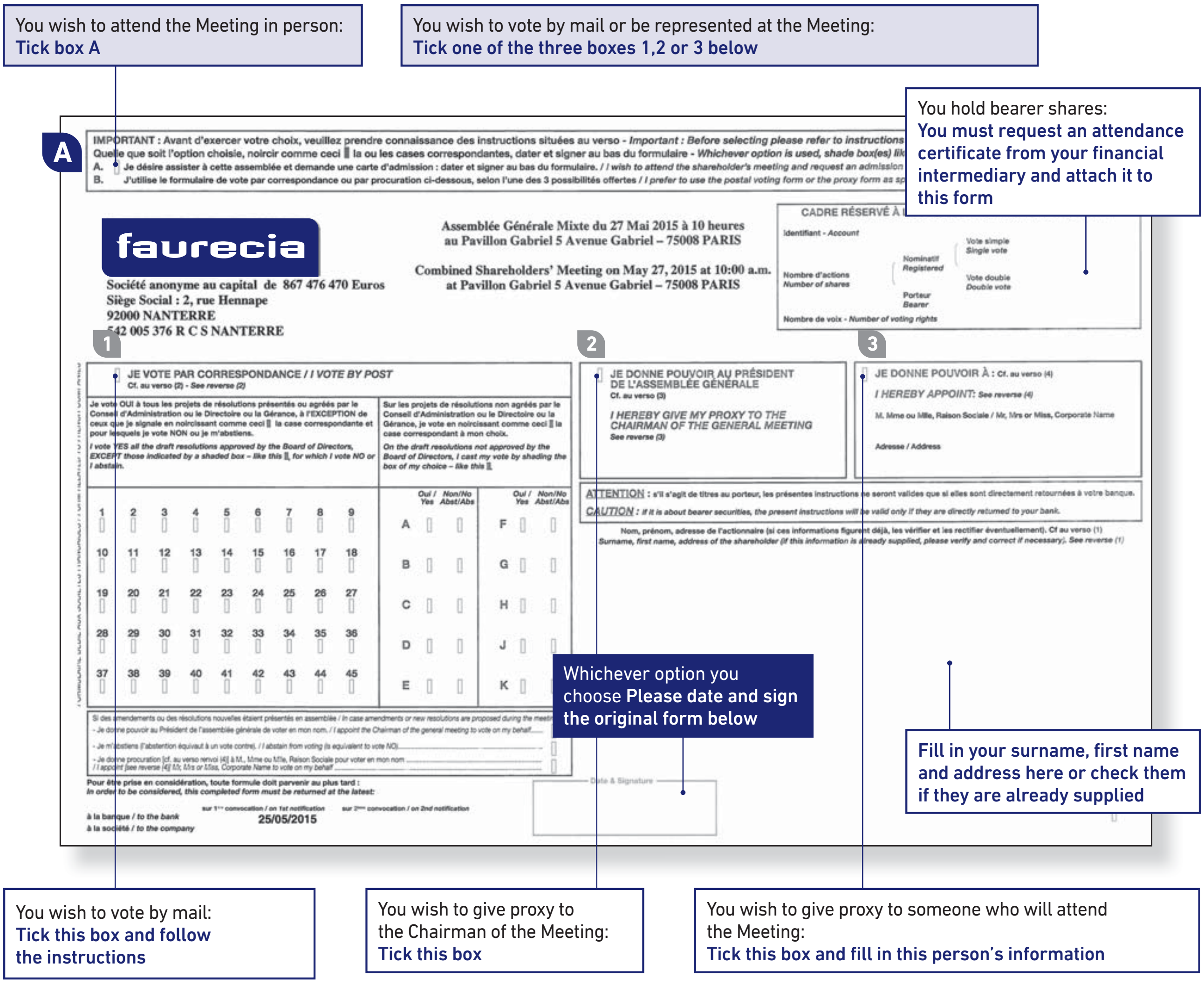
To be recorded, the duly completed and signed form must be returned to Caceis Corporate Trust – Service Assemblées générales centralisées, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, and received three days before the date of the Meeting at the latest.

Once shareholders have sent in their vote, their proxy or their request for an admission card or attendance certificate, they are no longer entitled to choose another means of participating in the Meeting.

Shareholders who send in their vote, proxy or request for an admission card or attendance certificate may transfer all or part of their shares at any time. However, if the transfer of ownership takes place before the second working day preceding the Shareholders' Meeting, namely in this case **on or before 11.59 pm (Paris time) on May 24, 2015**, the Company shall cancel or amend as a result, as applicable, the vote, proxy, admission card 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 transfers or transactions completed after the second working day preceding the Shareholders' Meeting, regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company, any agreement to the contrary notwithstanding.

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. Such questions must be sent to the Company's Legal department at 2, rue Hennape, 92735 Nanterre Cedex, France, by registered mail by the fourth working day preceding the Shareholders' Meeting at the latest. They must be accompanied by a certificate of registration of shares.



Agenda

ORDINARY BUSINESS

- **First resolution** – Approval of the statutory financial statements for the financial year ended on December 31, 2014 – Approval of non-tax-deductible expenses and charges
- **Second resolution** – Approval of the consolidated financial statements for the financial year ended on December 31, 2014
- **Third resolution** – Appropriation of net income for the financial year and setting of 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 acknowledgement of the absence of any new agreement
- **Fifth resolution** – Advisory opinion on the compensation components due or granted to the Chairman and Chief Executive Officer, Mr. Yann Delabrière, for the financial year ended December 31, 2014
- **Sixth 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 Commercial Code, duration of the authorization, purposes, procedures and ceiling
- **Seventh resolution** – Amount of attendance fees allocated to Board members
- **Eighth resolution** – Renewal of the term of office of Mr. Éric Bourdais de Charbonnière as Director
- **Ninth resolution** – Renewal of the term of office of Mr. Lee Gardner as Director
- **Tenth resolution** – Renewal of the term of office of Mr. Hans-Georg Härter as Director

EXTRAORDINARY BUSINESS

- **Eleventh resolution** – Modification of Article 11 of the bylaws on the reduction of the Board members' mandate to four years
- **Twelfth resolution** – Harmonization of Article 22 of the bylaws
- **Thirteenth resolution** – Authorization to be granted to the Board of Directors to cancel shares of the Company purchased within the framework of the mechanism provided for by Article L. 225-209 of the French Commercial Code, duration of the authorization and ceiling
- **Fourteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with maintenance of pre-emptive subscription right, or to increase the share capital by integrating reserves, profits and/or premiums, duration of the delegation, maximum nominal amount of capital increase, outcome of fractional shares, power to limit the issue to the subscription amount and to offer unsubscribed securities to the general public, suspension during takeover bids
- **Fifteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with cancellation of pre-emptive subscription right through public offering, duration of the delegation, maximum nominal amount of capital increase, issue price, power to limit the issue to the subscription amount or to distribute unsubscribed securities, suspension during takeover bids
- **Sixteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with cancellation of pre-emptive subscription right through an offer in accordance with Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of capital increase, issue price, power to limit the issue to the subscription amount or to distribute unsubscribed securities, suspension during takeover bids

- **Seventeenth resolution** – Authorization, in the event of issuance without pre-emptive subscription right, to set the issue price under the conditions set by the shareholders, up to a maximum limit of 10% of the capital stock per year, suspension during takeover bids
- **Eighteenth resolution** – Authorization to increase the size of the issues in the event of oversubscriptions, suspension during takeover bids
- **Nineteenth resolution** – Delegation of authority to be granted to the Board of Directors to increase the capital stock through the issue of ordinary shares and/or securities conferring an entitlement to shares, without pre-emptive subscription right, for the benefit of members of a Company savings plan in application of Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation of authority, maximum nominal value of the capital increase, issue price, option to grant free shares in accordance with Article L. 3332-21 of the French Labor Code
- **Twentieth resolution** – Authorization to be granted to the Board of Directors to award existing and/or new shares for free to employees and/or certain corporate officers of the Company or of affiliated companies, and waiver by the shareholders of their pre-emptive subscription right, duration of the authorization, ceiling, duration of vesting periods in particular regarding invalidity and lock-up, and performance conditions
- **Twenty first resolution** – Powers to carry out formalities

Explanatory notes to the resolutions

1 EXPLANATORY NOTES TO THE ORDINARY RESOLUTIONS

The first three resolutions to be submitted to your vote concern the approval of the 2014 financial statements and appropriation of net income.

The fourth resolution concerns regulated agreements and undertakings.

The fifth resolution intends, in accordance with the AFEP/MEDEF Code, to gather the advisory opinion of the shareholders on the remuneration due or allocated to Mr. Yann Delabrière for the 2014 financial year according to the "Say on Pay" principle.

Resolution six is in respect of the share buyback program.

Resolutions seven to ten deal with governance:

- *the seventh resolution seeks to increase the envelope dedicated to attendance fees;*
- *the mandates of MM. Éric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter as Board members are to be renewed under resolutions eight to ten.*

1.1 Approval of the financial statements and appropriation of net income

(1ST TO 3RD RESOLUTIONS)

- **Approval of the 2014 statutory financial statements (1st resolution)**

We are seeking your approval of these statutory financial statements, which show a net income of €92,537,242.98.

We are also seeking your approval of the overall expenses and charges referred to in 4° of Article 39 of the French General Tax Code, i.e. the sum of €142,244.41 it being understood that no tax has been incurred on these expenses and charges.

- **Approval of the 2014 consolidated financial statements (2nd resolution)**

We are seeking your approval of these financial statements, showing a net income (Group share) of €165.7 million.

- **Appropriation of net income (3rd resolution)**

The appropriation of net income that we suggest is in accordance with the law and our bylaws.

Thus, we are seeking your approval to appropriate the net income, which is presented below, for the 2014 financial year, which amounts to €92,537,242.98:

Origin	
• Net income for the financial year	€92,537,242.98
• Retained earnings carried forward from prior years	€1,080,998,788.59
TOTAL TO BE APPROPRIATED	**€1,173,536,031.57**
Appropriation	
• Legal reserves	€4,626,862.15
• Dividend	€43,373,823.50
• Retained earnings	€1,125,535,345.92
TOTAL APPROPRIATION	**€1,173,536,031.57**

Taking into account the Group's performance, the Board of Directors has decided to suggest payment of a gross dividend of €0.35 per share and to offer shareholders the option to receive this dividend as a cash payment or in the form of new shares. Individuals resident for tax purposes in France are eligible for this distribution, with 40% tax relief as provided for by Article 158-3 2° of the French General Tax Code.

In the event of a change in the number of shares carrying entitlement to dividends in relation to the 123,925,210 shares which make up the capital stock at December 31, 2014, the overall amount of dividends would be adjusted and the amount allocated to retained earnings would be determined based on the dividends actually paid.

The price of the share paid out will be 90% of the average price quoted on the twenty trading days prior to the date of the meeting, less the net amount of the dividend. This price will be announced during the annual meeting.

The option exercise period will be from June 1 to June 16, 2015 inclusive.

It should be noted that, if the net dividend for which the shareholder has exercised the option does not correspond to a full number of shares, the shareholder may:

- either receive the next-lowest full number of shares, with the difference made up in cash on the date the option is exercised; or
- receive the next-highest full number of shares by paying the difference in cash.

Shareholders who have not opted to have their dividend paid out in shares at the end of this period will receive their dividend in cash.

Cash dividends will be paid out and new share dividends will be issued on the same day, i.e. June 24, 2015. The ex-dividend date will be June 1, 2015, the first day of the option exercise period.

The shares issued as dividend payments will carry dividend rights as of January 1, 2015.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we would like to point out that, over the last three financial years, the share distributions were as follows:

	Income eligible for tax relief		
In respect of the financial year	**Dividends**	**Other income distributed**	**Income not eligible for tax relief**
2011	€38,628,920.75* i.e. €0.35 per share	-	-
2012	-	-	-
2013	€36,780,430.50* i.e. €0.30 per share	-	-

* *Includes the dividend from unpaid treasury stock allocated to the retained earnings account.*

1.2 Regulated agreements and undertakings

(4th RESOLUTION)

You are asked, in view of the Statutory Auditors' report on related party agreements and commitments, to acknowledge the absence of any new related party agreement during the past financial year which has not yet been approved.

1.3 Say on Pay

(5TH RESOLUTION)

The compensation components owed or allocated in respect of the financial year ended December 31, 2014 to Mr. Yann Delabrière which are submitted to the advisory opinion of the shareholders are shown in the table below:

Payments due or made for the business year ending on December 31, 2014	Amounts or accounts valuation subject to a vote	Presentation
Fixed remuneration	€700,000.08 (amount paid)	Mr. Yann Delabrière's fixed remuneration had been fixed at €700,000 as from 2011 by the Board decision of February 7, 2011 and had remained unchanged since then. It was increased to €800,000 as from 2015 by the Board decision of February 11, 2015. This increase was decided upon by the Board of Directors on the following grounds: • a close look at the situation of a representative selection of listed industrial companies comparable to Faurecias shows a significant difference (more than 10%) compared to Mr. Yann Delabrière's fixed remuneration; • Mr. Yann Delabrière's fixed remuneration had remained unchanged since 2011; • the financial results for the 2014 business year are the proof of the adoption of a mid-term and long-term strategy for Faurecia, and of an organisation suited to this strategy.
Annual variable remuneration	€889,787 (amount paid in respect of 2014)	The Board meeting of February 11, 2014 fixed the modalities for determining Mr. Yann Delabrière's variable remuneration for 2014. This variable remuneration is determined according to the achievement of quantitative targets, which give right to a variable remuneration ranging from 0 to150% of the fixed remuneration. Some qualitative targets were defined in addition to these targets. Once all or part of the quantitative targets are achieved, the level of achievement of the qualitative targets determines a possible multiplier effect of the achievement of 0.70 to 1.20 of the quantitative targets. Thus, if the quantitative targets are equal to 0, the multiplier effect of the qualitative targets do not play any role. All in all, Mr. Yann Delabrière's variable remuneration may range from 0 to 180% of his annual fixed remuneration. The quantitative targets fixed at the Board meeting of February 11, 2014 were linked to the operating profit and to free cash flow. Moreover, the contribution to the variable remuneration of each of them was calculated as follows at this same Board meeting: • operating profit: 40% of the variable remuneration; • free cash flow: 60% of the variable remuneration. The expected levels of achievement of the quantitative criteria have been fixed in reference with the budget adopted by the Board, but they have not been made public for reasons of confidentiality. The qualitative targets fixed by this same Board of Directors concerned: • continued modification of the organisation and management of Faurecia in North America, with a view to creating a high-level management team made up almost entirely of American citizens before the end of 2014/beginning of 2015 and realisation of the budget in this area (this criterion has a 40% impact); • the deployment of the new *Being Faurecia* culture (this criterion has a 30% impact) and • the management of internal control and information systems issues through full deployment of the SAP system (this criterion has a 30% impact). On the recommendation of the Appointments and Compensation Committee of February 9, 2015, the Board meeting of February 11, 2015 examined the level of achievement of the quantitative criteria: • concerning the operating profit criterion, the Board noticed a 116.7% achievement; • concerning the free cash flow *criterion*, the Board noticed that this second quantitative target had been attained by 150%.

Payments due or made for the business year ending on December 31, 2014	Amounts or accounts valuation subject to a vote	Presentation
Annual variable remuneration		These two achievements amount to a 136.7% achievement level on the scale adopted by the Board of Directors: considering the weight of this indicator, this gives right to a variable quantitative remuneration of 956,900 €. The Board of Directors then examined the achievement of each of the three qualitative targets described above: • concerning the continued modifications of the organisation and management of Faurecia in North America, the Board of Directors thinks that 95% of this criterion has been met; • concerning the new *Being Faurecia* culture, the Board of Directors thinks that this criterion has been fully met; • concerning the management of internal control and information system issues through full deployment of the SAP system, the Board of Directors thinks that 83% of this criterion has been met. Therefore, the Board of Directors thinks that the level of achievement of the quality of implementation of these three qualitative targets is such that the multiplier effect of the achievement of the two quantitative targets is 0.93. Based on this, the Board of Directors adopted for 2014 a variable remuneration for Mr. Yann Delabrière equal to 136.7% x 0.93, i.e. 127.1% of the fixed remuneration for 2014, amounting to 889,787 €.
Deferred variable remuneration	Not applicable	No deferred variable remuneration
Multi-annual variable remuneration	Not applicable	No multi-annual variable remuneration
Exceptional remuneration	Not applicable	No exceptional remuneration
Share option, performance shares or any other long-term pay element	Options = not applicable	No granting of share subscription or acquisition options
	Performance shares = €1,808,900 (accounting valuation)	Maximum 68,900 shares were granted to Mr. Yann Delabrière by the Board of Directors' decision of July 28, 2014 within the framework of free granting of performance shares No. 6, based on the general assembly authorisation of May 30, 2013 (fifth extraordinary resolution). These 68,900 shares correspond to 0.05% of the share capital as of December 31, 2014. The Board of Directors subjected the definitive acquisition of these shares: • to 60% to an internal condition of performance, i.e. the Group's pre-tax income on December 31, 2016, before taking into account the capital gains from asset disposals and changes in scope; • to 40% to an internal condition of performance based on the comparison between the growth of the company's net income per share, measured between the 2013 and 2016 business years, on the one hand, and the average growth of a reference group made up of worldwide automotive suppliers, on the other hand. If these conditions of performance of plan No. 6 are met to the maximum by the end of the 2016 business year, Mr. Yann Delabrière shall be granted a maximum of 68,900 shares.
	Other element = not applicable	
Attendance fees	Not applicable	Mr. Yann Delabrière does not receive any attendance fees.
Evaluation of benefits of all kinds	€7,371.60 (accounting valuation)	Car

Payments due or made for the business year ending on December 31, 2014 voted by the general assembly within the framework of the regulated agreement and commitment procedure	Amounts subjected to a vote	Presentation
Severance package	Not applicable	No severance package
Non-competition payment	Not applicable	No non-competition clause
Supplementary pension scheme	No payment during the business year	Description of the defined benefit scheme: • minimum seniority: 5 years while going on retirement; • progressive increase in potential rights with regard to seniority and pay: the potential rights increase every year by 1% in the C bracket; • reference period used to calculate the benefits: seniority starting from March 1, 1990; • reference income and maximum percentage of said income accessible via the supplementary pension scheme: the reference income taken into account is the average annual pay received in the last 3 years, the benefits are calculated on the basis of the C bracket only (between 4 and 8 times the annual social security ceiling), the individual potential rights amount to a €35,505 annuity (value as of December 31, 2014), i.e. 3% of the reference income. Description of the defined contribution scheme: • defined contribution scheme on the A and B brackets, amounting to 1% for the A bracket and 6% for the B bracket of the pay without the beneficiary's participation; • contributions paid by the Company in 2014: €7,134. These two schemes are always open to all the Group executives with at least 5 years seniority by the time they are going on retirement, for the defined benefit scheme, and at least 1 year seniority, for the defined contribution scheme. Mr. Yann Delabrière's scheme, as described above, was approved by the Board meeting of February 11, 2014 and by the general assembly of May 27, 2014 (4th ordinary resolution).

1.4 Share buyback program

(6TH RESOLUTION)

This resolution will authorize the Board of Directors to purchase shares of the Company for the following purposes:

- to maintain a liquid market for the Company's shares through an independent investment services provider acting under a liquidity agreement;
- to keep the shares for tendering at a later date within the framework of external growth operations;
- to allot shares to employees and corporate officer managers of the Company or related companies, under stock option and free share plans, either as part of their compensation or in respect of their profit sharing entitlement;
- to allot shares upon the exercise of rights attached to securities conferring an entitlement to the allotment of shares of the Company; and
- to cancel shares.

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

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

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

The authorization to be granted to the Board of Directors includes a maximum purchase price (€60), a maximum limit on the overall amount which may be allocated to the buyback program (€741,375,300), and a maximum limit on the number of shares which may be purchased (10% of the Company's capital on the date of purchase).

This authorization is sought for a period of 18 months and would bring an end to the authorization granted to the Board of Directors by the General Meeting on May 27, 2014 in its eighth ordinary resolution.

1.5 Governance

(7TH TO 10TH RESOLUTIONS)

You are asked to bring the yearly attendance fees allocated to Board members from €400,000 to €600,000. This decision would be applicable to the current financial year and would remain in force until a new decision is taken. It is reminded that the €400,000 amount was fixed by the May 27, 2003 General Meeting and is unchanged since that date.

It is also reminded that the Board of Directors is currently made up of 13 members and that the Chairman and Chief Executive Officer and members of the Board of Directors holding executive management in a company that is a shareholder of the Group do not receive any attendance fees. In practice, only 10 Board members are paid attendance fees.

In this respect, your attention is drawn to the fact that the Company proceeds every year to a review of the attendance fees paid to its Board members with those paid by comparable companies (industrial companies of the SBF 120 index). The benchmarking done for the last years revealed that the average attendance fees paid by the Company was slightly below the average attendance fees paid by the reference companies.

We also propose the renewal of the mandates of MM. Éric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter as Board members.

Each of them terminates a five-year duration mandate during which Faurecia benefited from their great professional experience acquired in the world of automotive industry and in the financial field for two of them.

Their expertise and career are described on pages 35 and 36 of the present notice.

Subject to the adoption of the 11th extraordinary resolution of the present meeting of which purpose is to reduce the duration of Board members' mandates from 5 to 4 years, they will hold their mandates for a period of 4 years expiring at the end of the 2019 shareholders' meeting called to decide on the accounts of the preceding year.

The Board of Directors considered that MM. Éric Bourdais de Charbonnière, Lee Gardner and Hans-Georg Härter are independent directors as regards the independence criteria of the AFEP/MEDEF Code of corporate governance for listed companies, chosen by Faurecia as the reference Corporate Governance Code.

2 EXPLANATORY NOTES TO THE EXTRAORDINARY RESOLUTIONS

The 11th and 12th resolutions relates to amendments to be made to the bylaws.

The 13th resolution will enable the Board of Directors to reduce the capital stock by cancelling treasury shares held.

The 14th to 18th resolutions to be submitted to your vote concern financial delegations of authority and authorizations to be granted to the Board of Directors.

The Shareholders' Meeting of May 30, 2013 granted to the Board of Directors, to meet the Group's financing needs, delegations of authority and authorizations which are due to lapse during this financial year.

In 2014, with the exception of the resolution authorizing the granting of performance shares, none of these delegations of authority and authorizations as voted by the Shareholders' Meeting of May 30, 2013 was used by the Board of Directors.

In accordance with Article L. 225-100 para. 7 of the French Commercial Code, the Board of Directors has also reported on its use of these delegated authorities and authorizations in the 2014 financial year in its management report.

Consequently, under the 14th to 18th resolutions, you are asked to renew these delegations of authority and authorizations under the terms as described below.

This will enable the Board of Directors to issue ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with or without pre-emptive subscription right. This will enable the Company to carry out financial transactions as and when market conditions permit, and quickly raise the capital needed to implement the Group's growth and consolidation strategy.

The aim of the 19th resolution is to involve Group employees in its expansion, in particular through a capital increase reserved for employees.

Finally, the 20th extraordinary resolution will renew upon its expiry the authorization granted by the Shareholders' Meeting held on May 30, 2013. This will enable the Board of Directors to grant free performance shares to employees and corporate officers of the Group.

The Shareholders' Meeting held on May 30, 2013 authorized your Board of Directors to grant a maximum number of 2,500,000 shares. The Board of Directors used this authorization in 2013 and in 2014:

- *by a decision dated July 24, 2013, it granted a maximum number of 1,215,500 shares;*
- *by a decision dated July 28, 2014, it granted a maximum number of 957,125 shares.*

The authorization of the Shareholders' Meeting held on May 30, 2013 was then used up to an amount of 2,172,625 shares.

From a general point of view, and with the exception of two plans which were granted in 2010, one performance shares plan is granted by the Board of Directors every year. Up to date, six plans were granted on the basis of the authorizations voted by the Shareholders' Meetings:

- *two plans in 2010;*
- *one plan in 2011;*
- *one plan in 2012;*
- *one plan in 2013;*
- *one plan in 2014.*

In practice, the condition for the first plan of 2010 was reached and the maximum number of shares was acquired by the beneficiaries under this plan.

This was not the case for the second plan of 2010, nor for the plans of 2011 and 2012: because the performance conditions as set up by the Board of Directors were not reached, no share was acquired by any of the beneficiaries under any of these three plans.

The plans granted in 2013 and 2014 are currently under way.

2.1 Statutory changes

(11TH AND 12TH RESOLUTIONS)

The purpose of the 11th resolution is to make the Company compliant with the recommendations of the AFEP/MEDEF Code and reduce from 5 to 4 years the Board members' mandates subject to renewal, starting from the present General Meeting, as well the mandate of any Board member appointed by a future General Meeting.

Therefore, Section 3, Article 11, of the bylaws, currently drafted as follows:

"The duration of the Board members' mandate shall be five years. They may always be re-elected."

Would henceforth be drafted as follows (the other part of the article shall remain unchanged):

"The duration of the Board members' mandate shall be four years. They may always be re-elected."

However, the Board members' mandate as of May 27, 2015, which are not subject to renewal during this same meeting, shall not be affected by this statutory change. Therefore, they shall exercise their mandate until the end of the five years initially fixed when they were appointed.

The changes you are being asked to vote on under the 12th resolution seek to reflect the new wording of Article R. 225-85 of the French Commercial Code, resulting from Decree 2014-1466 of December 8, 2014 which amended the registration conditions required to take part in the vote at the General Meetings of companies whose shares are accepted for trading on a regulated market.

The right to take part in these meetings by registering shares in an account on the second working day prior to the meeting at zero (0) hours Paris time, is now substantiated.

The third paragraph of Article 22 of the Company bylaws currently reads as follows:

"All shareholders of record at zero (0) hours Paris time on the third business day preceding the date of the Meeting, as evidenced by their registration either on the shareholders' register kept by the Company in the case of registered shares or in a securities account held by an authorized intermediary in the case of bearer shares, are entitled to take part in Shareholders' Meetings."

Will now read as follows, with the rest of the article remaining unchanged:

"The right to participate in General Meetings shall be substantiated in accordance with applicable regulations."

2.2 Cancellation of treasury shares held

(13TH RESOLUTION)

This resolution will authorize the Board of Directors to cancel shares of the Company purchased pursuant to the 6th resolution or under previously authorized share buyback programs, up to a maximum limit of 10% of the capital stock, and to reduce the capital stock accordingly.

This authorization would be granted for 18 months.

2.3 Financial delegations of authority and authorizations

(14TH TO 18TH RESOLUTIONS)

Delegation of authority to increase the capital stock while maintaining the pre-emptive subscription right (14th resolution)

The operations carried out under this resolution would be reserved for Company shareholders only. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

This delegation will also enable the capital to be increased through capitalization of premiums, reserves, profits or other, either in the form of allotments of free shares, or by increasing the par value of existing shares.

The capital increases performed under this delegation may not exceed an aggregate par value of €400,000,000 (four hundred million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros).

These amounts are the ceilings against which all of the capital increases and issues of debt instruments carried out with or without pre-emptive subscription right will be charged based on the 15th to 18th resolutions.

The subscription price of the shares and/or securities issued pursuant to this delegation of authority will be set by the Board of Directors in accordance with applicable laws and regulations.

If the aggregate amount of subscriptions as of right and for excess shares or securities have not absorbed all of an issue, the Board of Directors may use, in the order it determines, all or some of the following faculties:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities;
- offer all or some of the unsubscribed securities to the public.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Delegation of authority for the purposes of increasing the capital stock with removal of the pre-emptive subscription right, by way of a public offering (15th resolution)

Transactions carried out pursuant to this resolution will be open to the public. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

Capital stock increases performed using this delegation may not exceed an aggregate par value of €110,000,000 (one hundred and ten million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros). These limits also cover issues made pursuant to the 16th resolution, and will be charged against the respective aggregate ceilings set in the 14th resolution described above.

The issue price of shares issued pursuant to this delegation of authority will be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the issue pricing date, with a potential discount of up to 5%.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities;

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Delegation of authority for the purpose of increasing the capital stock with removal of the pre-emptive subscription right, by offer referred to in Article L. 411-2 II of the French Monetary and Financial Code (16th resolution)

This resolution is in addition to the 15th resolution to enable shareholders to vote separately on this matter as recommended by the *Autorité des Marchés Financiers*. It concerns private placements with persons providing a portfolio management service for third parties, qualified investors, or a restricted circle of investors, on condition that the last two categories act for their own account. They concern the issuing of ordinary shares giving access, if necessary, to ordinary shares, or allotment of debt securities and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may confer an entitlement to ordinary shares in any company in which the Company directly or indirectly holds more than half of the capital.

The capital increases performed under this delegation may not exceed an aggregate par value of €110,000,000 (one hundred and ten million euros). Issues of debt securities may not exceed an aggregate par value of €1,000,000,000 (one billion euros). These limits also cover issues made pursuant to the 15th resolution, and will be charged against the respective aggregate ceilings set in the 14th resolution.

In addition, these issues may not exceed the limits set out in the regulations applicable on the date of issue which, at present, is 20% of the Company's capital stock in any one year.

Like the 15th resolution, the subscription price of new shares issued pursuant to this delegation of authority will be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the issue pricing date, with a potential discount of up to 5%.

If the subscriptions do not absorb all of the issue, the Board of Directors may do the following:

- cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
- freely allocate all or some of the unsubscribed securities.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This delegation of authority is sought for a period of 26 months.

Permission to set the share issue price (17th resolution)

This resolution will authorize the Board of Directors to derogate from the conditions for setting the price provided for in the 15th and 16th resolutions for issues made without pre-emptive subscription rights.

The issue price of shares may not be less than the closing price on the trading day immediately preceding the issue pricing date, with a potential discount of up to 10%. The Board of Directors may use this facility up to a limit of 10% of the capital stock in any one year.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This authorization is sought for a period of 26 months.

Authorization to increase the amount of the initial issues decided upon with or without pre-emptive subscription right, in the event of oversubscriptions (18th resolution)

This authorization would allow the Company to satisfy excess demand for rights issues made to existing shareholders (14th resolution) via public offerings (15th resolution) or the private placements referred to in the 16th resolution.

Transactions carried out pursuant to this delegation of authority may not exceed the legal ceiling of 15% of the initial issue, and will be charged against the maximum limit applicable to the initial issue and the aggregate ceiling set in the 14th resolution.

The subscription price of ordinary shares or securities issued must be the same as the initial issue price set pursuant to the 14th, 15th and 16th resolutions described above.

The Board of Directors may use this authorization during a period of 30 days as from the close of the subscription period.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

This authorization is sought for a period of 26 months.

2.4 Employee and corporate officer share ownership (19th and 20th resolutions)

Delegation of authority to increase the capital stock with removal of the pre-emptive subscription right to members of a Company savings plan (19th resolution)

Pursuant to the 19th resolution, the Board of Directors is authorized to increase the capital stock by issuing shares or securities giving access, immediately or after a given period, to the Company's capital without pre-emptive subscription rights to Group employees who are members of a company or Group savings plan.

This authorization will be limited to 3% of the capital stock, and will not be charged against the aggregate ceiling set in the 14th resolution.

The subscription price may not be higher than the average of the opening share prices quoted on the twenty trading days preceding the date of the decision setting the opening date of the subscription period. Furthermore, it may not be more than 20% lower than that average, nor may it be 30% lower if the lock-up period provided for in the savings plan is more than or equal to ten years.

The Board of Directors may also decide to award new or existing shares or other securities conferring an entitlement to new or existing shares of the Company in respect of (i) matching contributions made pursuant to the regulations of Company or Group savings plans, and/or (ii) the discount, where applicable.

This delegation of authority is sought for a period of 26 months.

Authorization for the free granting of performance shares to employees and/or some corporate officers (20th resolution)

The 20th resolution aims to authorize the Board of Directors to award existing and/or new shares of the Company for free to employees and/or corporate officers of the Company and/or of companies or groups which are directly or indirectly linked thereto under to the conditions set out in Article L. 225-197-2 of the French Commercial Code.

The definitive attribution of these shares will be subject to achievement of performance conditions as defined in this resolution, namely:

- the pre-tax net income of the Group before taking into account exceptional items in the fiscal year preceding the acquisition date of the shares as fixed by the Board of Directors assessed against this income for the same fiscal year as forecast in the Group's Mid-Term Plan reviewed by the Board of Directors on the date when the shares are allocated;
- the growth in net earnings per Faurecia share assessed between the last fiscal year on the date when the shares are allocated and the last fiscal year on the date when the shares are acquired, compared with the average growth of a peer group comprising worldwide automotive suppliers over the same period.

The number of shares which may be awarded for free may not exceed 2,000,000 shares (two millions shares) on the date on which the Board uses this authorization, it being agreed that this number constitutes a maximum number of shares that can be attributed during the whole duration of this authorization. The aggregate number of free shares that may be awarded to corporate officers may not exceed 15% of the overall allocation set out above on the date on which the Board uses this authorization.

The allocation of the shares to the beneficiaries will become definitive at the end of a vesting period, the length of which is to be set by the Board of Directors, subject to compliance with the minimum legal requirement. Where applicable, the beneficiaries shall hold said shares for a period set by the Board of Directors, in keeping with any minimum legal requirement. The combined duration of the vesting and lock-up periods may not be less than the minimum legal requirement, if any.

This authorization is sought for a period of 26 months.

Finally, the **21st resolution** concerns the granting of powers to carry out the formalities required after a Shareholders' Meeting, and in particular filing and publication formalities.

Resolutions

ORDINARY BUSINESS

First resolution

Approval of the statutory financial statements for the financial year ended on December 31, 2014 – 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 at December 31, 2014, approve said statutory financial statements as presented, showing a net income of €92,537,242.98.

The shareholders in particular approve the total amount of expenses and charges referred to in Article 39-4 of the French General Tax Code, i.e. €142,244.41, corresponding to non-deductible lease payments for passenger vehicles, with the understanding that no tax was paid in respect of those expenses and charges.

Second resolution

Approval of the consolidated financial statements for the financial year ended on December 31, 2014

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements as at December 31, 2014, approve said consolidated financial statements as presented, showing a net income (Group share) of €165.7 million.

Third resolution

Appropriation of net income for the financial year and setting of 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 resolve to allocate the net income for the financial year closed on December 31, 2014 as follows:

Origin	
• Net income for the financial year	€92,537,242.98
• Retained earnings carried forward from prior years	€1,080,998,788.59
TOTAL TO BE APPROPRIATED	**€1,173,536,031.57**
Appropriation	
• Legal reserves	€4,626,862.15
• Dividend	€43,373,823.50
• Retained earnings	€1,125,535,345.92
TOTAL APPROPRIATION	**€1,173,536,031.57**

The shareholders formally acknowledge that the total gross dividend per share is fixed at €0.35.

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 carrying entitlement to dividends in relation to the 123,925,210 shares which make up the capital stock at December 31, 2014, the overall amount of the dividend would be adjusted and the amount allocated to retained earnings would be determined based on the dividend actually paid.

The dividend will be paid on June 24, 2015.

Trading ex-coupon will occur on June 1, 2015.

In accordance with Articles L. 232-18 et seq. of the French Commercial Code and Article 25 of the Company's bylaws, and after having established that the registered capital had been fully paid up, the shareholders resolve 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 Commercial Code, the price of the share remitted in payment of the dividend will be equal to 90% of the average price quoted in the 20 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 two decimal places.

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.

Shareholders wishing to opt for payment of the dividend in the form of shares will have from June 1 and June 16, 2015 inclusive in which to make their request known to the financial intermediaries authorized to pay the dividend. Accordingly, any shareholders who have not opted to have their dividend paid out in shares at the end of this period will receive their dividend in cash.

If the net dividend for which the shareholder has exercised the option does not correspond to a full number of shares, the shareholder may:

- either obtain the next-lowest full number of shares, with the difference made up in cash on the date the option is exercised;
- or obtain the next-highest full number of shares by paying the difference in cash.

For shareholders opting for a cash payment, the amounts due to them will be paid on June 24, 2015. 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. on June 24, 2015.

The shares issued as dividend payments will carry dividend rights as of January 1, 2015.

The shareholders grant 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 bylaws and, as a consequence thereof, carrying out all publication formalities.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the shareholders formally acknowledge that they have been reminded of the following distributions of dividends and income made 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	
2011	€38,628,920.75* i.e. €0.35 per share	-	-
2012	-	-	-
2013	€36,780,430.50* i.e. €0.30 per share	-	-

* *Includes the dividend from unpaid treasury stock allocated to the retained earnings account.*

Fourth resolution

Statutory Auditors' special report on regulated agreements and undertakings and acknowledgement of the absence of any new agreement

The shareholders, having considered the Statutory Auditors' special report mentioning the absence of any new agreement coming under Articles L. 225-38 et seq. of the French Commercial Code, simply acknowledge this fact.

Fifth resolution

Advisory 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 December 31, 2014

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 Commercial Code, issues a favorable 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 December 31, 2014, as set out in the reasons for the proposed resolutions.

Sixth 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 Commercial Code

The shareholders, after having considered the Board of Directors' report, authorize the Board, for a period of 18 months in accordance with Articles L. 225-209 et seq. of the French Commercial Code, 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 capital stock, 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 eighth resolution ruling on ordinary business at the Combined Shareholders' Meeting held on May 27, 2014.

The purchases may be made with a view to:

- 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;
- possibly canceling the shares purchased, subject to the authorization to be granted by this Shareholders' Meeting in its thirteenth 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.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

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

The purchase price may not exceed €60 per share. In the event of a transaction involving the capital stock, 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 capital stock before the transaction and the number of shares thereafter).

In this manner, and to serve as a guideline, the maximum amount which the Company would be likely to pay in the hypothesis of a purchase at the maximum price of €60 would be €741,375,300 on the basis of the registered capital as at December 31, 2014 (made of 123,925,210 shares) and taking into account the 36,266 treasury shares held on that date.

The shareholders grant 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.

Seventh resolution

Amount of attendance fees allocated to Board members

The shareholders resolve to modify the total amount of the attendance fees granted to the Board of Directors from €400,000, as this amount was fixed by the May 27, 2003 General Meeting, to €600,000.

This decision is applicable to the current financial year and will remain in force until a new decision is made.

Eight resolution

Renewal of the term of office of Mr. Éric Bourdais de Charbonnière as Director

The shareholders resolve to renew Mr. Éric Bourdais de Charbonnière's mandate as Director for a period of four years expiring at the end of the 2019 shareholders' meeting called to decide on the accounts of the preceding year, subject to the adoption of the 11th extraordinary resolution of the present meeting.

Ninth resolution

Renewal of the term of office of Mr. Lee Gardner as Director

The shareholders resolve to renew Mr. Lee Gardner's mandate as Director for a period of four years expiring at the end of the 2019 shareholders' meeting called to decide on the accounts of the preceding year, subject to the adoption of the 11th extraordinary resolution of the present meeting.

Tenth resolution

Renewal of the term of office of Mr. Hans-Georg Härter as Director

The shareholders resolve to renew Mr. Hans-Georg Härter's mandate as Director for a period of four years expiring at the end of the 2019 shareholders' meeting called to decide on the accounts of the preceding year, subject to the adoption of the 11th extraordinary resolution of the present meeting.

EXTRAORDINARY BUSINESS

Eleventh resolution

Modification of Article 11 of the bylaws on the reduction of the Board members' mandate to four years

The shareholders, having considered Board of Directors' report, resolve:

- to reduce from five to four years the statutory mandate of Board members appointed as from the present Shareholders' Meeting; the ongoing mandates shall end on the initial expiry date;
- to modify accordingly Article 11, Section 3 of the bylaws, while the rest of the article remains unchanged:

  "The duration of the Board members' mandate shall be four years. They may always be re-elected."

Twelfth resolution

Harmonization of Article 22 of the bylaws

The shareholders, having considered the Board of Directors' report, resolve to harmonize the bylaws with Article R. 225-85 of the French Commercial Code, as amended by Decree 2014-1466 of December 8, 2014, and to thus modify the third paragraph of Article 22 of the bylaws as set out below, while the rest of the Article remains unchanged:

"The right to participate in General Meetings shall be substantiated in accordance with applicable regulations."

Thirteenth 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 Commercial Code

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

1. Authorize 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 capital stock, calculated as of the date on which the cancellation decision is made, and after deduction of any shares which may have been cancelled during the previous 24 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 Commercial Code, as well as to reduce the registered capital by the same amount in accordance with the legal and regulatory provisions in force.
2. Resolve that this authorization is granted for a period of 18 months as from the date of this Shareholders' Meeting.
3. Grant 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 capital stock, to amend the Company's bylaws as a consequence thereof, and to carry out all requisite formalities.

Fourteenth resolution

Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with maintenance of pre-emptive subscription right, or to increase the share capital by integrating reserves, profits and/or premiums

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-130, L. 228-92 and L. 225-132 et seq.:

1. Delegate authority to the Board of Directors to:

a/ issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and or international market, either in euros or in other currencies, or in any other monetary unit based on a series of currencies:

- ordinary shares,
- and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities,
- and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give an entitlement to ordinary shares to be issued by any company of which the Company directly or indirectly owns more than half of the capital;

b/ increase the capital stock, on one or more occasions, in the proportions and at the times it shall deem appropriate, through the capitalization of premiums, reserves, profits or other capitalizable amounts, by way of the issue or award of free shares, or increase in the par value of existing share, or combination thereof.

2. Resolve that, should the Board of Directors use this delegation of authority within the framework of para. 1b/ above in accordance with the provisions of Article L. 225-130 of the French Commercial Code in the event of a capital increase in the form of an allotment of free shares, fractional entitlements will not be negotiable or transferable, and the corresponding shares will be sold. The sales proceeds will be allocated among the rights holders within the period provided by regulations for such purpose.

3. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.
4. Resolve to set, as indicated below, the ceilings on the amounts of the issues authorized in the event of the Board of Directors using this delegation of authority:
   - the aggregate par value of the shares which may be issued pursuant to this delegation of authority may not exceed €400,000,000 (four hundred million euros), it being stipulated that the overall nominal value of the capital increases liable to be implemented under this resolution and the fifteenth, sixteenth, seventeenth and eighteenth resolutions shall count towards this ceiling.

     If required, the par value of the new ordinary shares to be issued will be added to this ceiling in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events;
   - the par value of debt securities over the Company which may be issued pursuant to this delegation of authority may not exceed €1,000,000,000 (one billion euros) or the equivalent in any other currency at the date of issue, it being stipulated that:
     - this amount is an aggregate ceiling which applies to all debt securities which may be issued pursuant to this resolution and the fifteenth and sixteenth resolutions submitted to this Shareholders' Meeting,
     - this ceiling will be increased, if needed, by any redemption premiums, and
     - this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.
5. If the Board of Directors uses this delegation of authority within the framework of the issues referred to in para. 1a/ above:

a/ resolve that the issue(s) of ordinary shares or securities conferring an entitlement to shares in the Company will be reserved in priority for shareholders with priority rights,

b/ resolve that if the aggregate amount of subscriptions as of right and for excess shares or securities, if applicable, does not take up the entire issue referred to in para. 1a/, the Board of Directors, in whatever order it deems appropriate, may opt for the following alternatives or some of them:
   - cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions,
   - freely allocate all or some of the unsubscribed securities,
   - offer all or some of the unsubscribed securities to the public.

6. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.
7. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

Fifteenth resolution

Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with cancellation of pre-emptive subscription right through public offering

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136 and L. 228-92:

1. Delegate authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and/or international market, via an offering to the public, either in euros or in other currencies, or in any other monetary unit based on a series of currencies:
   - ordinary shares;
   - and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities;
   - and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company.

   In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give an entitlement to ordinary shares to be issued by any company of which the Company directly or indirectly holds more than half of the capital.

2. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.
3. The aggregate par value of the ordinary shares which may be issued pursuant to this delegation of authority may not exceed €110,000,000 (one hundred and ten million euros), it being stipulated that:
   - this limit will include the aggregate par value of any immediate and/or future capital increases which may be made pursuant to the sixteenth resolution below;
   - furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the fourteenth, sixteenth, seventeenth and eighteenth resolutions will count towards the aggregate ceiling of €400,000,000 (four hundred million euros) set in par. 4 of the fourteenth resolution above.

     If required, the par value of the new ordinary shares to be issued will be added to these ceilings in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

     The par value of debt securities over the Company which may be issued pursuant to this delegation of authority may not exceed €1,000,000,000 (one billion euros) or the equivalent in any other currency at the date of issue, it being stipulated that:
   - this amount will count towards the aggregate ceiling of €1,000,000,000 (one billion euros) for issues of debt securities as stipulated in para. 4 of the fourteenth resolution above;
   - this ceiling will be increased, if needed, by any redemption premiums; and
   - this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.
4. Resolve to cancel the pre-emptive subscription right of the shareholders in respect of ordinary shares and debt securities conferring an entitlement to the shares of the Company and/or to the debt securities which are the subject matter of this resolution, but nonetheless leave the possibility for the Board of Directors to grant a right of priority to the shareholders in accordance with the law.
5. Resolve that the amount received or to be received by the Company for each ordinary share issued pursuant to this delegation of authority, after taking into account the issue price of any autonomous equity warrants issued, will be at least equal to the minimum set by the legal and regulatory provisions applicable at the time this delegation of authority is implemented by the Board of Directors.
6. Resolve that if the subscriptions do not take up the entire issue referred to in para. 1/, the Board of Directors may opt for the following alternatives:
   - cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
   - freely allocate all or some of the unsubscribed securities.
7. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.
8. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

Sixteenth resolution

Delegation of authority to be granted to the Board of Directors to issue ordinary shares giving access, if necessary, to some ordinary shares, or allotment of debt securities (from the Company or from any direct or indirect subsidiary), and/or securities giving access to ordinary shares to be issued (by the Company or any direct or indirect subsidiary) with cancellation of pre-emptive subscription right through an offer in accordance with Article L. 411-2 of the French Monetary and Financial Code

The shareholders, having considered the Board of Director's report and the Statutory Auditors' special report, and ruling in accordance with the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136 and L. 228-92:

1. Delegate their authority to the Board of Directors to issue, on one or more occasions, in the proportions and at the times it shall deem appropriate, on the French and/or international market, through a private placement governed by Article L. 411-2 II of the French Monetary and Financial Code, either in euros or in other currencies, or in any other monetary unit based on a series of currencies:
   - ordinary shares;
   - and/or ordinary shares giving an entitlement to the allotment of other ordinary shares or debt securities;

- and/or securities giving an entitlement to the allotment of ordinary shares to be issued by the Company.

  In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give an entitlement to ordinary shares to be issued by any company of which the Company directly or indirectly holds more than half of the capital.

2. Set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting;
3. The aggregate par value of the ordinary shares which may be issued pursuant to this delegation of authority may not exceed €110,000,000 (one hundred and ten million euros), it being stipulated that it will be capped at 20% of the capital per year (this ceiling being calculated on the date of the Board's decision to make use of this delegation of authority), and that:
   - this amount falls under the common ceiling set in para. 3 of the fifteenth resolution and will count towards that ceiling;
   - furthermore, independently of this limit, the aggregate par value of any capital increases which may be carried out pursuant to this resolution, the fourteenth, fifteenth, seventeenth and eighteenth resolutions will count towards the aggregate ceiling of €400,000,000 (four hundred million euros) set in para. 4 of the fourteenth resolution above.

     If required, the par value of the new ordinary shares to be issued will be added to these ceilings in order to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.

     The par value of debt securities which may be issued pursuant to this delegation of authority may not exceed €1,000,000,000 (one billion euros), it being stipulated that:
   - this amount will count towards the aggregate ceiling of €1,000,000,000 (one billion euros) for issues of debt securities as stipulated in para. 4 of the fourteenth resolution above;
   - this ceiling will be increased, if needed, by any redemption premiums; and
   - this ceiling shall not include any issuance of debt securities decided or authorized by the Board of Directors in accordance with Article L. 228-40 of the French Commercial Code.
4. Resolve to cancel the pre-emptive subscription right of the shareholders in respect of ordinary shares and debt instruments conferring an entitlement to the shares of the Company and/or the debt securities which are the subject matter of this resolution.
5. Resolve that the amount received or to be received by the Company for each ordinary share issued pursuant to this delegation of authority, after taking into account the issue price of any autonomous equity warrants issued, will be at least equal to the minimum set by the legal and regulatory provisions applicable at the time this delegation of authority is implemented by the Board of Directors.
6. Resolve that if the subscriptions do not take up the entire issue referred to in para. 1/, the Board of Directors may opt for the following alternatives:
   - cap the amount of the issue at the amount of the subscriptions received, subject to any regulatory restrictions;
   - freely allocate all or some of the unsubscribed securities.
7. Resolve that the Board of Directors, with the ability to sub-delegate as provided for by law, will have, subject to the limitations set out above, the requisite powers, in particular to set the terms and conditions of the issue(s), as the case may be, duly place the capital increases resulting therefrom on record, make the corresponding amendments to the bylaws, deduct, at its sole discretion, all expenses related to the capital increases from the corresponding share premium as well as the sums required to bring the statutory reserve up to one-tenth of the new capital after each increase and, more generally, do everything necessary in this regard.
8. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

Seventeenth resolution

Authorization, in the case of an issue without pre-emptive subscription right, to set the issue price under the conditions fixed by the Shareholders' Meeting, up to a maximum limit of 10% of the capital stock in any one year

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with para. 2 of Article L. 225-136-1° of the French Commercial Code:

- authorize the Board of Directors, deciding to proceed with an issue of ordinary shares or securities conferring an entitlement to shares in the capital pursuant to the fifteenth and sixteenth resolutions to derogate, up to a limit of 10% of the capital stock per year, from the conditions for setting the price provided for in the above-mentioned resolutions;
- resolve in this connection that the issue price of the securities to be issued immediately or at a later date may not be less than the closing price on the trading day immediately before the price is set, possibly with a discount of up to 10%.

The shareholders set the period of validity of this authorization at 26 months as from the date of this Shareholders' Meeting.

The shareholders resolve that this authorization will cancel any previous authorization granted for the same purpose.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

Eighteenth resolution

Authorization to increase the number of shares to be issued in the event of oversubscription

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report decide in respect of each of the issues of ordinary shares or securities conferring an entitlement to shares of the Company resolved upon in application of the fourteenth to sixteenth resolutions, in the event of the Board of Directors establishing that there has been an oversubscription, that the number of shares to be issued may be increased by the Board of Directors, under the conditions set by Article L. 225-135-1 and R. 225-118 of the French Commercial Code, up to the limits set by the shareholders.

The shareholders resolve that the par value of any capital increases which may be carried out pursuant to this resolution will count towards the aggregate ceiling of €400,000,000 (four hundred million euros) set in para. 4 of the fourteenth resolution above.

The shareholders set the period of validity of this delegation at 26 months as from the date of this Shareholders' Meeting.

The shareholders resolve that this delegation of authority will cancel any previous delegation granted for the same purpose.

Unless prior authorization has been granted by the General Meeting, the Board of Directors may not use this authorization upon the filing of a takeover bid for the Company's shares by a third party, up until the end of the tender period.

Nineteenth resolution

Delegation of authority to be granted to the Board of Directors to increase the capital stock through an issue of shares without pre-emptive subscription rights for the benefit of members of a company savings plan in application of Articles L. 3332-18 et seq. of the French Labor Code

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, and ruling in application of the provisions of Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code:

1. Authorize the Board of Directors, if it deems it appropriate and at its sole discretion, to increase the capital stock on one or more occasions by issuing ordinary shares or securities conferring an entitlement to shares of the Company for the benefit of members of one or more Company or Group savings plans established by the Company and/or French or foreign companies related to it under the conditions stipulated in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.
2. Cancel in favor of said persons the pre-emptive right to subscribe to the shares which may be issued pursuant to this delegation of authority.
3. Set the period of validity of this delegation of authority at twenty-six months as from the date of this Shareholders' Meeting.
4. Resolve that the aggregate par value of the capital increase(s) to be carried out pursuant to this delegation of authority may not exceed 3% of the capital stock as of the date of the Board's decision to carry out said increase, said amount being independent of any other ceiling provided for in respect of delegations concerning capital increases. This amount does not include the additional amount of any ordinary shares to be issued to protect the rights of holders of securities conferring an entitlement to shares of the Company in accordance with the law or any contractual provisions stipulating other adjustment events.
5. Resolve that the issue price of the new shares to be issued pursuant to para. 1/of this delegation of authority may not be more than 20% lower, or 30% lower if the lock-up period provided for by the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is more than or equal to ten years, than the average of the opening share prices quoted on the 20 trading days preceding the date of the Board's decision relating to the capital increase and the corresponding issue of shares, or higher than that average.
6. Resolve that, in accordance with the provisions of Article L. 3332-21 of the French Labor Code, the Board of Directors may decide to award, without consideration, new or existing shares or other securities conferring an entitlement to new or existing shares of the Company, to the beneficiaries defined in the first paragraph above in respect of (i) matching contributions which may be made pursuant to the regulations of the Company or Group savings plans, and/or (ii) the discount, where applicable.
7. Formally acknowledge that this delegation of authority will cancel any previous delegation granted for the same purpose.

The Board of Directors, which may sub-delegate its powers as provided for by law, may implement this delegation of authority or not, take all measures, and carry out all requisite formalities.

Twentieth resolution

Authorization to be granted to the Board of Directors to award free shares to employees and/or certain corporate officers

The shareholders, having considered the Board of Directors' report and the Statutory Auditors' special report, authorize the Board of Directors to award new or existing ordinary shares of the Company on one or more occasions in accordance with Article L. 225-197-1 and L. 225-197-2 of the French Commercial Code:

- to employees of the Company or of companies which are directly or indirectly linked thereto within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or to corporate officers meeting the conditions set by Article L. 225-197-1 of the French Commercial Code.

The aggregate number of free shares thus awarded may not exceed 2,000,000 shares on the date of the Board decision to award them.

The aggregate number of free shares that may be awarded to corporate officers may not exceed 15% of the overall allocation set out above on the date of the Board decision awarding these shares.

The allocation of the shares to the beneficiaries will become definitive at the end of a vesting period, the length of which is to be set by the Board of Directors, subject to compliance with the minimum legal requirement. Where applicable, the beneficiaries shall hold said shares for a period set by the Board of Directors, in keeping with any minimum legal requirement. The combined duration of the vesting and lock-up periods may not be less than the minimum legal requirement, if any.

As an exception, the shares will be deemed definitively awarded before the expiry of the vesting period in the event of invalidity of the beneficiary classified in the second and third of the categories provided for in Article L. 341-4 of the French Social Security Code.

The definitive award of these shares will be subject to achievement of the following performance conditions as decided by the Board of Directors:

- the pre-tax net income of the Group before taking into account exceptional items in the fiscal year preceding the acquisition date of the shares as fixed by the Board of Directors assessed against this income for the same fiscal year as forecast in the Group's Mid-Term Plan reviewed by the Board of Directors on the date when the shares are allocated;
- the growth in net earnings per Faurecia share assessed between the last fiscal year on the date when the shares are allocated and the last fiscal year on the date when the shares are acquired, compared with the average growth of a peer group comprising worldwide automotive suppliers over the same period.

The Board of Directors shall have full powers, which may be sub-delegated under the conditions provided for by law, to:

- acknowledge the fulfillment of the performance conditions as defined above, and generally set the conditions and criteria for the award;
- determine the identity of the beneficiaries as well as the number of shares awarded to each of them;
- where applicable:
  - place on record the existence of sufficient reserves and transfer to an unavailable reserve account at the time of each award of shares the amounts required to pay up the new shares to be awarded,
  - decide, when the time comes, to carry out the capital increase(s) through capitalization of reserves, premiums or profits corresponding to the issue of the new shares awarded for free,
  - purchase the requisite number of shares within the framework of the share buy-back program and allocate same to the share award plan,
  - determine the impact on the rights of the beneficiaries of operations modifying the capital stock or likely to affect the value of the shares awarded and carried out during the vesting and lock-up periods and, as a consequence, modify or adjust, if necessary, the number of shares awarded in order to preserve the rights of the beneficiaries,
  - take all necessary steps to ensure compliance by the beneficiaries with the lock-up obligation;
- and, in general, do all that is required to implement this authorization in accordance with current legislation.

This authorization will automatically entail the waiver by the shareholders of their pre-emptive right to subscribe to the new shares issued through capitalization of reserves, premiums and profits.

It is granted for a period of 26 months as from the date of this Shareholders' Meeting.

It cancels any previous authorization on the same subject.

Twenty first resolution

Powers to carry out formalities

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

Summary of the situation of the Company during fiscal year 2014 (1)

FISCAL 2014

- Total sales up 5.5%* at €18.83 billion.
- Operating income (2) of €673 million, up 25%, representing 3.6% of total sales, compared with 3.0% in 2013.
- Net income of €166 million, up 89%.
- Net cash flow of €216 million.
- Net financial debt of €1.39 billion, down €131 million.

SECOND HALF 2014

- Total sales up 7.1%*, at €9.5 billion.
- Operating income of €363 million, up 29%, representing 3.8% of total sales, compared with 3.2% in 2013.
- Net cash flow of €39 million.

(in € million)	H2 2013	H2 2014	Variation (%)	2013	2014	Variation (%)
Total sales	8,764	9,501	+7.1*	18,028	18,829	+5.5*
Operating income	282	363	+28.7	538	673	+25.1
As % of total sales	3.2	3.8	+60bp	3.0	3.6	+60bp
Net income (Group share)	53	78	+47.2	88	166	+88.6
Net cash flow	7	39	N.S.	144	216	+50.0
Net financial debt (at December 31)	1,519	1,388	(8.6)	1,519	1,388	(8.6)

* *At constant exchange rates and scope.*

Sustained growth in sales

Global automotive production is estimated to have grown by 3.3% in 2014. Growth remained strong in North America and Asia, with respective increases in automotive production of 5.0% and 4.1%. Automotive production grew by 3.2% in Europe, representing a total increase of 5.7% excluding Russia, where production fell by 16.0%.

Faurecia total sales for fiscal 2014 stood at €18.83 billion, an increase of 4.4% over 2013 sales of €18.03 billion. Like-for-like growth stood at 5.5%, when adjusted to allow for the negative effects of currency fluctuations, representing €173 million (-1.0%), and scope, representing a decline of €19 million (-0.1%). During the second half of 2014, total sales climbed by 8.4%. Changes in exchange rates had a positive impact of €112 million (+1.3%). This represents a growth of 7.1% at constant exchange rates and scope.

Product sales (delivery of parts and components to automakers) stood at €14.09 billion, up 2.9% over 2013 sales of €13.69 billion. Like-for-like growth totaled 4.4%, when adjusted to allow for the negative impact of currency fluctuations, representing €147 million (-1.1%), and changes in scope, representing a drop of €57 million (-0.4%). Product sales rose 6.8% in the second half of 2014. Changes in exchange rates had a positive impact of €75 million (+1.1%) while changes in scope had a negative impact of €21 million (-0.3%). This represents a change of 6.0% at constant exchange rates and scope.

(1) Extract of the press release of February 12, 2015.

(2) Operating income is the Faurecia group's principal performance indicator. It corresponds to net income of fully consolidated companies before:

- *other operating income and expense, corresponding to material, unusual and non-recurring items including reorganization expenses and early retirement costs, the impact of exceptional events such as the discontinuation of a business, the closure or sale of an industrial site, disposals of non-operating buildings, impairment losses recorded for property, plant and equipment or intangible assets, as well as other material and unusual losses;*
- *income on loans, cash investments and marketable securities;*
- *finance costs;*
- *other financial income and expense, which include the impact of discounting the pension benefit obligation and the return on related plan assets, the ineffective portion of interest rate and currency hedges, changes in value of interest rate and currency instruments for which the hedging relationship does not satisfy the criteria set forth in relationship cannot be demonstrated under IAS 39, and gains and losses on sales of shares in subsidiaries;*
- *taxes.*

Sales of monoliths [1] rose by 12.1% to reach €3.10 billion. This represents growth of 12.2% at constant exchange rates and scope. Growth in the second half of 2014 totaled 14.5%, an increase of 12.1% at constant exchange rates and scope.

Billing for development, tooling, prototypes and other services stood at €1.64 billion, up 4.5%. This represents growth of 3.4% at constant exchange rates and scope. Growth in the second half of 2014 totaled 11.3%, an increase of 8.3% at constant exchange rates and scope.

Sales by region: very good year in China with growth above 20% and growth twice as fast as the market in Europe

Product sales in 2014 break down as follows:

- in Europe, product sales totaled €7.87 billion, compared with €7.41 billion in 2013, an increase of 6.2%, or 6.8% at constant exchange rates (-0.3%) and scope (-0.3%), outperforming growth in automotive production, which stood at 3.2%. In the second half of the year, product sales rose by 6.5%, a like-for-like increase of 6.9% at €3.76 billion, well ahead of automotive production, which remained stable (+0.1%);
- in North America, product sales totaled €3.50 billion, compared with €3.71 billion in 2013, down 5.7%. Adjustment to allow for currency fluctuations (-€10 million) and changes in scope (-€30 million) showed a decline of 4.6% at constant exchange rates and scope, against a 5.0% increase in automotive production. In the second half of the year, product sales rose by 4.8%. The variation in exchange rate parity had a positive impact of €82 million (+4.8%), while changes in scope produced a negative impact of €6 million (-0.3%). This represents sales growth of 1.0% in the second half of the year at constant exchange rates and scope, against a 5.9% increase in automotive production. Faurecia will return to growth in 2015, with sales expected to outpace automotive production, in full year, driven by the launch of many new models in the second half of 2014;
- in Asia, product sales exceeded €2.0 billion to reach €2.03 billion, compared with €1.71 billion in 2013, an increase of 19.0%. Changes in exchange rates and scope did not have a significant impact (-€4 million and -€8 million, respectively). This led to a 19.7% increase in product sales at constant exchange rates and scope, against a 4.1% increase in automotive production. Sales in China reached €1.69 billion, up 21.5% (at constant exchange rates and scope), more than doubling the growth in the Chinese automotive market (+9.4%). Product sales in Asia in the second half rose by 20.9%. As a result of the weaker euro, currency exchange rates had a positive impact of €35 million (+3.9%). Change in scope produced a negative impact of €4 million (-0.5%). The increase in sales at constant exchange rates and scope totaled 17.4%, of which 20.8% was in China;
- in South America, product sales stood at €550 million, compared with €717 million in 2013, a drop of 23.2%. The variation in exchange rates represented €93 million (-13.0%), with no change in scope. This produced a 10.3% drop at constant exchange rates, against a 16.1% decline in automotive production. Product sales in the second half fell by 19.2%. With currency fluctuation representing €22 million (-6.4%), the drop at constant exchange rates stood at 12.8%, against a 15.1% contraction in automotive production.

Sales by customer: solid growth with Cummins, Nissan & Daimler

In terms of customers, the most remarkable developments have been recorded with Nissan (+21% at constant exchange rates and scope) with a strong growth in North America and in China, and with Daimler (+23% at constant exchange rates and scope) supported by the sales of the Mercedes-Benz S-Class. Sales to Cummins for commercial vehicles were up 59% (at constant exchange rates and scope). Commercial vehicles now account for 8% of Faurecia Emissions Control Technologies sales.

(1) Monoliths are components used in catalytic converters for exhaust systems. Monoliths are directly managed by automakers. They are purchased from suppliers designated by them and invoiced to automakers on a pass-through basis. They accordingly generate no industrial value added.

Sales by Business Group: strong growth for Emissions Control Technologies and Interior Systems

Emissions Control Technologies achieved impressive sustained growth of 6.3%, with total sales of €6.7 billion, representing growth of 7.0% at constant exchange rates and scope. This performance was driven by growth in Asia (+15% at constant exchange rates and scope) and the commercial vehicle segment (+19% at constant exchange rates and scope). The increase in the second half was 8.5% (+6.4% at constant exchange rates and scope).

Total sales for the Automotive Seating Business Group stood at €5.3 billion, up from €5.2 billion in 2013, an increase of 1.7%, or 2.8% at constant exchange rates and scope. Sales grew by 7.1% in the second half (+6.1% like-for-like), spurred by the launch of new programs for Nissan, GM and Ford.

Total sales for Interior Systems stood at €4.7 billion, compared with €4.6 billion in 2013, an increase of 3.3% (+5.0% at constant exchange rates and scope), driven by the growth in sales with Daimler and Volkswagen. Growth was most outstanding in Asia, where it reached 47% (at constant exchange rates and scope), largely driven by business in China. This is a strategic development for Interior Systems, since Asia now represents 7% of its sales, with growth expected to accelerate for the Business Group in the region. Sales grew by 6.5% in the second half of the year, representing a 5.5% increase at constant exchange rates and scope.

Total sales at Automotive Exteriors reached €2.1 billion, up 8.6% (+9.1% at constant exchange rates and scope) compared with 2013. Sales grew by 16.2% in the second half (+16.4% at constant exchange rates and scope). This impressive growth was in part driven by the twofold increase in tooling sales ahead of new program start-ups. Product sales were up 4.9% (at constant exchange rates and scope) in the second half of the year.

Operating results at the high end of our Guidance

Operating income stood at €673 million, or 3.6% of total sales, compared with €538 million and 3.0% of sales in 2013. Our guidance for 2014, adjusted upward on July 29, 2014, set an operating margin of between 3.3% and 3.6%. Operating income totaled €363 million in the second half of 2013, representing 3.8% of sales, and growth of €81 million, or 60 basis points.

By region, Europe and Asia achieved the most impressive growth in operating margin. Growth in profitability is expected to accelerate in North America, after a transition year in 2014:

- in Asia, at 8.9% (€268 million), the operating margin continued to grow by 60 basis points for the year, driven by a business model combining strong growth and excellence in execution. In the second half, the margin grew by 20 basis points, to end solidly above 9.0%, at 9.3% (€150 million);
- in Europe, at 3.6% (€372 million), the margin significantly improved, by 90 basis points, driven by the increase in volumes and a competitive cost base. The operating margin improved significantly in the second half of the year, up 80 basis points at 3.8% (€193 million);
- in North America, at 1.7% (€78 million), there was a slight drop in operating margin for the year as a whole. The significant improvement in operating performance was not sufficient to fully offset the reduced commercial contribution linked to the sales drop and to the significant launch costs associated with the many model changeovers;
- in South America, the margin fell to -7.3% (or a loss of €49 million), impacted by the sharp drop in volume and the negative effects of inflation and currency fluctuations. The cost base was reduced in 2014, which should improve profitability in 2015.

By Business Group, Emissions Control Technologies and Interior Systems have made rapid progress, with Automotive Seating setting the benchmark in its segment in the second half of the year:

- Automotive Seating: at 4.4% of sales (€234 million) for the year and 4.7% (€127 million) for the second half, the margin reached benchmarks levels in its segment. The increase of 20 basis points for the year as a whole was driven by good performance in Asia and in the mechanisms division;
- Emissions Control Technologies: at 3.8% of sales, representing €257 million, the Business Group grew very quickly, significantly reducing the gap with competition. The margin increase of 70 basis points is the result of significant progress in North America, an improvement in Europe, and a margin that remains high in Asia. Expressed as a percentage of product sales, the margin totaled 7.5% for the year as a whole, representing an increase of 160 basis points, and an increase of 7.8%, or 40 basis points, in the second half;
- Interior Systems: at 2.7% of sales, operating income totaled €129 million, an improvement of 90 basis points in profitability, driven by Europe and Asia. North America was impacted by a large number of launches and related extra costs;

- Automotive Exteriors: at 2.6% of sales, or €54 million, the margin was affected by the drop in volumes in South America and transformation costs in the composites business, while the margin of the bumpers activity in Europe remained satisfactory.

Consolidated net income (Group share) stood at €166 million, compared with €88 million in 2013, an increase of 89%. In the second half of 2014, it amounted to €78 million. The primary items excluding operating income are as follows:

- restructuring costs amounted to €77 million (versus €91 million in 2013), of which €14 million was linked to initiatives launched in Russia and South America, where volumes are down and the outlook has deteriorated;
- net interest expense stood at €183 million (versus €188 million in 2013), as a result of a decrease in average net debt. Charges include a €16 million provision for exercising, in June 2015, the optional early redemption clause of the 2019 bond;
- other revenues and interest expense is a charge of €61 million (compared with €46 million in 2013). It incorporates €12 million of 1-off commission expense on the renewal of a syndicated credit line in December 2014.

Positive net cash flow and net debt down €131 million

Net cash flow stood at €216 million, impacted positively by the significant improvement in working capital requirements.

Capital expenditure and capitalized R&D were up 7.0% at €843 million, compared with €788 million in 2013. In geographical terms, this investment continued to primarily target growth outside Europe and in particular the reinforcement of the Group's position in Asia.

Working capital requirements improved by €263 million, mainly as a result of a €78 million reduction in inventory, a €88 million drop in accounts receivable following the introduction of programs to sell trade receivables (without recourse), along with an increase in accounts payable of €120 million.

At the end of December 2014, the Group's net financial debt stood at €1.39 billion, compared with €1.52 billion at the end of December 2013, representing a net debt reduction of €131 million. The first stage of the Group refinancing plan took place in December 2014, with the successful renewal of a syndicated credit facility for a total of €1.2 billion over five years.

Dividend

In light of the Group's performance and the outlook for 2015, the Board of Directors announced that at the next annual shareholder meeting, to be held on May 27, 2015, it would propose the payment of a dividend of 35 euro cents per share, an increase of 17%, with a distribution rate of 27%. Shareholders will also be given the option to receive their dividend as shares.

2015 Outlook

In 2015, Faurecia expects global automotive production to grow by 3%, with Europe (excluding Russia) between +2 and +4%, North America growing at +3% and China at +7%.

Within a favorable macro-economic context with lower oil prices, a significant drop in raw material prices and the realignment of the Euro versus the US dollar and the Chinese renminbi, Faurecia anticipates the following for 2015:

- an increase in sales of around 5% (like-for-like);
- an operating margin better than 4%; and
- a net cash flow above €100 million.

APPENDIX

Per Business Group

Total sales *(in € millions)*	2012	H1 2013	H2 2013	2013	H1 2014	H2 2014	2014
Automotive Seating	5,155.9	2,718.6	2,500.3	5,218.9	2,630.6	2,678.5	5,309.1
Emissions Control Technologies	6,079.5	3,200.0	3,150.4	6,350.5	3,328.6	3,418.8	6,747.4
Interior Systems	4,352.7	2,361.3	2,198.7	4,560.0	2,368.0	2,341.3	4,709.3
Automotive Exteriors	1,776.4	985.1	914.2	1,899.3	1,001.1	1,062.0	2,063.1
TOTAL	**17,364.5**	**9,265.0**	**8,763.6**	**18,028.6**	**9,328.3**	**9,500.6**	**18,828.9**

Product sales *(in € millions)*	2012	H1 2013	H2 2013	2013	H1 2014	H2 2014	2014
Automotive Seating	4,904.5	2,591.6	2,299.3	4,890.9	2,466.6	2,472.3	4,938.9
Emissions Control Technologies	3,233.2	1,700.6	1,651.0	3,351.7	1,715.1	1,717.9	3,433.0
Interior Systems	3,597.1	1,985.1	1,808.1	3,793.2	2,021.0	1,975.5	3,996.5
Automotive Exteriors	1,561.5	860.3	797.0	1,657.4	886.8	834.2	1,720.9
TOTAL	**13,296.3**	**7,137.7**	**6,555.5**	**13,693.2**	**7,089.5**	**6,999.8**	**14,089.3**

Operating income *(in € millions)*	2012*	H1 2013	H2 2013	2013	H1 2014	H2 2014	2014
Automotive Seating	193.2	105.4	111.9	217.4	106.9	127.2	234.1
Margin (as % of Total sales)	*3.7%*	*3.9%*	*4.5%*	*4.2%*	*4.1%*	*4.7%*	*4.4%*
Emissions Control Technologies	145.8	76.4	122.6	199.0	122.0	134.6	256.6
Margin (as % of Total sales)	*2.4%*	*2.4%*	*3.9%*	*3.1%*	*3.7%*	*3.9%*	*3.8%*
Margin (as % of Product sales)	*4.5%*	*4.5%*	*7.4%*	*5.9%*	*7.1%*	*7.8%*	*7.5%*
Interior Systems	131.5	59.0	25.0	84.0	63.4	65.5	128.9
Margin (as % of Total sales)	*3.0%*	*2.5%*	*1.1%*	*1.8%*	*2.7%*	*2.8%*	*2.7%*
Automotive Exteriors	43.1	15.4	22.5	37.9	18.3	35.4	53.7
Margin (as % of Total sales)	*2.4%*	*1.6%*	*2.5%*	*2.0%*	*1.8%*	*3.3%*	*2.6%*
TOTAL	**513.7**	**256.2**	**282.1**	**538.3**	**310.6**	**362.7**	**673.3**
Margin (as % of Total sales)	*3.0%*	*2.8%*	*3.2%*	*3.0%*	*3.3%*	*3.8%*	*3.6%*

* *Reported (not restated for IAS 19R).*

Summary of the situation of the Company during fiscal year 2014

Per region

Total sales* *(in € millions)*	**2012**	**H1 2013**	**H2 2013**	**2013**	**H1 2014**	**H2 2014**	**2014**
Europe	9,618.3	5,034.6	4,666.4	9,701.0	5,275.5	5,115.3	10,390.8
North America	4,541.1	2,461.4	2,230.3	4,691.7	2,219.8	2,295.7	4,515.5
Asia	2,123.9	1,177.1	1,344.8	2,521.9	1,387.5	1,620.2	3,007.7
South America	777.7	450.7	410.7	861.4	331.4	346.4	677.7
RoW, Other & Elims	303.4	141.2	111.4	252.6	114.2	122.9	237.2
TOTAL	**17,364.5**	**9,265.0**	**8,763.6**	**18,028.6**	**9,328.3**	**9,500.6**	**18,828.9**

* *By origin.*

Product sales* *(in € millions)*	**2012**	**H1 2013**	**H2 2013**	**2013**	**H1 2014**	**H2 2014**	**2014**
Europe	7,411.7	3,884.2	3,527.3	7,411.5	4,117.4	3,755.8	7,873.1
North America	3,645.5	1,995.5	1,712.0	3,707.5	1,702.0	1,793.8	3,495.8
Asia	1,388.4	799.2	906.6	1,705.8	933.4	1,096.0	2,029.4
South America	661.6	370.7	346.3	717.0	270.8	279.7	550.4
RoW, Other & Elims	189.1	88.1	63.3	151.4	65.9	74.6	140.5
TOTAL	**13,296.3**	**7,137.7**	**6,555.5**	**13,693.2**	**7,089.5**	**6,999.8**	**14,089.3**

* *By origin.*

Operating income *(in € millions)*	**2012**	**H1 2013**	**H2 2013**	**2013**	**H1 2014**	**H2 2014**	**2014**
Europe	281.3	122.1	138.6	260.8	178.5	193.0	371.5
Margin (as % of total sales)	*2.9%*	*2.4%*	*3.0%*	*2.7%*	*3.4%*	*3.8%*	*3.6%*
North America	90.9	62.2	35.9	98.1	40.0	37.5	77.5
Margin (as % of total sales)	*2.0%*	*2.5%*	*1.6%*	*2.1%*	*1.8%*	*1.6%*	*1.7%*
Asia	169.8	87.2	122.9	210.1	118.4	150.0	268.4
Margin (as % of total sales)	*8.0%*	*7.4%*	*9.1%*	*8.3%*	*8.5%*	*9.3%*	*8.9%*
South America	(17.2)	(13.4)	(14.5)	(27.9)	(30.0)	(19.4)	(49.4)
Margin (as % of total sales)	*-2.2%*	*-3.0%*	*-3.5%*	*-3.2%*	*-9.1%*	*-5.6%*	*-7.3%*
RoW, Other & Elims	(11.1)	(1.9)	(0.8)	(2.7)	3.8	1.5	5.3
Margin (as % of total sales)	*-3.7%*	*-1.3%*	*-0.7%*	*-1.1%*	*3.3%*	*1.3%*	*2.2%*
TOTAL	**513.7**	**256.2**	**282.1**	**538.3**	**310.6**	**362.7**	**673.3**
Margin (as % of total sales)	*3.0%*	*2.8%*	*3.2%*	*3.0%*	*3.3%*	*3.8%*	*3.6%*

Sales by type

Sales by type *(in € millions)*	2013 Product	2013 Monoliths	2013 R&D & Tooling	2013 Total	2014 Product	2014 Monoliths	2014 R&D & Tooling	2014 Total
Automotive Seating	4,890.9		327.9	5,218.9	4,938.9		370.2	5,309.1
Emissions Control Technologies	3,351.7	2,767.7	231.0	6,350.5	3,433.0	3,101.9	212.5	6,747.4
Interior Systems	3,793.2		766.8	4,560.0	3,996.5		712.8	4,709.3
Automotive Exteriors	1,657.4		241.9	1,899.3	1,720.9		342.2	2,063.1
TOTAL	**13,693.2**	**2,767.7**	**1,567.7**	**18,028.6**	**14,089.3**	**3,101.9**	**1,637.7**	**18,828.9**

Currency and scope

(in € millions)	2013 Reported	Currencies	Scope & Other	Organic (like for like)*	2014 Reported
Total sales	18,028.6	(172.7)	(18.9)	991.9	18,828.9
Var in %		*-1.0%*	*-0.1%*	***5.5%***	***4.4%***
Product sales	13,693.2	(147.3)	(56.5)	599.9	14,089.3
Var in %		*-1.1%*	*-0.4%*	***4.4%***	***2.9%***

* *At constant exchange rates & scope.*

Total sales and product sales

(in € millions)	2013	2014	Var. in % reported	Var. in % like for like*
Total sales				
Automotive Seating	5,218.9	5,309.1	1.7%	2.8%
Emissions Control Technologies	6,350.5	6,747.4	6.3%	7.0%
Interior Systems	4,560.0	4,709.3	3.3%	5.0%
Automotive Exteriors	1,899.3	2,063.1	8.6%	9.1%
TOTAL	**18,028.6**	**18,828.9**	**4.4%**	**5.5%**
Product sales				
Automotive Seating	4,890.9	4,938.9	1.0%	2.1%
Emissions Control Technologies	3,351.7	3,433.0	2.4%	4.7%
Interior Systems	3,793.2	3,996.5	5.4%	7.1%
Automotive Exteriors	1,657.4	1,720.9	3.8%	4.3%
TOTAL	**13,693.2**	**14,089.3**	**2.9%**	**4.4%**

* *At constant exchange rates & scope.*

Summary of the situation of the Company during fiscal year 2014

Reported and like for like

Sales by region *(in € millions)*	2013	2014	Var. in % Reported	Var. in % Like for like	Var. in % LV production*
Total sales					
Europe	9,701.0	10,390.8	7.1%	7.4%	
North America	4,691.7	4,515.5	-3.8%	-3.1%	
Asia	2,521.9	3,007.7	19.3%	19.0%	
South America	861.4	677.7	-21.3%	-8.8%	
Rest of the World	252.6	237.2	-6.1%	5.4%	
TOTAL	**18,028.6**	**18,828.9**	**4.4%**	**5.5%**	
Product sales					
Europe	7,411.5	7,873.1	6.2%	6.8%	3.2%
North America	3,707.5	3,495.8	-5.7%	-4.6%	5.0%
Asia	1,705.8	2,029.4	19.0%	19.7%	4.1%
South America	717.0	550.4	-23.2%	-10.3%	-16.1%
Rest of the World	151.4	140.5	-7.2%	4.2%	NS
TOTAL	**13,693.2**	**14,089.3**	**2.9%**	**4.4%**	**3.3%**

* *Source IHS estimates, January 2015.*

Cash flow reconciliation

(in € millions)	2014	2013
Net Cash Flow	216	144
Acquisitions of investments and business (net of cash & cash equivalent)	(33)	(12)
Proceeds from disposal of financial assets	0	0
Other changes	(15)	(27)
Cash provided (used) by operating & investing activities	167	105

Composition of the Board of Directors

Chairman and Chief Executive Officer

Yann Delabrière

Directors

Éric Bourdais de Charbonnière	Ross McInnes
Jean-Baptiste Chasseloup de Chatillon	Amparo Moraleda
Jean-Pierre Clamadieu	Thierry Peugeot
Lee Gardner	Robert Peugeot
Hans-Georg Härter	Bernadette Spinoy
Linda Hasenfratz	Carlos Tavares

The directorships of MM. Éric Bourdais de Charbonnière, Lee Gardner and Hans-George Härter will expire at the end of this Meeting and will be submitted for renewal.

Details concerning directors who are proposed for re-election

ÉRIC BOURDAIS DE CHARBONNIÈRE

Mr. Éric Bourdais de Charbonnière joined JP Morgan in 1965, and went on to hold various positions within it. From 1987 to 1990 he was the Executive Vice-President, Head of Europe.

In 1990, he joined Michelin as Chief Financial Officer, and subsequently became a member of the Group Executive Council. He was Chairman of the Supervisory Board from September 2000 until May 17, 2013.

A French national, Mr. Bourdais de Charbonnière will have reached the age of 75 on May 27, 2015, the date of the Shareholders' Meeting.

Mr. Bourdais de Charbonnière's business address is that of the Company.

Main function currently held:

- Member of the Supervisory Board of ODDO et Cie (France) and member of the Audit Committee.

Other current appointments and positions:

None.

Functions and mandates held within the five past years and which have expired:

- Chairman of the Supervisory Board of Michelin (France) and member of the Audit Committee;
- Vice-Chairman of the Supervisory Board of ING group;
- Member of the Board of Directors of Thomson S.A. (France).

Mr. Éric Bourdais de Charbonnière currently holds 100 Faurecia shares.

LEE GARDNER

In 2001, Mr. Lee Gardner joined One Equity Partners (OEP), which at that time was the private investment arm of JP Morgan Chase & Co. Following a spin-off in January 2015, OEP is now an independent investment management firm called OEP Capital Advisors, L. P., where Mr. Gardner is a Managing Director.

An American national, Mr. Gardner will have reached the age of 68 on May 27, 2015, the date of the Shareholders' Meeting.

Mr. Gardner's business address is that of the Company.

Main function currently held:

- CEO of OEP Capital Advisors, L. P. (USA).

Other current functions and mandates:

- Director and Chairman of the Board of Directors of Strike LLC (USA);
- Director of OEP East Balt I LP (USA);
- Member of the Supervisory Board and President of Smartrac N.V. (Netherlands).

Functions and mandates held within the five past years and which have expired:

- Director and Chairman and Chief Executive Officer of Emcon Technologies (USA);
- Director of OEP Precision Holdings LLC (USA);
- Director of Polaroid Inc. (USA);
- Director of Mauser – Werke GmbH (Germany);
- Director and Chairman of Progress Rail (USA);
- Director of Precision Gear Holdings (USA).

Mr. Lee Gardner currently holds 100 Faurecia shares.

HANS-GEORG HÄRTER

Mr. Hans-Georg Härter spent his entire career with the ZF group, which he joined in 1973.

He held the position of Chief Executive Officer of ZF Friedrichshafen AG from January 2007 to May 2012, when he retired.

A German national, Mr. Härter will have reached the age of 70 on May 27, 2015, the date of the Shareholders' Meeting.

Mr. Härter's business address is that of the Company.

Main function currently held:

- Founder of HGH Consulting (Germany).

Other current functions and mandates:

- Member of the Supervisory Board of Klingelnberg AG (Germany);
- Member of the Board of the Zeppelin University Friedrichshafen Foundation (Germany);
- Member of the Board of Association Deutsche Wissenschaft e.G. (Germany);
- Member of Institut Deutsche Wissenschaft (Germany);
- Member of the Advisory Committee of Unterfränkische Überlandzentrale e.G. (Germany);
- Director of Axega GmbH (Germany);
- Director of Altran S.A. (France);
- Member of the Supervisory Board of Kiekert AG (Germany);
- Member of the Supervisory Board of Knorr-Bremse AG (Germany).

Functions and mandates held within the five past years and which have expired:

- Chief Executive Officer of ZF Friedrichshafen AG (Germany);
- Member of the Supervisory Board of ZF Getriebe GmbH, Saarbrücken (Germany);
- Member of the Supervisory Board of ZF Lemförder GmbH, Lemförde (Germany);
- Member of the Supervisory Board of ZF Passau GmbH, Passau (Germany);
- Member of the Supervisory Board of ZF Sachs AG, Schweinfurt (Germany);
- Member of the Supervisory Board of Verband der Automobilindustrie (VDA) (Germany).

Mr. Hans-Georg Härter currently holds 726 Faurecia shares.

Request for documents and additional information

(Article R. 225-88 of the French Commercial Code)

To be sent by May 22, 2015
at the latest to:

Caceis Corporate Trust
Service Assemblées Générales Centralisées
14, rue Rouget-de-Lisle
92862 Issy-les-Moulineaux Cedex 9
France

I, the undersigned: ☐ Mr. ☐ Ms.

Last name: ....

First name(s): ....

Address: ....

....

request the documents and information relating to the **Shareholders' Meeting of May 27, 2015**, as specified in Article R. 225-83 of the French Commercial Code.

Signed in ...., on 2015

Signature

Shareholders with **bearer shares** *must send a certification of registration in the bearer shares accounts with this request.*

In accordance with Article R. 225-88 paragraph 3 of the French Commercial Code, all **registered shareholders** *may submit one single request to the Company to receive the documents and information mentioned in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each Shareholders' Meeting to be held after the Meeting specified above. Shareholders wishing to avail themselves of this option must mention this fact on the form.*

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Technical perfection, automotive passion

faurecia