

*The English language of this document is a free translation of an extract of the notice published in the French "Bulletin des Annonces Légales Obligatoires" of 21<sup>st</sup> April 2017. The original language of the notice in French takes precedence over this translation.*

**FAURECIA**

A French *Société anonyme* (corporation) with capital of €966,250,607  
Registered office: 2 Rue Hennape, 92000 Nanterre  
Nanterre Trade and Companies Register No. 542 005 376

**COMBINED SHAREHOLDERS' MEETING OF MAY 30, 2017**

**AGENDA**

**Ordinary business**

**Resolution one** - Approval of the parent company financial statements for the year ending 31 December 2016 - Approval of non-tax-deductible expenses and costs,

**Resolution two** - Approval of the consolidated financial statements for the year ending 31 December 2016,

**Resolution three** - Appropriation of income for the fiscal year, dividend,

**Resolution four** - Special report by the Statutory Auditors on regulated agreements and undertakings and approval of new agreements,

**Resolution five** - Special report by the Statutory Auditors on the undertakings referred to in Article L.225-42-1 of the French Code of Commerce - Approval of the undertakings in favor of Mr. Patrick KOLLER, Chief Executive Officer,

**Resolution six** - Approval of the principles and criteria used to determine, allocate and award the compensation of the Chairman of the Board of Directors,

**Resolution seven** - Approval of the principles and criteria used to determine, allocate and award the compensation of the Chief Executive Officer,

**Resolution eight** - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Yann DELABRIERE as Chairman and Chief Executive Officer up to 30 June 2016,

**Resolution nine** - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Yann DELABRIERE as Chairman of the Board of Directors from 1 July 2016,

**Resolution ten** - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Patrick KOLLER as Deputy Chief Executive Officer up to 30 June 2016,

**Resolution eleven** - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Patrick KOLLER as Chief Executive Officer from 1 July 2016,

**Resolution twelve** - Renewal of the mandate of Ms Amparo MORALEDA as Board member,

**Resolution thirteen** - Renewal of the mandate of Mr. Jean-Baptiste CHASSELOUP DE CHATILLON as Board member,

**Resolution fourteen** - Renewal of the mandate of Mr. Jean-Pierre CLAMADIEU as Board member,

**Resolution fifteen** - Renewal of the mandate of Mr. Robert PEUGEOT as Board member,

**Resolution sixteen** - Appointment of Mr. Patrick KOLLER as Board member,

**Resolution seventeen** - Appointment of Ms Penelope HERSCHER as Board member,

**Resolution eighteen** - Authorisation to the Board of Directors aiming to allow the company to buy back its own shares pursuant to Article L.225-209 of the French Code of Commerce, duration of authorisation, purposes, conditions, ceiling, suspension during public offerings,

### **Extraordinary business**

**Resolution nineteen** - Authorisation to the Board of Directors in view of cancelling the shares bought back by the company pursuant to Article L.225-209 of the French Code of Commerce, duration of authorisation, ceiling,

**Resolution twenty** - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) with preferential subscription right or to increase the share capital by incorporating reserves, profits and/or premiums, duration of the delegation, maximum par value of the increase in share capital, outcome of fractional shares, option to offer unsubscribed securities to the public, suspension during public offerings,

**Resolution twenty-one** - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) without preferential subscription right by public offering and/or in consideration of securities within the framework of a public exchange offer, duration of the delegation, maximum par value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings,

**Resolution twenty-two** - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) without preferential subscription right by an offer defined in II of Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum par value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings,

**Resolution twenty-three** - Authorisation to increase the amount of shares issued in the event of surplus demand, suspension during public offerings,

**Resolution twenty-four** - Delegation of powers to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital, without preferential subscription rights in favor of the beneficiaries of a company savings plan in application of Articles L.3332-18 and subsequent of the French Labour Code, duration of the delegation, maximum par value of the increase in share capital, issuing price, option to allocate free shares in application of Article L.332-21 of the French Labour Code,

**Resolution twenty-five** - Modification of the bylaws in order to provide conditions for the appointment of Board members representing employees,

**Resolution twenty-six** - Powers for formalities

## RESOLUTIONS

### Ordinary business

#### **Resolution one - Approval of the parent company financial statements for the year ending 31 December 2016 - Approval of non-tax-deductible expenses and costs**

The General Meeting, after having read the reports by the Board of Directors and by the Statutory Auditors on the parent company financial statements as at 31 December 2016, approves these financial statements, as presented, showing a profit of 99,944,505.79 euros.

The General Meeting particularly approves the total amount of 127,700.73 euros for expenses and costs listed in 4 of Article 39 of the French General Tax Code, which corresponds to the non-deductible portion of the leases of passenger vehicles, and the corresponding tax which amounted to 21,983.68 euros.

#### **Resolution two - Approval of the consolidated financial statements for the year ending on 31 December 2016**

The General Meeting, after having read the reports by the Board of Directors and by the Statutory Auditors on the consolidated financial statements as at 31 December 2016, approves these financial statements, as presented, with a net profit (Group share) of 637.8 million euros.

#### **Resolution three - Appropriation of income for the fiscal year, dividend**

The General Meeting, on proposal of the Board of Directors, decides to appropriate the income for the year ending 31 December 2016 as follows:

##### **Origin:**

- Profit for the fiscal year	€99,944,505.79
- Retained earnings carried forward	€1,251,495,014.53
<b>Total to be appropriated</b>	<b>€1,351,439,520.32</b>

##### **Appropriation:**

- Statutory reserve	€1,306,729.10
- Dividends	€124,232,220.90
- Retained earnings	€1,225,900,570.32

**Total appropriated** €1,351,439,520.32

The General Meeting acknowledges that the total gross dividend per share is set as 0.90 euros.

This dividend is fully eligible for the 40% tax deduction mentioned in Article 158-3-2 of the French General Tax Code.

If the number of shares giving rights to dividend varies from the 138,035,801 shares representing the share capital on 31 December 2016, the total amount of the dividend will be adjusted accordingly and the amount allocated to the carry forward account will be set on the basis of the dividend actually payable.

The dividend will be paid out on 6 June 2017.

The ex- dividend date will be 2 June 2017.

In accordance with the provisions of article 243 bis of the French General Tax Code, the General Meeting acknowledges that it was reminded, that over the last three years, dividends and income were distributed as follows:

For the period	Income eligible for the tax deduction		Income not eligible for the tax deduction
	Dividends	Other income distributed	
2013	€ 36,780,430.50* i.e. €0.30 per share	-	-
2014	€ 43,406,583.50* i.e. €0.35 per share	-	-
2015	€ 89,274,690.70* i.e. €0.65 per share	-	-

\* This amount includes the amount of the dividend corresponding to treasury shares held by the company not paid and allocated to the carry forward account.

#### **Resolution four - Special report by the Statutory Auditors on regulated agreements and undertakings and approval of new agreements**

The General Meeting, after having read the special report by the Statutory Auditors on regulated agreements and undertakings, approves the new agreements mentioned therein.

#### **Resolution five - Special report by the Statutory Auditors on the undertakings referred to in Article L.225-42-1 of the French Code of Commerce – Approval of the undertakings in favor of Mr. Patrick KOLLER, Chief Executive Officer**

The General Meeting, after having read the special report by the Statutory Auditors, approves, in accordance with the provisions of article L.225-42-1 of the French Code of Commerce, the agreements authorised by the Board of Directors of 25 July 2016 in favor of Mr. Patrick KOLLER, Chief Executive Officer, corresponding to supplementary retirement schemes with defined benefits and payment which may be due in the event of the termination of its functions.

#### **Resolution six - Approval of the principles and criteria used to determine, allocate and award the compensation of the Chairman of the Board of Directors**

The General Meeting, consulted in application of Article L.225-37-2 of the French Code of Commerce, approves the principles and criteria used to determine, allocate and award the components of the total compensation and the benefits attributable to the Chairman of the Board of Directors, as described in the specific report on compensation integrated in the explanatory notes to the resolutions.

#### **Resolution seven - Approval of the principles and criteria used to determine, allocate and award the compensation of the Chief Executive Officer**

The General Meeting, consulted in application of Article L.225-37-2 of the French Code of Commerce, approves the principles and criteria used to determine, allocate and award the components of the total compensation and the benefits attributable to the Chief Executive Officer, as described in the specific report on compensation integrated in the explanatory notes to the resolutions.

**Resolution eight - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Yann DELABRIERE as Chairman and Chief Executive Officer up to 30 June 2016**

The General Meeting consulted, in accordance with the recommendation in paragraph 26.2 of the Afep-Medef Code of Corporate Governance of November 2016, which is the company's reference code under article L.225-37 of the French Code of Commerce, issues a favourable opinion on the components of the compensation due or granted for the year ending 31 December 2016, to Mr. Yann Delabrière as Chairman and Chief Executive Officer up to 30 June 2016, as described in the explanatory notes to the resolutions.

**Resolution nine - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Yann DELABRIERE as Chairman of the Board of Directors from 1 July 2016**

The General Meeting consulted, in accordance with the recommendation in paragraph 26.2 of the Afep-Medef Code of Corporate Governance of November 2016, which is the company's reference code under Article L.225-37 of the French Code of Commerce, issues a favourable opinion on the components of the compensation due or granted for the year ending 31 December 2016, to Mr. Yann Delabrière as Chairman of the Board of Directors from 1 July 2016, as described in the explanatory notes to the resolutions.

**Resolution ten - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Patrick KOLLER as Deputy Chief Executive Officer up to 30 June 2016**

The General Meeting consulted, in accordance with the recommendation in paragraph 26.2 of the Afep-Medef Code of Corporate Governance of November 2016, which is the company's reference code under Article L.225-37 of the French Code of Commerce, issues a favourable opinion on the components of the compensation due or granted for the year ending 31 December 2016, to Mr. Patrick Koller as Deputy Chief Executive Officer up to 30 June 2016, as described in the explanatory notes to the resolutions.

**Resolution eleven - Opinion on the components of the compensation due or granted for the year ending 31 December 2016 to Mr. Patrick KOLLER as Chief Executive Officer from 1 July 2016**

The General Meeting consulted, in accordance with the recommendation in paragraph 26.2 of the Afep-Medef Code of Corporate Governance of November 2016, which is the company's reference code under Article L.225-37 of the French Code of Commerce, issues a favourable opinion on the components of the compensation due or granted for the year ending 31 December 2016, to Mr. Patrick Koller as Chief Executive Officer from 1 July 2016, as described in the explanatory statement notes to the resolutions.

**Resolution twelve - Renewal of the mandate of Ms Amparo MORALEDA as Board member**

The General Meeting decides to renew the mandate of Ms Amparo MORALEDA, as Board member, for a further period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution thirteen - Renewal of the mandate of Mr. Jean-Baptiste CHASSELOUP DE CHATILLON as Board member**

The General Meeting decides to renew the mandate of Mr. Jean-Baptiste CHASSELOUP DE CHATILLON, as Board member, for a further period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution fourteen - Renewal of the mandate of Mr. Jean-Pierre CLAMADIEU as Board member**

The General Meeting decides to renew the mandate of Mr. Jean-Pierre CLAMADIEU, as Board member, for a further period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution fifteen - Renewal of the mandate of Mr. Robert PEUGEOT as Board member**

The General Meeting decides to renew the mandate of Mr. Robert PEUGEOT, as Board member, for a further period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution sixteen - Appointment of Mr. Patrick KOLLER as Board member**

The General Meeting decides to appoint Mr. Patrick KOLLER, as Board member, for a period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution seventeen - Appointment of Ms Penelope HERSCHER as Board member**

The General Meeting decides to appoint Ms Penelope HERSCHER, as Board member, for a period of four years. This mandate will expire following the General Meeting to be held in 2021, which will be required to vote on the financial statements for the previous year.

**Resolution eighteen - Authorisation to the Board of Directors aiming to allow the company to buy back its own shares pursuant to Article L.225-209 of the French Code of Commerce, duration of authorisation, purposes, conditions, ceiling, suspension during public offerings**

The General Meeting, after having read the report by the Board of Directors, authorises the latter, for a period of eighteen months, in accordance with Articles L.225-209 and subsequent of the French Code of Commerce, to purchase company shares, in one or several instalments, as such times that it deems appropriate, capped at 10% of the total number of shares in the company's share capital, adjusted to take into account any possible increase or decrease in the share capital that may occur during the program.

This authorisation terminates the authorisation granted to the Board of Directors by the Combined General Meeting of 27 May 2016 (ordinary resolution eleven).

Acquisitions are authorised in order to:

- support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract, in accordance with the AMAFI (French association of stock markets) code of ethics, as allowed by regulations;
- retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible external growth transactions;
- hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers, as well as all allocations of shares as part of a group or company savings plan (or similar plan), under a profit-sharing plan and/or any other form of allocation of shares to the benefit of the Group employees and/or corporate officers;
- hedge securities giving access to the allocation of Company shares subject to the regulations in force;

- cancel the shares acquired, if applicable, subject to the current or future authorisation of an extraordinary General Meeting.

Such shares may be purchased by any means, including by acquiring blocks of shares, and at such times deemed appropriate by the Board of Directors.

The Board of Directors may not, without the prior authorisation of the Annual General Meeting, use this authorisation during a public offering launched by a third party, involving company shares, until the end of the offering.

The company reserves the right to use optional mechanisms or derivatives products subject to the applicable regulations.

The maximum purchase price per share is defined as €60 (sixty euros). In the event of transactions affecting the share capital, in particular division or regrouping of shares or allocation of free shares, the aforementioned amount will be adjusted in the same proportions (multiplication coefficient equal to the ratio of the number of company shares prior to the transaction to the number of shares after the transaction).

On this basis, and for information only, the maximum amount, which the Company would pay, assuming a maximum purchase price of € 60 (sixty euros), would amount to €779,781,840 on the basis of the share capital on 31 December 2016 (consisting of 138,035,801 shares), taking into account the 807,216 company treasury shares on this date.

The General Meeting grants full powers to the Board of Directors, with a sub-delegation option in accordance with legal provisions, to carry out these operations, set the conditions and procedures thereof, enter into all agreements and carry out all of the required formalities.

### **Extraordinary business**

#### **Resolution nineteen - Authorisation to the Board of Directors in view of cancelling the shares bought back by the company pursuant to Article L.225-209 of the French Code of Commerce, duration of authorisation, ceiling**

After having read the report by the Board of Directors and the report by the Statutory Auditors, the General Meeting:

1. Authorises the Board of Directors to cancel, according to its own decisions, on one or more instalments, and capped at 10% of the share capital calculated on the date of cancellation decision, less any shares cancelled during the previous twenty-four months, shares held by the company, or which the company may hold further to buy back transactions carried out pursuant to article L.225-209 of the French Code of Commerce, and to reduce the share capital in accordance with the applicable legal and regulatory provisions.
2. Sets the validity of this authorisation as eighteen months from this General Meeting.
3. Grants full powers to the Board of Directors, with a sub-delegation option in accordance with legal provisions, to carry out all transactions required for such cancellation and the corresponding reductions in the share capital, modify the bylaws of the company accordingly and carry out all of the required formalities.



**Resolution twenty - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) with preferential subscription right or to increase the share capital by incorporating reserves, profits and/or premiums, duration of the delegation, maximum par value of the increase in the share capital, outcome of fractional shares, option to offer unsubscribed securities to the public, suspension during public offerings**

After having read the report by the Board of Directors and the special report by the Statutory Auditors, and in accordance with the provisions of the French Code of Commerce and, in particular, Articles L. 225-129-2, L. 225-130, L. 225-132 and L. 228-92 therein, the General Meeting:

1. Delegates powers to the Board of Directors to:

a) issue the following, in one or several instalments, in the proportions and at the times that it deems appropriate, on the French and/or international market, either in euros, or in foreign currency, or any other accounting unit set up by reference to a group of currencies:

- ordinary shares;
- and/or ordinary shares giving access to the allocation of other ordinary shares or debt securities;
- and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Code of Commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the company directly or indirectly holds more than 50% of capital.

b) increase in the share capital, in one or several instalments, at the times and under the procedures it deems appropriate, by incorporating reserves, profits, premiums and any other amounts which can be capitalised, by issuing shares or allocating free shares, or by increasing the par value of existing ordinary shares, or by a combination of these two procedures.

2. Decides, if the Board of Directors uses the delegation of powers defined in 1.b), in accordance with the provisions of Article L. 225-130 of the French Code of Commerce, in the event the share capital is increased by allocating free shares, fractional shares shall not be negotiable nor transferable and the corresponding shares shall be sold. The proceeds of the sale shall be allocated to the holders of such rights, within the period provided for by the regulation.

3. Sets the validity of this delegation of powers as twenty-six months from this Meeting.

4. Sets the authorised limit amounts for issues should the Board of Directors decide to use the present delegation of powers, as follows:

The total nominal amount of the increases in the share capital, pursuant to this delegation of powers, shall not exceed € 250,000,000 (two hundred and fifty million euros).

The ceiling referred to above is independent of all the ceilings provided for in other resolutions submitted to the present meeting.

To this ceiling must be added, if applicable, the par value of ordinary shares to be issued to preserve the rights of holders of securities giving access to the share capital, in accordance with legal provisions and, if applicable, contractual provisions providing for other types of adjustments.

The par value of the debt securities that may be issued in application of this delegation of powers may not exceed € 1,000,000,000 (one billion euros), being specified that:

- this amount is a total ceiling, which applies to all debt securities that may be issued in application of this resolution and resolutions twenty-one and twenty-second, as submitted to this General Meeting;
- this ceiling shall be increased, if applicable, by any repayment premiums above par, and
- this ceiling does not apply to debt securities which issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the French Code of Commerce.

5. Should the Board of Directors uses this delegation of powers within the scope of the issues mentioned in 1.a) above:

- a) decides that the issue(s) of ordinary shares or securities giving access to the share capital shall be reserved to shareholders with an irreducible subscription rights by preference to those with reducible subscription rights,
- b) decides that if irreducible subscriptions, and reducible subscriptions if applicable, do not absorb the entire issue under 1.a), the Board of Directors may use the following options:
  - limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations;
  - freely allocate all or part of unsubscribed securities;
  - offer all or part of unsubscribed securities to the public.

6. Decides that the Board of Directors will hold the necessary powers, subject to the above limits, with a sub-delegation option in accordance with legal provisions, particularly in order to set the conditions and procedures to issue shares or increase the share capital and to set, if appropriate, the issue price, and acknowledge the share capital increases arising in consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the increases in the share capital to the share premium account, and deduct from this amounts the sums necessary to fund the legal reserve to one tenth of the new capital, after each increase, and, more generally, take all necessary actions in this respect.

7. Decides that the Board of Directors may not use this delegation of powers, without the prior authorisation of the General Meeting, in the event of a public offering filled by a third party involving company shares, until the end of such offering.

8. Acknowledges that this delegation supersedes any prior delegation with an identical purpose.

**Resolution twenty-one - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) without preferential subscription right by public offering and/or in consideration of securities within the framework of a public exchange offer, duration of the delegation, maximum par value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings**

After having read the report by the Board of Directors and the special report by the Statutory Auditors, and in accordance with the provisions of the French Code of Commerce and, in particular, Articles L. 225-129-2, L. 225-136, L. 225-148 and L. 228-92 therein, the General Meeting:

1. Delegates powers to the Board of Directors to issue the following, in one or several instalments, in the proportions and at the times it deems appropriate, on the French and/or international market, or via a public offering, either in euros, or in foreign currency, or any other accounting unit set up by reference to a group of currencies:

- ordinary shares;
- and/or ordinary shares giving access to the allocation of other ordinary shares or debt securities;
- and/or securities giving access to ordinary shares to be issued.

These securities may be issued in order to compensate any securities contributed to the company as part of a public exchange offer, satisfying the conditions defined in Article L. 225-148 of the French Code of Commerce.

In accordance with Article L. 228-93 of the French Code of Commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the company directly or indirectly holds more than 50% of capital.

2. Sets the validity of this delegation of powers as twenty-six months from this meeting.

3. The total par value of the ordinary shares to be issued pursuant to this delegation of powers shall not exceed € 95,000,000 (ninety five million euros).

The total par value of the increases in the share capital which may be generated pursuant to resolution twenty-two shall be deducted from the ceiling provided for in the present resolution.

The par value of ordinary shares to be issued shall be added to this ceiling, if applicable, to preserve the rights of holders of securities giving access to the share capital in accordance with legal provisions and, if applicable, contractual provisions providing for other types of adjustments.

The par value of the debt securities that may be issued in application of this delegation of powers may not exceed € 1,000,000,000 (one billion euros), being specified that:

- this amount shall be deducted from the total ceiling of € 1,000,000,000 (one billion euros) for the issue of debt securities set in point 4 of resolution twenty above;
- this ceiling shall be increased, if applicable, by any repayment premium above par value, and
- this ceiling does not apply to debt securities which issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the French Code of Commerce.

4. Decides to cancel the preferential subscription rights of shareholders to ordinary shares and to securities giving access to share capital and/or to debt securities subject to this resolution, while allowing the Board of Directors the option to grant a right of priority to shareholders, in accordance with legal provisions.

5. Decides that the amount coming, or due, to the company for each of the ordinary shares issued as per this delegation of powers, shall be at least equal to the minimum amount required in accordance with the applicable legal and regulatory provisions at the time when the Board of Directors implements this delegation, after taking into consideration, in the event standalone warrants are issued, the issue price for these warrants.

6. Decides, if the event of an issue of securities as compensation for securities contributed within the framework of a public exchange offer, that the Board of Directors, will hold, as per the conditions defined in Article L. 225-148 of the French Code of Commerce and subject to the above limits, the necessary powers to set the list of securities contributed to the offer, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, and the issuing procedure.

7. Decides, in the event the subscriptions do not absorb the entire issue under 1/, the Board of Directors may use the following options:

- limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations,

- freely allocate all or part of unsubscribed securities.

8. Decides that the Board of Directors will hold the necessary powers, subject to the above limits, with a sub-delegation option in accordance with legal provisions, particularly in order to set the conditions for the issue(s) of shares, if necessary, acknowledge the increases in the share capital arising in consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the increases in the share capital to the share premium account, and deduct from this amount the sums necessary to fund the legal reserve to one tenth of the new capital, after each increase, and, more generally, take all necessary actions in this respect.

9. Decides that the Board of Directors may not use this delegation of powers, without the prior authorisation of the General Meeting, in the event of a public offering filled by a third party involving Company shares, until the end of such offering.

10. Acknowledges that this delegation supersedes any prior delegation with an identical purpose.

**Resolution twenty-two - Delegation of powers to the Board of Directors to issue ordinary shares giving access, if applicable, to ordinary shares or allotment of debt securities (of the company or a direct or indirect subsidiary), and/or securities giving access to ordinary shares (of the company or a direct or indirect subsidiary) without preferential subscription right by an offer defined in II of Article L.411-2 of the French Monetary and Financial Code, duration of the delegation, maximum par value of the increase in the share capital, issuing price, option to limit the amount of subscriptions or distribute unsubscribed securities, suspension during public offerings**

After having read the report by the Board of Directors and the special report by the Statutory Auditors, and in accordance with the provisions of the French Code of Commerce and, in particular, articles L. 225-129-2, L. 225-136 and L. 228-92 therein, the General Meeting:

1. Delegates its powers to the Board of Directors in order to issue the following, in one or several instalments, in the proportions and at the times it deems appropriate, on the French and/or international market, or via a public offering as defined in II of article L.411-2 of the French Monetary and Financial Code, either in euros, or in foreign currency, or using any other accounting unit set up by reference to a group of currencies:

- ordinary shares;
- and/or ordinary shares giving access to the allocation of other ordinary shares or debt receivables;
- and/or securities giving access to ordinary shares to be issued.

In accordance with Article L. 228-93 of the French Code of Commerce, securities to be issued may give access to ordinary shares to be issued by any company in which the company directly or indirectly holds more than 50% of the share capital.

2. Sets the validity of this delegation of powers as twenty-six months from this Meeting.

3. The total nominal amount of the ordinary shares to be issued pursuant to this delegation of powers shall not exceed € 95,000,000 (ninety-five million euros); being specified that this amount will also be capped at 20% of the share capital per year (this limit is appraised on the date on which the Board of Directors decides to use this delegation of power).

The total par value of the increases in the share capital which may be generated pursuant to resolution twenty-one shall be deducted from the ceiling provided for in the present resolution.

The par value of ordinary shares to be issued shall be added to these ceilings, if applicable, to preserve the rights of holders of securities giving access to the share capital in accordance with legal provisions and, if applicable, contractual provisions providing for other types of adjustments.

The par value of debt securities to be issued in application of this delegation of powers may not exceed € 1,000,000,000 (one billion euros), being specified that:

- this amount shall be deducted from to the total ceiling of € 1,000,000,000 (one billion euros) for the issue of debt securities set in point 4 of resolution twenty above;

- this ceiling shall be increased, if applicable, by any repayment premium above par value, and

- this ceiling does not apply to debt securities which issue would be decided or authorised by the Board of Directors in accordance with Article L.228-40 of the French Code of Commerce.

4. Decides to cancel the preferential subscription rights for shareholders to ordinary shares and to securities giving access to the share capital and/or to debt securities subject to this resolution.

5. Decides that the amount coming, or due, to the Company for each of the ordinary shares issued as per this delegation of powers, shall be at least equal to the minimum amount required in accordance with the legal and regulatory provisions at the time when the Board of Directors implements this delegation, after taking into consideration, in the event standalone warrants are issued, the issue price for these warrants.

6. Decides that, in the event the subscriptions do not absorb the entire issue under 1/, the Board of Directors may use the following options:

- limit the amount of shares issued to the amount subscribed, if applicable, subject to the limits provided for by the regulations;
- freely allocate all or part of unsubscribed securities.

7. Decides that the Board of Directors will hold the necessary powers, subject to the above limits, with a sub-delegation option in accordance with legal provisions, particularly in order to set the conditions for the issue(s) of shares, if necessary, acknowledge the increases in the share capital arising in consequence, modify the bylaws accordingly, allocate, at its sole discretion, the cost of the increases in share capital to the share premium account, and deduct from this amount the sums necessary to fund the legal reserve to one tenth of the new capital, after each increase, and, more generally, take all necessary actions in this respect.

8. Decides that the Board of Directors may not use this delegation of powers, without the prior authorisation of the General Meeting, in the event of a public offering filled by a third party involving company shares, until the end of such offering.

9. Acknowledges that this delegation supersedes any prior delegation of powers with an identical purpose.

**Resolution twenty-three - Authorisation to increase the amount of shares issued in the event of surplus demand, suspension during public offerings**

The General Meeting, after having read the report by the Board of Directors and the special report by the statutory auditors, decides that, for each issue of ordinary shares or securities giving access to the share capital, decided in application of resolutions twenty to twenty-two, the number of securities to be issued may be increased by the Board of Directors, by way of delegation, in accordance with the conditions provided for in Articles L.225-135-1 and R.225-118 of the French Code of Commerce and subject to the ceilings set by the Meeting, in the event of excess demand noted by the Board of Directors.

The General Meeting decides that this authorisation is valid for a period of twenty-six months from this Meeting.

The General Meeting acknowledges that this delegation of powers supersedes any prior delegation with an identical purpose.

The Board of Directors may not use this authorisation, without the prior authorisation of the General Meeting, in the event of a public offering filled by a third party, until the end of such offering.

**Resolution twenty-four - Delegation of powers to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving access to the share capital, without preferential subscription right in favor of the beneficiaries of a company savings plan in application of Articles L.3332-18 and subsequent of the French Labour Code, duration of the delegation, maximum par value of the increase in the share capital, issuing price, option to allocate free shares in application of article L.332-21 of the French Labour code**

After having read the report by the Board of Directors and the special report by the Statutory Auditors, and pursuant to Articles L.225-129-6, L.225-138-1 and L. 228-92 of the French Code of Commerce and L.3332-18 and subsequent of the French Labour Code, the General Meeting:

1. Delegates its powers to the Board of Directors in order to increase the share capital, if considered necessary, at its sole discretion, in one or several instalments, by issuing ordinary shares or securities giving access to company share capital in favor of the beneficiaries of one or several companies or group savings plans established by the company and/or related French or foreign companies as per the conditions of Article L.225-180 of the French Code of Commerce and article L.3344-1 of the French Labour Code.
2. Cancels the preferential subscription right to the benefit of these individuals, for any shares issued pursuant to this delegation of powers.
3. Sets the validity of this delegation of powers as twenty-six months from this General Meeting.
4. Limits the maximum nominal amount of the potential increase(s) in application of this delegation of powers to 3% of the share capital on the date of the decision on this increase by the Board of Directors. This amount is independent to any other ceiling applicable to the delegation granted to increase the share capital. The additional amount of ordinary shares to be issued shall be added to this amount, if applicable, in accordance with legal provisions and any applicable contractual provisions providing for other types of adjustments, to preserve the rights of holders of securities giving access to the share capital.
5. Decides that the price of shares to be issued, in application of the first paragraph above, may not be either more than 20% or 30% below the average of opening listed price over the 20 market trading sessions prior to the decision by the Board of Directors on the increase in the share capital and the corresponding issue of shares, when the lock-up period provided for by the employee share ownership plan in application of Articles L.3332-25 and L.3332-26 of the French Labour Code is equal to or greater than 10 years, or greater than this average.

6. Decides, in application of the provisions of Article L.3332-21 of the French Labour Code, that the Board of Directors may allocate to the beneficiaries defined in the above first paragraph, free shares, existing or to be issued, or other securities giving access to the company share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for the company or group savings plans, and/or (ii), if applicable, the discount;

7. Acknowledges that this delegation supersedes any prior delegation with an identical purpose.

The Board of Directors, with a sub-delegation option as per the applicable legal conditions, may or may not implement this delegation, take all necessary actions and carry out all of the necessary formalities.

### **Resolution twenty-five - Modification of bylaws in order to provide conditions for the appointment of Board members representing employees**

After having read the report by the Board of Directors, the General Meeting decides:

- to modify sub-paragraph 1 of article 11 of the bylaws, as follows (the rest of the article remaining unchanged):

*"The Company is managed by a Board of Directors comprising at least three members and a maximum of fifteen members, excluding the Board members appointed in application of Article L.225-27-1 of the French Code of Commerce."*

- to insert a new Article, 11 bis, after Article 11, worded as follows:

#### **"ARTICLE 11 bis**

*Furthermore, pursuant to Article L. 225-27-1 of the French Code of Commerce, the Board of Directors includes two Board members representing group employees. Should the number of Board members appointed by the General Meeting become below than thirteen, the number of Board members representing employees would be reduced to one when the current mandate for Board members representing employees expires.*

*The mandate for Board members representing employees has a duration of 4 years.*

*Should no Board member represent employees for any reason, the vacant position will be filled in accordance with the conditions provided for in article L. 225-34 of the French Code of Commerce.*

*By way of exception to the rule defined in article 11 of these articles for Board members appointed by the General Meeting, Board members representing employees are not required to hold a minimum number of shares.*

*Board members representing employees are appointed according to the following procedures:*

- o *One is appointed by the union organization obtaining the most votes in the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code in France;*

- o *The other is appointed by the European Works Council of the Faurecia group (referred to within the Group as Faurecia European Work Council, FEWC).*

*The Board members appointed must have held an employment contract with the company or one of its direct or indirect subsidiaries, with its head office in France, for at least two years.*

*By exception, the Board member appointed by the European Works Council of the Faurecia group, must hold an employment contract with the company or one of its direct or indirect subsidiaries, with its head office in France or abroad. "*

**Resolution twenty-six - Powers for formalities**

The General Meeting grants full powers to the holder of an original version, copy or extract of this report in order to carry out all publicity or submission formalities required by law.