





Annual General Shareholders' Meeting 2020

June 26, 2020



Key Messages

> 2019

Active transformation and strengthened resilience

> 2020

Rapid adaptation to an unprecedented crisis



Agenda

2019: ACTIVE TRANSFORMATION OF THE GROUP 2019 RESULTS 2020: RESILIENCE IN AN UNPRECEDENTED CRISIS **GOVERNANCE AND COMPENSATION**



Transformation strategy aligned with megatrends giving significant market opportunity



Acceleration of ecosystem for Sustainable Mobility, the Cockpit of the Future and transformation initiatives



Development of solutions for hydrogen electric vehicles and integration of electronics

STRATEGIC INVESTMENT FOR FUEL CELL ELECTRIC VEHICLES

- > Partnership with MICHELIN for fuel cell systems
- > Acquisition of ULLIT for high-pressure tanks
- Launch of center of excellence and pilot line in Bavans, France for hydrogen storage systems
- > Investment of €168m







ACCLERATED INTEGRATION OF ELECTRONICS

- Acquisitions of CLARION, CREO DYNAMICS, COVATECH and IRYSTEC
- Creation of FAURECIA CLARION ELECTRONICS Business Group regrouping these acquisitions and Parrot Automotive
- > Partnerships with MICROSOFT, APTOIDE, DEVIALET and ALLWINNER







Acquisition of SAS for full interior module offer and logistics services

- > SAS expertise in systems integration and complexity management gives Faurecia ability to integrate a full range of interior modules and functionalities
- > Strengthens Faurecia's JIT network and competences
- > Strong growth potential in North America, China and with global footprint of Tesla
- > Synergies in manufacturing engineering, logistics and footprint optimization
- > Logistics services





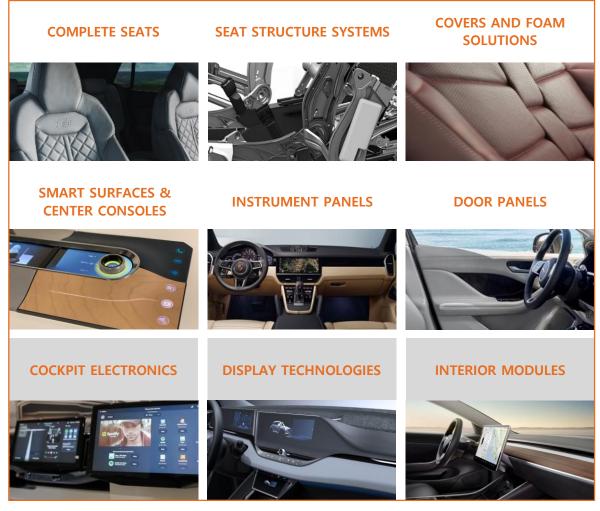


A focused range of product lines for Sustainable Mobility and the Cockpit of the Future

SUSTAINABLE MOBILITY

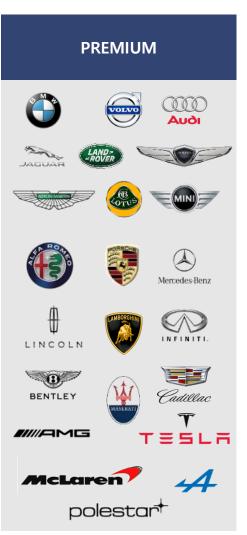
LOW EMISSION ZERO EMISSION SOLUTIONS SOLUTIONS COMMERCIAL VEHICLES SUSTAINABLE AND INDUSTRY MATERIALS DRIVER ASSISTANCE SYSTEMS

COCKPIT OF THE FUTURE



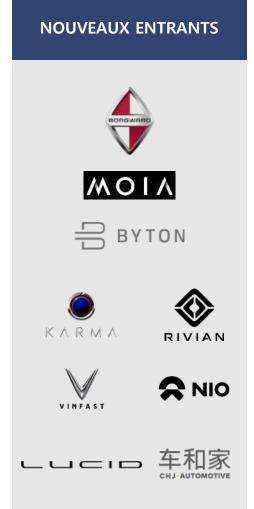
Increasingly diversified customer base







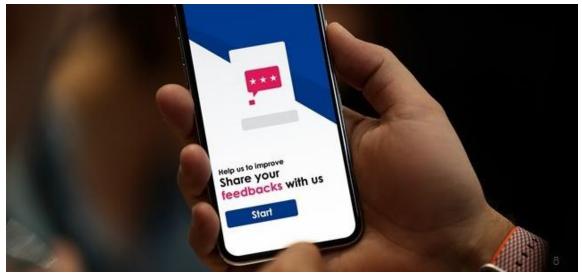




Global approach to Total Customer Satisfaction recognized through improved performance







TECHNOLOGY

FLAWLESS LAUNCHES

ZERO DEFECT QUALITY

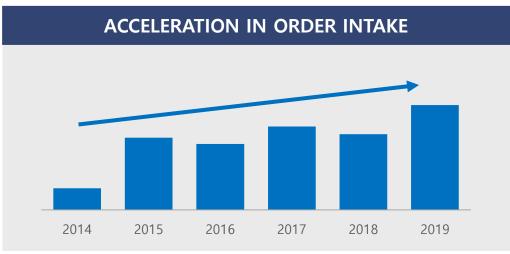
100% ON-TIME

COMMERCIAL & AFTER-SALES

- > Over 600 customer feedbacks with average of 4 stars
- > 48 customer recognition awards for all Business Groups in all regions

Strengthened customer satisfaction recognized through record order intake





- > Record order intake in 2019
 - Market share gains
 - High profitability
- > New product lines represented 17% of 2019 order intake (vs. 12% in 2018):
 - Commercial Vehicles and industry: €1.6bn
 - Faurecia Clarion Electronics: €1.9bn
 - Two orders for fuel cell tanks and systems



Strong Convictions are the basis of our CSR approach

"As a company, we believe that acting responsibly is key to ensure the sustainable development of our ecosystem for the future generations.

By acting responsibly, we create long-term value for all our stakeholders and ensure the sustainability of our business and the planet.

This is the reason why we have defined our Convictions"

WE ARE CONVINCED THAT

Environmental issues pose a serious challenge for humanity

The world is in a state of permanent disruption

Diversity is a strength

Companies must have a positive impact on society

Power must have a counterbalance

Short-term thinking jeopardizes future generations

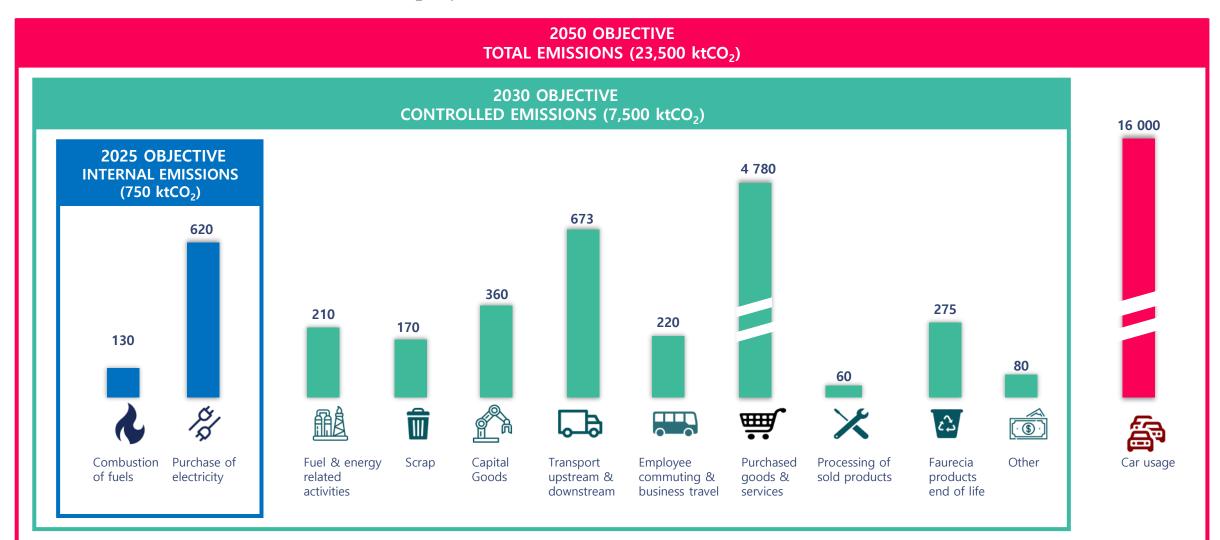


Strengthened key transversal initiatives for Convictions

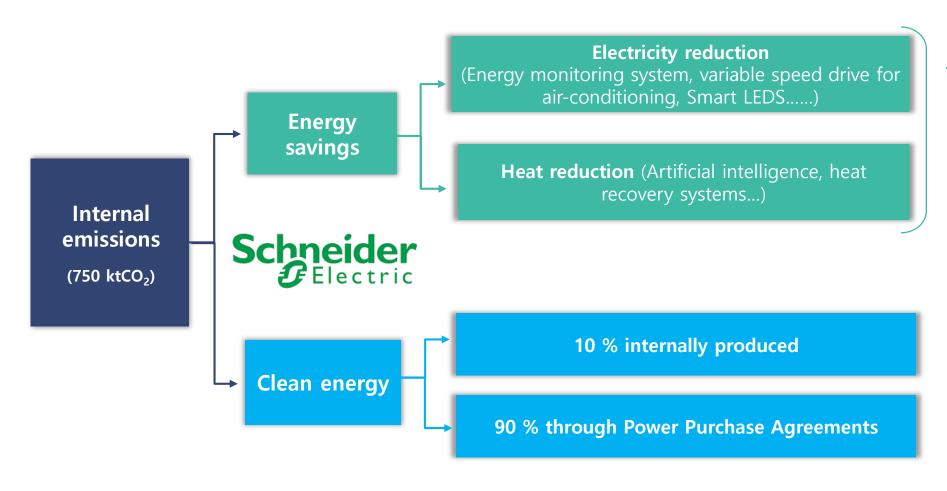
CONVICTIONS INITIATIVES	Environmental issues pose a serious challenge for humanity	Companies must have a positive impact on society	The world is in a state of permanent disruption	Power must have a counterbalance	Diversity is a strength	Short-term thinking jeopardizes future generations
CO ₂ Neutral						
Foundation for mobility education and environment						
Strategic innovation for Sustainable Mobility and Cockpit of the Future						
Inclusive Culture to attract, develop and retain diverse talents						
Total Customer Satisfaction for long term partnerships						
Learning Organization to anticipate future disruption						

Ambitious roadmap for CO2 neutrality with strong action plan and three stages

Faurecia FY 19 Emissions (in kilo tons CO₂ equivalent)



Roadmap for reduction of internal emissions supported by Schneider Electric for speed and technology



70 M€ invested over 5 years with return on investment of 3 to 5 years



Agenda

2019: ACTIVE TRANSFORMATION OF THE GROUP **2019 RESULTS** 2020: RESILIENCE IN AN UNPRECEDENTED CRISIS **GOVERNANCE AND COMPENSATION**



All targets achieved despite a challenging environment

- > All 2019 financial targets were achieved despite the worsening of the environment throughout the year :
 - In February, worldwide automotive production was estimated down -1%
 - In fact, it was down -5.8%* (miss of 4.3m vehicles, of which 1.6m in China)

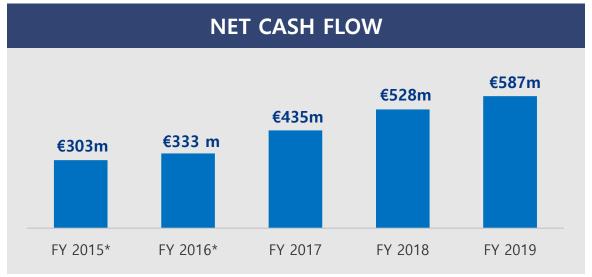




Continued improvement in performance over the past five years

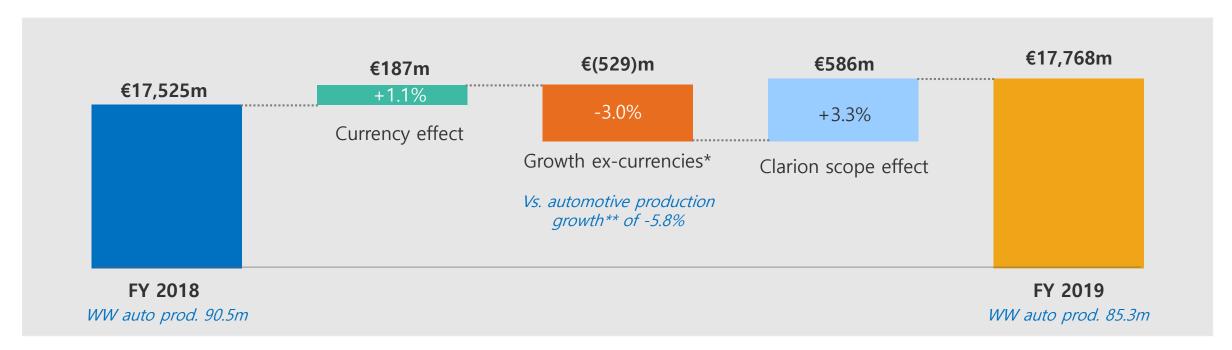








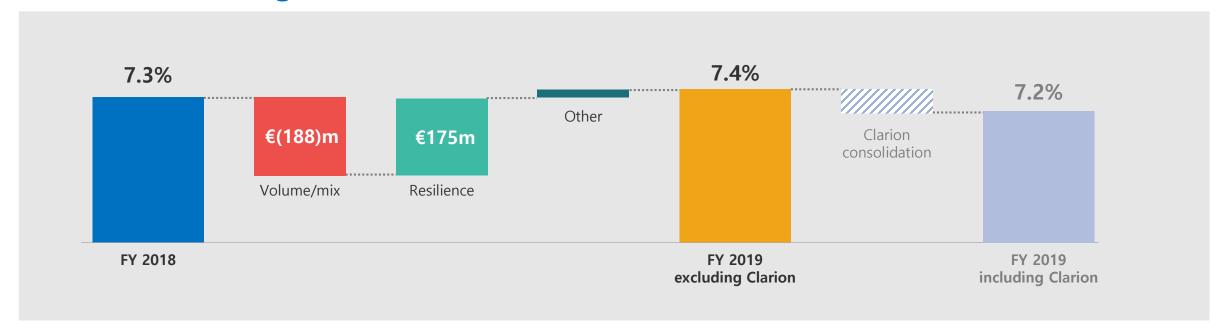
Sales at €17.8Bn, outperformance of 280bps



- > Limited currency effect of +1.1%
- > Sales outperformance of +280bps at constant currencies:
 - Interiors and Clean Mobility participated to the Group's outperformance, with +490bps and +500bps outperformance respectively
 - Seating underperformed the market due to the expected negative effect of the end of productions (EoPs)
 - Europe, Asia and South America have outperformed the market (by +120bps, +910bps et +970bps respectively)
 - North America underperformed the market due to the impact from EoPs and the GM strike during the second half
- Scope effect of +3.3% from the consolidation of Clarion since April 1



Confirmed resilient performance with operating margin at 7.2%, or 7.4% excluding Clarion consolidation



- > Resilience actions put in place as early as H2 2018 have broadly offset the negative impact from volume/mix due to the market deterioration:
 - Operational flexibility through direct and indirect headcount management
 - Rationalization and optimization of industrial footprint
 - Tight management of manufacturing and SG&A fixed costs strengthened since July 2018
 - Continued benefits from the three global cost optimization programs
- > Clarion first consolidation had a dilutive impact of 20bps on the Group's operating margin



Net income at €590m, impacted by higher restructuring and Clarion-related costs

in €m	FY 2018	FY 2019	Change
Operating income (before amort. of acquired intangible assets)	1,274	1,283	+0.7%
Amort. of intangible assets acquired in business combinations	(11)	(56)	
Operating income (after amort. of acquired intangible assets)	1,263	1,227	-2.9%
Restructuring	(101)	(194)	
Other non-recurring operating income and expense	(47)	(20)	
Net interest expense & Other financial income and expense	(164)	(219)	
Income before tax of fully consolidated companies	952	794	-16.6%
Income taxes	(190)	(167)	
as % of pre-tax income	(20.0%)	(21.0%)	
Net income of fully consolidated companies	762	627	-17.7%
Share of net income of associates	31	38	
Consolidated net income before minority interest	793	665	-16.2%
Minority interest	(93)	(75)	
Consolidated net income, Group share	701	590	-15.8%

- > The net deterioration of €(158)m of income before tax is mainly explained by:
 - The increase in restructuring expenses of €(31)m (excluding Clarion) to adapt to the challenging environment
 - Acquisition & integration costs related to Clarion for €(150)m, of which:
 - €33m of goodwill amortization (for 9 months)
 - €(16)m of acquisition & integration costs
 - €(39)m of net financial expenses
 - €(62)m of restructuring expenses
- > Excluding Clarion, net income stood at €722m, up 3% year-on-year

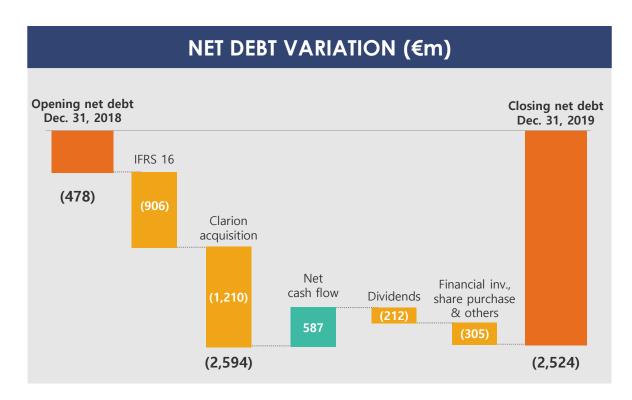
Net cash flow up 11%, to €587m

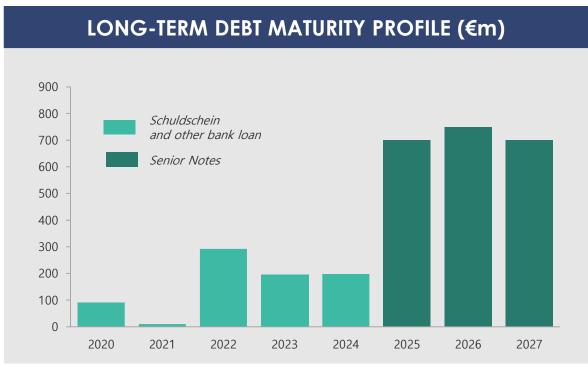
in €m	FY 2018	FY 2019	Change
Operating income	1,274	1,283	+0.7%
Depreciation and amortization, of which:	867	1,121	
. Amortization of R&D intangible assets	399	438	
. Other depreciation and amortization	468	683	
EBITDA	2,141	2,404	+12.3%
Capex	(673)	(685)	
Capitalized R&D	(593)	(681)	
Change in WCR	80	166	
Change in factoring	(61)	(57)	
Restructuring	(93)	(166)	
Financial expenses	(108)	(197)	
Taxes	(261)	(296)	
Other (operational)	97	99	
Net cash flow	528	587	+11.2%
Dividends paid (incl. mino.)	(211)	(212)	
Share purchase	(48)	(29)	
Net financial investment & Other	(296)	(1,486)	
IFRS16 impact		(906)	
Change in net debt	(26)	(2,046)	

- > **EBITDA up +12.3%,** mostly due to the application of IFRS16 as of January 1, 2019
- > Strict control of capex
- > Capitalized R&D increase mainly reflected FCE
- > **Restructuring** included closure of 20 plants in 2019
- > **Financial expenses** reflected IFRS16 impact, Clarion acquisition and one-offs due to refinancing operations
- > **Net financial investments** mainly included the acquisition of Clarion, the investment in Symbio and the stake increase in Coagent from 50.1% to 100%
- > The first application of IFRS16 has increased the Group's net debt by €906m



Strong financial discipline allowed us to enter 2020 in good conditions





At December 31, 2019:

- Net debt-to-EBITDA ratio at 1.05x (incl. IFRS16 impact)
- Strong financial flexibility through €1.2bn undrawn credit facility (Maturity in June 2024)

Successful financing of recent acquisitions:

- Clarion financing achieved @ 2.6% average cost
- SAS financing achieved through €250 million additional Senior Notes due 2026, issued at a yield of 2.4%
- Successful pricing of €700m bonds due 2027 @ 2.375% and anticipated repayment of €700m 3.625% bonds due 2023
- > Average cost of LT debt < 2.5%

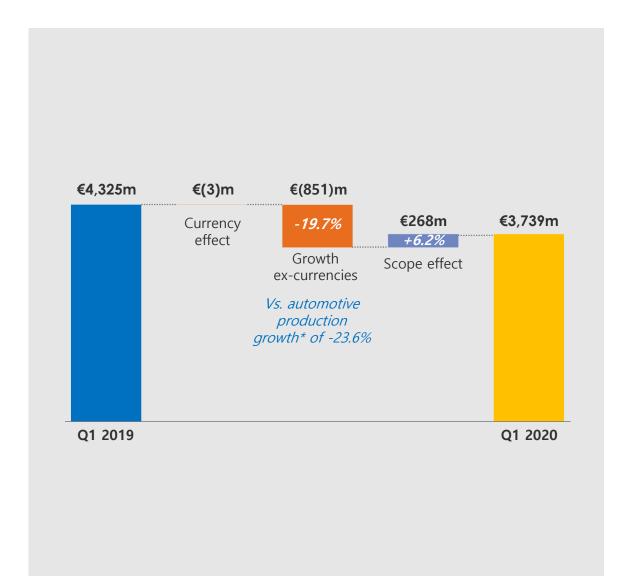


Agenda

2019: ACTIVE TRANSFORMATION OF THE GROUP 2019 RESULTS 2020: RESILIENCE IN AN UNPRECEDENTED CRISIS **GOVERNANCE AND COMPENSATION**



Q1 sales impacted by Covid-19 disruption



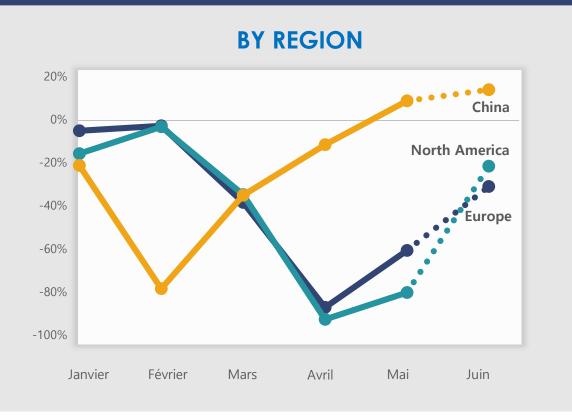
- > Sales down 19.7% excluding currencies and scope effect → outperformance of 390bps
- Activity slowdown related to the Covid-19 outbreak impacting:
 - China throughout the quarter, with a low point in February
 - All other regions as from March
- > Sales down 13.5% on a reported basis, including a positive scope effect from :
 - Clarion for 3 months (€167m)
 - SAS for 2 months (€101m)



Sales recovery since March in China and since May in Europe and North America

MONTHLY SALES AT CONSTANT SCOPE AND EXCHANGE VS RATES 2019





- Q2 sales expected to be down by c. -50 %* (broadly in line with IHS Markit's latest market forecasts)
- H1 sales expected to be down by c. -35 %* (broadly in line with IHS Markit's latest market forecasts)

- Sales in China above previous year sales from May
- **Gradual recovery of sales in Europe and North America** since May



Three priorities to adapt to an unprecedented crisis

- **#1** Safe restart of production
- #2 Manage liquidity and maintain a healthy financial structure
- **#3** Increase the resilience of the Group and lower the break-even point

Priority #1 Safe restart of production

INTERNAL MEASURES

- > Comprehensive set of procedures and behaviors for all sites
 - Mandatory personal protective equipment, including masks, gloves, glasses and disinfectant
 - Required personal protection practices
 - Considerations regarding daily life and social behaviors
- > Full autonomy in mask production rapidly established through vertical integration with ability to produce 8 million masks and 80,000 visors per month
 - Ability to support supply chain and communities beyond Faurecia needs
- Close collaboration with suppliers including sharing of all internal practices, guidelines and procedures
- > Ability to re-install safe protection measures within 48 hours should this be necessary













Priority #1 Safe restart of production

SOLIDARITY INITIATIVES

- > Donation of masks and gowns to Wuhan Hospitals in China
- > Donation of 100,000 masks in France to Colmar hospital and an additional 100,000 masks from Faurecia China
- > Faurecia Foundation donation to two French charities
 - "Tous unis contre le virus" (support for healthcare workers)
 - "Gardons le lien" (maintaining links between families and patients)
- > 70% of faceshield production donated to "Les Visières de l'Espoir"
- > Local initiatives in many sites to support local communities and customers







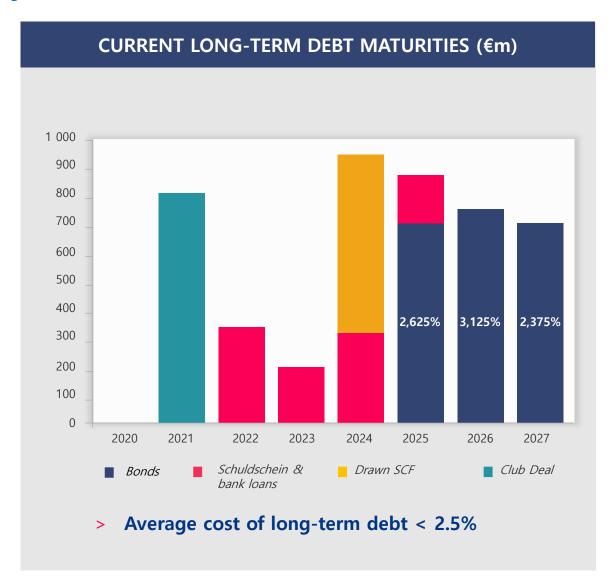


Priority #2

Manage liquidity and maintain a healthy financial structure

> Strong cash management

- Daily monitoring of cash position
- €2.2bn cash available end of Q1, including the €600m recently drawn down from the €1.2bn syndicated credit line
- > Additional measures to protect liquidity
 - €800m Club Deal, signed on April 10th
 - Board decision to cancel 2020 dividend
 - New bilateral lines underway
- > Refinancing of Club Deal envisaged during the second half of 2020 to extend the long term debt maturity





Priority #3

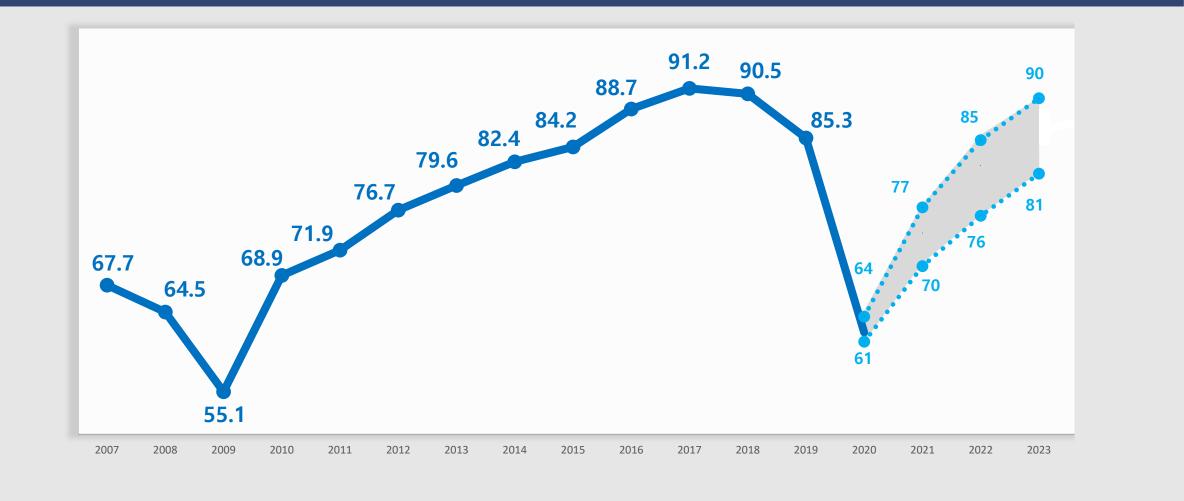
Increase the resilience of the Group and lower the break-even point

- > Focus on 14 product lines (compared to 18 previously)
- > Continue to deploy transversal cost-saving initiatives
 - Global Business Services concentrated in 5 global platforms
 - Improved R&D efficiency
 - Acceleration of digital transfromation and reduction of internal CO₂ emissions
 - Optimised use of single information system
- > Increased agility of organization and management processes
 - Ongoing optimisation of industrial footprint
 - High agility with ability to open/close a site in less than 18 months
 - Strong reactivity of chinese teams to adapt tu an unprecedented situation in the local market



Measures taken will enable Faurecia to benefit from the market recovery from 2021 despite the uncertainty







Agenda

2019: ACTIVE TRANSFORMATION OF THE GROUP 2019 RESULTS 2020: RESILIENCE IN AN UNPRECEDENTED CRISIS **GOVERNANCE AND COMPENSATION**



An active and committed Board of Directors



6 nationalities 46% female*

61.5% independent*

employee representatives

6 meetings** 96.55% attendance rate

EXPERIENCE & **EXPERTISE**

- > Faurecia activities
- > Automotive technologies
- > Industry
- Banking, Finance and Risk Management
- Artificial intelligence & digital
- Governance and management of large companies
- > CSR
- International and specific geographic markets
- Leadership and crisis management



^{*} Excluding employee representatives

^{** +1} meeting dedicated to Faurecia spin-off (without members affiliated with PSA)

⁺¹ meeting with independent Board members only

Three committees in support of the Board

AUDIT COMMITTEE

Chair



Odile **Desforges***

Meetings

Attendance rate

35

Members

100%

Valérie Landon *

Emmanuel Pioche ***

Olivia Larmaraud **

GOVERNANCE AND NOMINATIONS COMMITTEE



Michel de Rosen*

5

95%

Penelope Herscher * Denis Mercier * Philippe de Rovira **

COMPENSATION COMMITTEE



Linda Hasenfratz*

90%

Daniel Bernardino *** Peter Mertens * Robert Peugeot **

Board evolution Renewal of Board members



Michel de Rosen
Chairman of the Board
Chair of the Governance and
Nominations Committee

Independent Board member

French nationality

69 years old*

Proposal submitted to shareholders to extend age limit of the Chairman of the Board from 70 years to 75 years (resolution twenty-seven)



Odile Desforges

Chair of the Audit Committee

Independent Board member

French nationality

70 years old*

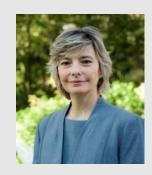


Linda Hasenfratz
Chair of the Compensation
Committee

Independent Board member

Canadian nationality

54 years old*



Olivia Larmaraud

Member of the Audit Committee

Board member affiliated with PSA

French nationality

62 years old*

A strong, international, diverse and focused Executive Committee



6 business and region EVPs

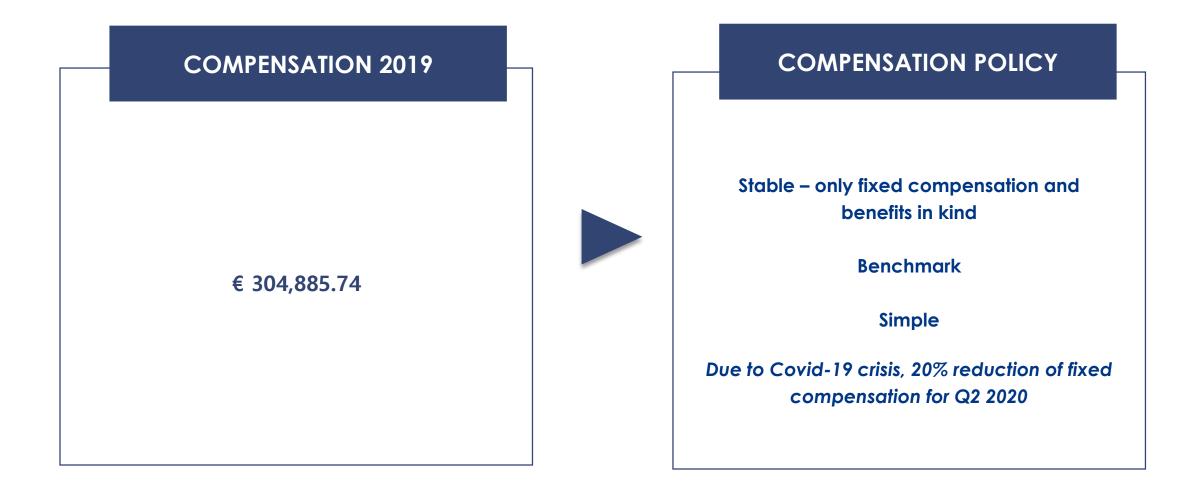
7 support functions EVPs

50% non-French

14% female **53** years average age

10 years average group seniority

Compensation of the Chairman of the Board





Compensation of the Chief Executive Officer

2019 MAIN COMPENSATION COMPONENTS

Fixed compensation €862,500

Short term variable compensation €1,302,480

Long term variable compensation (performance shares) €1,534,078

2019 SHORT TERM VARIABLE COMPENSATION

Achievement of quantifiable criteria (operating income and net cash flow) 120.6% out of 150% max.

Achievement of qualitative criteria (integration of Clarion and strategy execution): at maximum (multiplying effect of 1.2)



Compensation of the Chief Executive Officer

- > Context of CEO compensation policy review
 - Contemplated Faurecia spin-off by PSA and need for management stability
 - Retention of the CEO in a competitive context where executive officers receive or may receive signs of interest from other international groups
- Material evolutions introduced to further protect the Company's interests: additional undertakings imposed on the CEO
 - in particular a 12-month non-compete covenant and a 6-month prior notice period in case of resignation
- > Consideration for these additional undertakings competitiveness/benchmark
 - Annual fixed compensation and reinforcement of the relative proportion of the LTI in the global structure of compensation
 - Stabilization of fixed compensation amount and variable compensation caps (short and long term) until 2022 included
- > Due to Covid-19 crisis, upon the CEO's proposal, amended compensation (fixed and long-term) postponed to 2021. The other proposed evolutions, including the additional undertakings requested, remain applicable as of 2020.



Compensation of the Chief Executive Officer

FIXED COMPENSATION

Determined by using European Benchmark

€1,000,000

In the context of Covid-19 crisis: No change in 2020 compared to 2019, i.e. €900,000 20% reduction for Q2 2020

SHORT-TERM VARIABLE COMPENSATION

From 0% to 180% of the fixed compensation

Quantitative criteria

From 0% to 150% of the fixed compensation

Qualitative criteria

From 0% to 30% of the fixed compensation (evolution from multiplier to additive method

LONG-TERM VARRIABLE COMPENSATION

Performance shares subject to presence and performance conditions

250% of the fixed compensation

In the context of Covid-19 crisis, no change of cap in 2020 remaining at 2019 level, i.e. 180%

Long-term Short-term

ADDITIONAL UNDERTAKINGS

12-month non-compete covenant in case of resignation (with a 50% indemnity)

6-month prior notice in case of resignation

12-month non-poaching covenant



Compensation of the Board members

2019 COMPENSATION

€614,870 out of an envelope of €700,000

ENVELOPE 2020 ONWARDS

Proposal to set the envelope at €900,000

Reasons for increasing the envelope:

Change in Board composition in the context of the Faurecia spin-off

Compensation of the ad hoc committee put in place in the context of the Faurecia spin-off

COMPENSATION POLICY

Stability of compensation practices

Preponderant variable portion based on meeting attendance

Chairman, CEO and Board members representing the controlling shareholder do not receive compensation



Agenda

2019: ACTIVE TRANSFORMATION OF THE GROUP 2019 RESULTS 2020: RESILIENCE IN AN UNPRECEDENTED CRISIS **GOVERNANCE AND COMPENSATION VOTING RESULTS**



	Title	For	Against	Abstention	Result
Resolution n°1	Approval of the statutory financial statements for the financial year 2019	99.82%	0.18%	0.02%	Approved
Resolution n°2	Approval of the consolidated financial statements for the financial year 2019	99.98%	0.02%	0.02%	Approved
Resolution n°3	Appropriation of income for the financial year 2019	99.99%	0.01%	0.00%	Approved
Resolution n°4	No new regulated agreements in 2019	99.99%	0.01%	0.08%	Approved
Resolution n°5	Amendment of a regulated undertaking Pension of the Chief Executive Officer	98.59%	1.41%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°6	Renewal of Michel de Rosen as Board member	85.76%	14.24%	0.08%	Approved
Resolution n°7	Renewal of Odile Desforges as Board member	99.38%	0.62%	0.00%	Approved
Resolution n°8	Renewal of Linda Hasenfratz as Board member	99.14%	0.86%	0.00%	Approved
Resolution n°9	Renewal of Olivia Larmaraud as Board member	96.94%	3.06%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°10	Compensation envelope for Board members	99.99%	0.01%	0.00%	Approved
Resolution n°11	Compensation of executive and non executive officers (art. L. 225-37-3, I C.com)	99.14%	0.86%	0.00%	Approved
Resolution n°12	Ex-post on the Chairman of the Board of Directors' compensation for 2019	99.99%	0.01%	0.00%	Approved
Resolution n°13	Ex post on the Chief Executive Officer's compensation for 2019	96.47%	3.53%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°14	Compensation policy for Board members	99.99%	0.01%	0.00%	Approved
Resolution n°15	Compensation policy for the Chairman of the Board of Directors	99.99%	0.01%	0.00%	Approved
Resolution n°16	Compensation policy for the Chief Executive Officer	96.69%	3.31%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°17	Shares buyback	97.42%	2.58%	0.00%	Approved
Resolution n°32	Powers for formalities	99.99%	0.01%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°18	Issuance of securities with PSR and capital increase by capitalization of profits, reserves and/or premiums	99.26%	0.74%	0.00%	Approved
Resolution n°19	Issuance of securities with removal of PSR through a public offering and compensation for securities tendered during a public exchange offer	98.18%	1.82%	0.00%	Approved
Resolution n°20	Issuance of securities with removal of PSR through a private placement	97.93%	2.07%	0.00%	Approved
Resolution n°21	Increase of the number of securities to be issued under resolutions 18, 19 and 20 in the event of excess demand	96.92%	3.08%	0.00%	Approved
Resolution n°22	Issuance of securities for the purpose of compensating contributions in kind with no PSR	99.46%	0.54%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°23	Allocation of performance shares	95.13%	4.87%	0.00%	Approved
Resolution n°24	Issuance of securities to the benefit of employees, with removal of PSR	98.48%	1.52%	0.00%	Approved
Resolution n°25	Capital reduction by cancellation of shares	99.04%	0.96%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°26	Ensuring compliance of the bylaws with Pacte law	99.71%	0.29%	0.00%	Approved
Resolution n°27	Amendment of the bylaws Age limit for the Chairman of the Board of Directors	99.14%	0.86%	0.00%	Approved
Resolution n°28	Amendment of the bylaws Making decisions via written consultations	99.92%	0.08%	0.00%	Approved
Resolution n°29	Amendment of the bylaws Thresholds crossing	78.57%	21.43%	0.00%	Approved



	Title	For	Against	Abstention	Result
Resolution n°30	Removal of the section related to bearer shares identification as this option is now provided by law	99.90%	0.10%	0.00%	Approved
Resolution n°31	Change in textual references in the event of change of codification	82.08%	17.92%	0.00%	Approved



