



European Company with a share capital of €966,250,607
Registered office : 23-27 avenue des Champs-Pierreux, Nanterre (France)
542 005 376 R.C.S. Nanterre

BYLAWS OF FAURECIA SE

Updated by the Combined General Meeting of June 26, 2020

I - GENERAL PROVISIONS

ARTICLE 1 Incorporation

The Company was created under the form of a private limited liability company (SARL) named "ETABLISSEMENTS BERTRAND FAURE" by means of a private formal agreement dated 1 July 1929. It became a public limited liability company (SA) by decision of the extraordinary shareholders' meeting dated 30 March 1954 and has been named "FAURECIA" since a decision of the extraordinary shareholders' meeting dated 1 June 1999 which also approved the contribution through a merger by Ecia-Equipements et Composants pour l'Industrie Automobile of its assets, rights and obligations. It has been converted into a European company (*societas europaea*) by decision of the extraordinary shareholders' meeting dated 29 May 2018.

In virtue of the preceding, relations between current and future owners of Company shares are governed by national and European provisions applicable to European companies and by these bylaws.

ARTICLE 2 Company name

The name of the Company is: FAURECIA

In all acts and other documents from the Company, the corporate name shall be preceded or followed by the words "*société européenne*" or the abbreviation "SE" and the statement of the share capital amount.

ARTICLE 3 Company's purpose

Faurecia's business purpose is:

- To create, acquire, run, directly or indirectly manage, by acquisition of holdings, by rental or by any other means, in Europe and internationally, all forms of industrial companies, trading companies, and tertiary sector companies;
- To research, obtain, acquire and use patents, licenses processes and trademarks;
- To rent all types of real estate, bare or constructed;
- To provide administrative, financial and technical assistance to affiliated enterprises;
- To run plants and establishments which it owns or may acquire in the future;
- To manufacture, use and/or sell, regardless of form, its own products or those of affiliated enterprises;
- To manufacture and commercialize, by direct or indirect means, all products, accessories or equipment, regardless of their nature, intended for industrial use, and in particular the automobile industry;
- To directly or indirectly participate in all financial, industrial or commercial operations that may relate, directly or indirectly, to any one of the above-mentioned purposes, including but not limited to setting up new companies, making asset contributions, subscribing to or purchasing shares or voting rights, acquiring an interest or holding, mergers, or in any other way.

and, more generally, to conduct any industrial, commercial and financial operations, and operations relating to fixed or unfixed assets, that may relate, directly or indirectly, to any one of the above-mentioned purposes, totally or partially, or to any similar or related purposes, and even to other purposes of a nature to promote the Company's business.

ARTICLE 4 Registered office

The registered office is 23-27 avenue des Champs-Pierreux, Nanterre (92000), France.

The registered office can be transferred under the conditions set down by law.

ARTICLE 5 Duration

The duration of the Company has been set at 99 years counting from 1 January 1929, unless the Company be dissolved beforehand or unless its duration be extended.

The duration of the Company was extended until 28 May 2117 by the extraordinary shareholders' meeting of 29 May 2018.

II - SHARE CAPITAL AND SHARES

ARTICLE 6 Share capital

The share capital has been set at nine hundred and sixty-six million two hundred and fifty thousand six hundred and seven Euros (€966,250,607). It is divided into one hundred and thirty-eight million thirty-five thousand eight hundred and one (138,035,801) shares, each with a value of seven Euros (€7) and fully paid up.

ARTICLE 7 Shares

Shares may be issued in registered or bearer form, at the shareholder's option.

Registered shares are recorded in an individual account as per the terms and conditions provided by the applicable legislative and regulatory provisions.

These individual accounts can be "pure registered share" accounts or "administered registered share" accounts, at the shareholder's option.

Share ownership is established either via share registration in an account opened in the name of the owner(s) with the Company (case of registered shares) or with an accredited broker (case of bearer shares).

ARTICLE 8 Free transfer

Shares are freely negotiable.

ARTICLE 9 Rights attached to shares

Each share entitles the holder to an ownership interest in the business assets, in the sharing of profits and of liquidation surpluses, in proportion to the number of shares existing.

All shares composing the share capital, now or in the future, shall always be grouped together as regards fiscal charges. Consequently, any taxes or similar which, for whatever

reason could, subsequent to a reimbursement of the capital of these shares, become due in the case of just some of them, either during the lifetime of the Company or on dissolving the Company, shall be apportioned over all the shares making up the share capital during said reimbursement(s), in such a way that all present or future shares give their holders, following adjustment for any par, non-redeemed value of shares and for different share categories, the same advantages and entitlement to receive the same net amount.

Whenever it is necessary to possess several shares to exercise a right, shares held individually or in a number below the requisite number do not entitle their holder to any right against the Company, it being up to the shareholder in such a case to personally seek to collect or group together the requisite number of shares.

ARTICLE 10 Contribution

Amounts outstanding on shares to be paid up in cash are called up by the board of directors.

The amounts called up are notified to the shareholders through the publication of a notice to this effect fifteen (15) clear days beforehand in the BALO.

Any shareholder failing to pay amounts due on time in relation to shares of which he is the owner shall automatically and without any formal notice needing to be served, owe the Company a late-payment penalty calculated day by day from the due date equal to the current official rate applied to commercial affairs to which 3 points are added, without prejudicing any forced execution measures provided for by law.

III- BOARD OF DIRECTORS - ADVISORS

ARTICLE 11 Composition of the board

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.

A legal person may be appointed as board member but shall, under the conditions provided for by law, appoint a natural person who will be its permanent representative at the board of directors.

Each board member must own at least 20 shares for the entire duration of his term of office.

Board members are appointed for a term of 4 years, which can be renewed without limit.

The number of Board members acting in their own capacity or as permanent representatives of a legal entity who are over 70 years old must not exceed one-third of the sitting Board members, as determined, and entering into effect, during the annual ordinary shareholders' meeting.

Where that proportion is exceeded, the oldest board member is automatically considered to have resigned on closure of the first ordinary shareholders' meeting held after the date when such proportion was exceeded.

ARTICLE 12 Board members representing employees

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 shareholders' meeting become less than nine, the number of board members representing employees could 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 bylaws for board members appointed by the shareholders' 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:

- (i) 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;
- (ii) the other is appointed by the European council for the representation of employees established pursuant to Article L. 2352-16 of the French Labor Code or, failing that, Article L. 2353-1 of the said Code.

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 council for the representation of employees must hold an employment contract with the Company or one of its direct or indirect subsidiaries, with its head office in France or abroad.

ARTICLE 13 Advisors

The ordinary shareholders' meeting can appoint one or several advisors, who may or may not be shareholders.

The duties of the advisors are as follows:

- advise the board of directors and the Company;
- make sure these bylaws are applied;
- audit the accounts, making any relevant observations in the course of the annual ordinary shareholders' meeting.

Their term of office shall not exceed six (6) years.

No person can be appointed advisor if he is older than seventy (70).

In the event of a death, resignation or revocation, the board of directors can, between two shareholders' meetings, make provisional appointments. These appointments shall be submitted for ratification at the next shareholders' meeting.

The advisors participate in board of directors' meetings and shareholders' meeting solely in a non-voting advisory capacity; under no circumstances shall they concern themselves with Company management.

ARTICLE 14 Meeting of the board of directors

Board members can be convened to board of directors meetings by any means, even orally.

Board of directors meetings take place either at the registered office or at any other place given in the notice of meeting.

The Board of Directors may validly deliberate when at least half of its members are present or represented.

Decisions are made at a simple majority of the members present or represented; in the event of a tie vote, the chairman of the meeting has the casting vote.

The Board of Directors' internal rules may provide that Board members attending meetings by videoconference or other forms of electronic communication shall be deemed present for quorum and majority purposes, in accordance with the limitations and terms and conditions set out in the applicable laws and regulations.

The board of directors may make decisions by written consultation of Board members under the conditions and on the subjects set by law.

Copies or minutes of decisions taken by the board of directors can be validly certified by the chairman of the board of directors, the CEO, a director temporarily acting as chairman, or any duly accredited proxy.

ARTICLE 15 Powers of the Board

The board of directors determines the guidelines governing the Company's activity and oversees their application. Subject to the powers explicitly attributed to shareholder's meetings and within the limits of the business purpose, the board considers any questions affecting the proper operation of the Company, and board decisions settle matters concerning it. The board of directors shall meet at least once a quarter.

In the relationships with third parties, the Company is bound even by acts of the board of directors that go beyond the business purpose, unless the Company proves that the third party knew that said act was beyond the business purpose, or that he could not ignore it due to the surrounding circumstances.

The board of directors runs any audits and verifications it considers necessary.

The board of directors may, within the limit of a total amount that it determines, authorize the CEO to issue guarantees, endorsements or sureties on behalf of the Company.

Likewise, related party agreements are subject to prior authorization by the board of directors, under the conditions specified in Article 23 below.

If need be, the board of directors may specify in its internal rules, in accordance with the legal and regulatory provisions and with the present bylaws, the procedures for exercising the powers and functions of the board of directors, the chairman and the CEO, the operating rules of the committees set up by the board of directors and the articulation of these attributions and functions between these different bodies.

The Company chairman or CEO must provide each board member with all information and documents he requires to successfully perform his duties.

ARTICLE 16 Compensation of board members

Board members are entitled to an annual fixed amount as compensation for their activities. This amount, charged to the general expenses line item, is determined by an ordinary shareholders' meeting, and remains in force until otherwise decided by said meeting.

The board of directors apportions attendance fees among its members in whatever way it considers appropriate.

ARTICLE 17 Chairman of the board

The board of directors elects a chairman from amongst its members; this must be a physical person.

The chairman of the board of directors organizes and directs the board's work, and reports thereon to the shareholders at shareholders' meetings. He ensures the proper functioning of the Company's bodies and ensures, in particular, that the directors are able to carry out their duties.

The duties of the chairman of the board of directors automatically terminate on closure of the first shareholders' meeting held once he is over the age of 75.

ARTICLE 18 Methods for exercising general management

The board of directors decide how the general management of the Company is to be carried out, said management done under its responsibility by the chairman of the board or by another physical person appointed by the board, bearing the title of Chief Executive Officer ("CEO").

Where the board of directors decides that the Company's general management is to be done by the chairman of the board of directors, this decision applies for the chairman's remaining term, unless he be revoked.

ARTICLE 19 Chief Executive Officer

The CEO or chairman responsible for general management of the Company is entrusted with far-reaching powers to act on behalf of the Company in all circumstances. He exercises these powers within the limits of the business purpose and subject to the powers explicitly attributed by law to shareholder's meetings and the board of directors.

He represents the Company in its relationship with third parties. The Company is bound even by acts of the CEO that go beyond the business purpose, unless the Company proves that the third party knew that said act was beyond the business purpose, or that he could not ignore it due to the surrounding circumstances.

The duties of the CEO or the chairman in charge of general management automatically terminate on closure of the first shareholders' meeting held after he is over the age of 70.

ARTICLE 20 Appointment of deputy chief executive officers

Upon a proposal from the CEO or the chairman in charge of general management, the board of directors can appoint one or more physical persons bearing the title of "deputy chief executive officers " for the purpose of assisting the CEO.

The maximum number of deputy chief executive officers is set at five (5).

On agreement with the CEO or the chairman in charge of general management, the board of directors establishes the scope and duration of powers entrusted to each deputy chief executive officer.

As regards relationships with third parties, deputy chief executive officers have the same powers as the CEO.

ARTICLE 21 Termination of duties of deputy chief executive officers

In the event of the CEO or chairman in charge of general management ceasing to, or being prevented from, performing his duties, the deputy chief executive officers retain their posts and duties until a new CEO is appointed, unless the board of directors decides otherwise.

The duties of the deputy chief executive officer(s) automatically terminate on closure of the first shareholders' meeting held once he/they is/are over the age of 70.

IV - COMPANY AUDITING

ARTICLE 22 Statutory Auditors

The Company is audited by one of more statutory auditors in accordance with the applicable law.

ARTICLE 23 Related parties agreement

Any agreement referred to in Article L. 225-38 of the French Code of commerce entered into directly or indirectly or through an intermediary between the Company and its CEO, one of its deputy chief executive officers, one of its board members, one of its shareholders holding a fraction of voting rights greater than 10% or, if a corporate shareholder, the company controlling such shareholder under the meaning of Article L. 233-3 of the French Code of commerce, must be submitted to prior authorization by the board of directors.

Likewise for agreements in which one of the persons referred to in the previous paragraph has an indirect interest.

Agreements between the Company and another undertaking are also subject to prior authorization by the board of directors if the CEO, one of the deputy chief executive officers or one of the board members of the Company is the owner, a fully liable partner, manager, director, board member, supervisory board member or, in general, a person in any way involved in the management of that undertaking.

The person directly or indirectly interested in the agreement may not take part in discussions nor vote on the requested authorization. Similarly, he/she cannot take part in the vote on the concerned agreement in shareholders' meeting and his/her shares are not taken into consideration when calculating the majority.

Agreements indicated in this Article are published in accordance with the conditions set by the law.

The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 paragraph 1 of the French Code of commerce.

A procedure to regularly assess whether agreements covering current operations signed under normal conditions meet these conditions must be implemented under the conditions provided for by the law. The persons directly or indirectly interested in one of these agreements must not take part in its assessment.

V - SHAREHOLDERS' MEETINGS

ARTICLE 24 Shareholders meetings: convening – attendance – vote

Shareholders' meetings are called, take place, deliberate and vote in accordance with legal provisions which are applicable to European companies.

Said meetings take place in the registered office and any other place given in the notice of meeting.

The right to participate in shareholders' meetings shall be substantiated in accordance with applicable regulations.

Subject to a decision to this effect being taken by the board of directors when convening the general meeting, shareholders may also participate and vote at general meetings by videoconference or any other means of telecommunication enabling positive identification, under the conditions and modalities provided for by law.

The voting right belongs to the usufructuary (*usufruitier*) in all general, extraordinary or special shareholders' meetings.

A double voting right is attached to all shares paid up in full, registered in the name of the same shareholder in the shareholders' register of the Company for at least two (2) years. Moreover, in the event of share capital increase by incorporation of reserves, profits or premiums on shares, a double voting right is attached, once issued, to registered shares allocated without charge to a shareholder with previously existing shares for which he benefits from the same right.

Aside from in the cases provided for by law, any shares converted to bearer form or whose ownership is transferred shall lose the associated double voting right.

ARTICLE 25 Shareholders meetings: quorum – majority – tenure

Extraordinary and ordinary general meetings, voting under quorum and majority conditions provided for by the respective conditions applicable to them, exercise the powers granted to them by law.

If the board of directors decides, in accordance with Article 24 of the bylaws, that shareholders can participate and vote by videoconference or any other means of telecommunication enabling positive identification, said shareholders are considered present when calculating the majority quorum.

VI - FINANCIAL STATEMENTS AND ALLOCATION OF EARNINGS

ARTICLE 26 Financial year

The Company's business year commences on the 1st of January and ends on the 31st of December.

ARTICLE 27 Distributable profit

Distributable profit consists in the profits of the business year, minus losses carried forward from previous years and amounts used to fund the legal or statutory reserves, plus profits carried forward from previous years.

From this profit, the shareholders' meeting decides the amount to allocate to shareholders as dividends, or withholds any amount it considers appropriate to fund optional, ordinary or extraordinary reserve accounts or the profits carried forward account.

Except for the case of share capital reduction, no funds can be distributed to shareholders if the Company's own funds are, or would be, as a result of the distribution, less than the share capital amount plus the reserve amount which cannot be distributed due to legal or statutory constraints.

The shareholders' meeting can decide to distribute funds taken from the optional reserves either as a new dividend or as a supplement to an existing dividend, or as an exceptional dividend; in this case, the shareholders' meeting decision shall explicitly name the reserve accounts from which said funds are to be taken. However, dividends shall, as a priority, be taken from the distributable profit of the business year.

The ordinary shareholders' meeting, voting on the accounts for the closed business year may grant, to each shareholder, an option to receive full or partial payment of the dividend or interim dividends in the form of shares or cash.

Losses, if any, and subsequent to the approval of the annual accounts by the shareholders' meeting, are written to a separate account to be set off against profits of future business years until exhaustion.

VII- DISSOLUTION - LIQUIDATION

ARTICLE 28 Liquidation

At the time of the Company's expiration or in the event of early dissolution, the shareholders' meeting determines the liquidation procedure and appoints one of several liquidators whose powers it determines, said liquidators performing their duties as per the applicable law.

VIII- DISPUTES

ARTICLE 29 Disputes

Any disputes that may arise during the Company's existence or at the time of its liquidation, either between the shareholders and the Company or between the shareholders themselves, concerning the interpretation or execution of these bylaws, or generally, concerning business matters, shall be referred to the jurisdiction of the competent courts of the place of the registered office.

To this end, in the event of a dispute, shareholders must elect a domicile within the jurisdiction of the competent court of the place of the registered office, and all writs and notifications shall be validly delivered to this domicile.

In the event of failure to elect a domicile, writs and notifications shall be validly delivered to the office of the *Procureur de la République* (Deputy Attorney-General) attached to the *Tribunal de Grande Instance* of the place of the registered office.

IX - STATUTORY OBLIGATION TO DECLARE CROSSING OWNERSHIP THRESHOLDS

ARTICLE 30 Threshold crossing

In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L.233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company by recorded delivery mail of the total number of shares and voting rights held no later than four business days after occurrence.

Any shareholder failing to declare ownership as required above shall be deprived of voting rights for the non-declared fraction if one or several shareholders present or represented at a shareholders' meeting, and collectively holding a share capital fraction (or voting rights) of at least 1%, make a request to this effect, logged in the minutes of the shareholders' meeting.

This measure completes the legal measure regarding mandatory declarations on crossing share ownership thresholds.