



COMBINED SHAREHOLDERS' MEETING

Convening notice

Tuesday May 30, 2023, at 2:00 p.m.

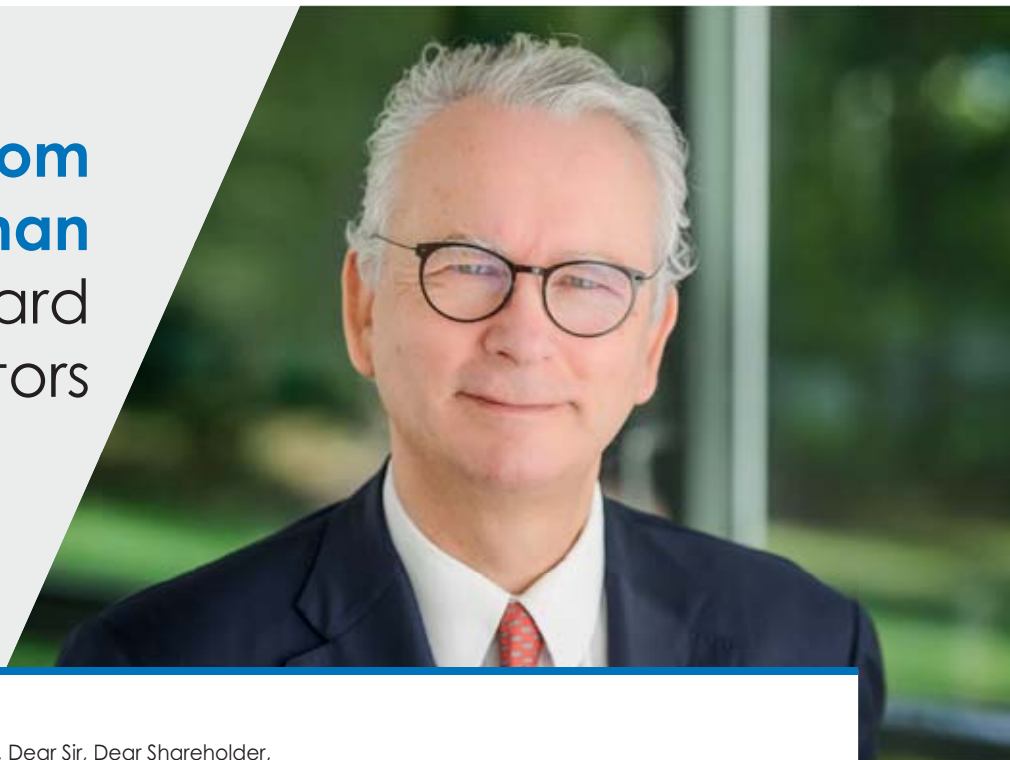
At the registered office of FAURECIA
23-27, avenue des Champs Pierreux
92000 Nanterre - France

Contents

Message from the Chairman of the Board of Directors	01
How to attend the General Meeting?	02
Summary of the situation of the Company during the period ended December 31, 2022	06
1. Our value creation model	06
2. Financial and extra-financial performance (key figures)	08
3. Full-year 2022 results	12
4. Key events since the beginning of the period 2023	17
5. Outlook and trends	17
Agenda	18
Explanatory notes and text of draft resolutions	20
Governance and compensation	48
1. Governance	48
2. Compensation	58
Request for documents and additional information	67

The English version of this convening notice is a free translation of the original which was prepared in French. The French version prevails.

Message from the Chairman of the Board of Directors



Dear Madam, Dear Sir, Dear Shareholder,

The Combined General Meeting of your Company will be held on Tuesday, 30 May 2023, at 2 p.m., at the Company's registered office. I have the honor and the pleasure of inviting you to participate.

At this Shareholders' Meeting, you will be asked to vote to change the Company's name from "Faurecia" to "FORVIA". This change, which comes one year after the completion of the acquisition of a majority stake in HELLA, represents a further important step in the Group's convergence and strengthening.

The year 2022 has been more difficult than anyone could have imagined with the war in Ukraine and an economic context marked by high inflation and rising interest rates. Despite this uncertain environment, the Group was able to demonstrate its new position as a global leader in sustainable mobility technologies with an annual performance in line with its new size, many synergies at work and the validation of its CO₂ neutrality roadmap by the Science Based Targets initiative (SBTi).

I hope you will be able to attend in person. If, however, you are prevented from doing so, you can also:

- either vote by post (by mail or electronically);
- or authorize me, as Chairman, to vote on your behalf;
- or to be represented.

To facilitate the exercise of your most fundamental shareholder right, namely, your right to vote, you have the possibility to vote, prior to the Meeting, using the secure VOTACCESS internet platform.

The General Meeting will also be broadcasted live on our website. It will then be available on a deferred basis.

In the following pages, you will find the practical procedures for participating and voting at this Meeting as well as its agenda and the text of the resolutions submitted for your approval.

On behalf of the Board of Directors, I would like to thank you for the trust you place in our Group, and I hope to welcome many of you.

Michel de Rosen
Chairman of the Board of Directors

How to attend the General Meeting?

Shareholders are invited to regularly consult the section dedicated to the 2023 General Meeting on the Company's website (www.faurecia.com) in order to have the latest information about the General Meeting.

The General Meeting will be broadcast live on the Company's website. A recording of the Annual General Meeting will also be available on the Company's website (www.faurecia.com) at the end of the Meeting.

I. Formalities prior to attend the General Meeting

Shareholders may take part in the General Meeting regardless of the number of shares they own.

The right to participate in the General Meeting is established by the registration of the shares in the name of the shareholder or the intermediary registered on his/her behalf, in accordance with Article R. 22-10-28 of the Commercial Code, on the second business day preceding the General Meeting, i.e. **May 26, 2023** at 0:00, Paris time:

- either in the registered share accounts held for the Company by its agent **Uptevia (Service Assemblées Générales – 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex)**;

- or in the bearer share accounts held by the authorized intermediary.

The registration of shares in the bearer share accounts held by the authorized intermediary must be evidenced by an attendance certificate issued by the latter, where applicable by electronic means under the conditions provided for in Article R. 225-61 of the French Commercial Code, and appended to the postal voting or proxy form ("Single voting form"), or at the request of an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

II. Methods of participation in the General Meeting

Shareholders may choose between one of the following three methods to exercise their voting rights at General Meetings:

- attend the General Meeting;
- give proxy to the Chairman of the General Meeting or to any natural or legal person;
- vote by mail or online.

Shareholders may choose among the options available in the Single voting form, in the manner described below and as illustrated in the following section of this Notice of Meeting "How to complete the postal vote or proxy vote form (by mail)?", by checking the corresponding box.

In addition to the Single paper voting form, shareholders will be able to send their voting instructions, appoint or revoke a proxy, and request an admission card online, prior to the General Meeting on the VOTACCESS website, under the following conditions described below.

The VOTACCESS website for the General Meeting will be open from May 12, 2023 at 10 a.m. (Paris time) until the day before the Meeting, i.e., May 29, 2023 at 3 p.m. (Paris time).

In order to avoid any possible overload of the VOTACCESS website, shareholders are advised not to wait until the last few days to enter their instructions.

1. To attend the General Meeting in person

Shareholders wishing to attend the Meeting must request their admission card as follows:

■ by electronic means:

- for registered shareholders (pure and administered): the registered shareholder may access the VOTACCESS website through the Shareholder website at <https://www.investor.uptevia.com>:

- pure registered shareholders should connect to the Shareholder website with their usual access codes. Their login ID will be recalled on the Single voting form or on the electronic notice,
- administered registered shareholders should connect to the Shareholder website with the internet access code set out in the voting form or in the electronic notice. After connecting to the Shareholder website, they should follow the instructions on the screen,

After logging in to the Shareholder website, the pure and administered registered shareholder must follow the instructions on the screen to access the VOTACCESS website and request an admission card,

- for bearer shareholders: it is the bearer shareholder's responsibility to find out whether or not his financial intermediary, which manages his securities account, is connected to the VOTACCESS website and, where applicable, to take note of the conditions of use of the website VOTACCESS. If the shareholder's financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his financial intermediary with his usual access codes. He must then follow the instructions on the screen to access the VOTACCESS website and request his admission card;

- **by mail:**

- for registered shareholders: shareholder holding registered shares must complete the Single voting form attached to the notice of meeting that will be sent to him, specifying that he wish to participate in the General Meeting and obtain an admission card then return it, dated and signed, using the "T" envelope attached to the notice of meeting, to Uptevia,

- for bearer shareholders: holder of bearer shares must ask his financial intermediary, who manages his securities account, for an admission card to be sent to him.

Requests for an admission card by post must be received by Uptevia no later than three days before the Meeting, in accordance with the procedures indicated above.

Shareholders who have not received their admission card within two business days preceding the General Meeting are invited to:

- for registered shareholders, present themselves directly on the day of the General Meeting, at the counters specifically provided for this purpose, with an identity document;
- for bearer shareholders, ask their financial intermediary to issue them an attendance certificate providing proof of their status as shareholder on the second business day preceding the Meeting.

2. To vote by proxy or by mail

If they do not attend this Meeting in person, shareholders may choose one of the following three options:

- send a proxy to the Chairman of the General Meeting;
- give a proxy to any natural or legal person of its choice under the conditions provided for in Articles L. 22-10-39 and L. 225-106-I of the French Commercial Code;
- vote by mail.

According to the following terms:

- **by electronic means:**

- for registered shareholders (pure and administered): the registered shareholder may access the VOTACCESS website through the Shareholder website at <https://www.investor.uptevia.com>:

- pure registered shareholders should connect to the Shareholder website with their usual access codes. Their login ID will be recalled on the Single voting form or on the electronic notice,

- administered registered shareholders should connect to the Shareholder website with the internet access code set out in the Single voting form or in the electronic notice. After connecting to the Shareholder website, they should follow the instructions on the screen.

After logging on to the Shareholder website, the pure or administered registered shareholder must follow the instructions given on the screen to access the VOTACCESS website and vote or appoint or revoke a proxy,

- for bearer shareholders: it is up to the bearer shareholder to find out whether or not his financial intermediary, which manages his securities account, is connected to the VOTACCESS website and, where applicable, the conditions of use of the VOTACCESS website.

- If the financial intermediary is connected to the VOTACCESS website, the shareholder must identify himself on the internet portal of his financial intermediary with his usual access codes. He should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy.

- If the shareholder's financial intermediary is not connected to the VOTACCESS website, it is specified that the notification of the appointment and dismissal of a proxy may however be made by electronic means in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an email to the following email address: ct-mandataires-assemblees@uptevia.com. This email must include as an attachment a scanned copy of the Single voting form, duly completed and signed. Bearer shareholders must also attach the attendance certificate prepared by their authorized intermediary.

Only notifications of appointment or revocation of proxies duly signed, completed, received and confirmed no later than the day before the Meeting, at 3 p.m. (Paris time) may be taken into account;

- **by mail:**

- for registered shareholders: registered shareholders must complete the Single voting form, attached to the notice of meeting that will be sent to them, then return it, dated and signed, using the "T" envelope attached to the notice of meeting, to Uptevia,

- for bearer shareholders: holders of bearer shares must request the Single voting form from their financial intermediary, which manages their securities account, then return them dated and signed.

How to attend the General Meeting?

Single postal voting forms must be received by Uptevia no later than three days before the Meeting, as indicated above.

It is stated that, for any proxy without indication of a proxy holder, the Chairman of the General Meeting will vote in favor of the draft resolutions presented or approved by the Board of Directors, and will vote against all other draft resolutions.

Single voting forms are automatically sent to shareholders registered in pure or administered registered accounts by post.

For holders of bearer shares, the Single voting forms will be sent to them upon request received by ordinary letter by **Uptevia – Service Assemblées Générales – 12 place des Etats-Unis CS 40083 - 92549 Montrouge Cedex** no later than six days before the date of the Meeting.

Shareholders who have sent a request for an admission card, a proxy or a postal voting form may no longer change their method of participation at the General Meeting.

III. Sale of shares

Shareholders who have already cast a postal vote, sent a proxy or requested an attendance certificate may sell all or part of their shares at any time.

However, if the transfer of ownership occurs before the second business day preceding the General Meeting, *i.e.*, on May 26, 2023 at 00:00 (Paris time), the Company shall consequently invalidate or amend, as applicable, the vote, proxy or attendance certificate. To this end, the authorized

account holder intermediary shall notify the Company or its agent of the transfer of ownership and provide all the necessary information.

No sales or transactions completed after the second business day preceding the General Meeting at 0:00 (Paris time), regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

IV. Written questions

Shareholders may submit written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the Chairman of the Board of Directors of Faurecia, at the registered office, 23-27 avenue des Champs Pierreux, 92000 Nanterre, France, by registered letter with

acknowledgment of receipt or by email to the following address: questions.ecrites@faurecia.com, no later than the fourth business day preceding the date of the General Meeting, *i.e.*, May 24, 2023. They must compulsorily be accompanied by a certificate of registration of shares.

V. Right of communication

In accordance with the law, all documents that must be communicated to the General Meeting will be made available to shareholders, within the legal deadlines, at the

registered office of the Company and on the Company's website www.faurecia.com or sent on request to Uptevia.

How to complete the postal vote or proxy vote form (by mail)?

Important: the duly completed and signed form must be received by Uptevia, Service Assemblées Générales, no later than May 27, 2023.

Request an admission card to attend the General Meeting

You wish to vote by mail or be represented at the Meeting:
Tick one of the three boxes 2, 3 or 4 below

You hold bearer shares:
You must request an attendance certificate from your financial intermediary and attach it to this form

FORVIA faurecia

ASSEMBLÉE GÉNÉRALE MIXTE
du 30 mai 2023 à 14 heures
au siège social de la Société
23-27, avenue des Champs Pierreux, 92000 Nanterre

COMBINED SHAREHOLDER'S MEETING
on May 30th, 2023 at 2.00 p.m.
at Headquarters' office
23-27, avenue des Champs Pierreux, 92000 Nanterre

1 JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

2 JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cf. au verso (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en notifiant comme ceci [] l'un des cases "Non" ou "Abstention" / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this [] one of the boxes "No" or "Abs."

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
										Abs.	<input type="checkbox"/>

3 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

4 JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

CADRE RÉSERVÉ À L'IDENTIFIANT - ACCOUNT
Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

à la banque / by the bank
à la société / by the company
27/05/2023

sur 1^{ère} convocation / on 1st notification
sur 2^{ème} convocation / on 2nd notification

Si les amendements ou des résolutions nouvelles (d'après) présentées en assemblée, je vote NON sauf si je signale un autre choix en notifiant la case correspondante / If amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.
- je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting.
- je m'abstiens. / I abstain from voting.
- je donne procuration (cf. au verso recto (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate to vote on my behalf.
Pour être pris en considération, tout formulaire doit parvenir au plus tard:
To be considered, this completed form must be returned no later than:

Date & Signature

You wish to vote by mail:
Tick this box and follow the instructions

You wish to give proxy to the Chairman of the Meeting:
Tick this box

You wish to give proxy to someone:
Tick this box and fill in this person's information

Whichever option you choose
Please date and sign the original form below

Fill in your surname, first name and address here or check them if they are already supplied

Sign-up for e-notice

Faurecia offers its registered shareholders another method of convening General Meetings: the e-notice.

Opting for e-notice is a simple, fast, secure and environmentally friendly way to receive the notice of meeting, by avoiding printing and sending hard copies of the convening notice by post.

To sign-up for e-notice for future general meetings, simply log-on to "Your Subscriptions" section and then to the "e-Consent" section of the Shareholder website: <https://www.investor.uptevia.com>.

Summary of the situation of the Company during the period ended December 31, 2022

1. Our value creation model

FORVIA resources



PEOPLE

- **157,000** employees
- **150** nationalities in **43** countries
- **5** FORVIA University campuses*
- **94,650** employees connected to the e-learning platform, 39% of whom are operators*



BUSINESS

- **€2,079m** gross R&D expenditure
- **Global** innovation ecosystem
- **15,000** R&D engineers
- **14,314** patent portfolio



PLANET

- **130 hectares** of solar panels on 150 sites for green power generation
- **Creation of MATERI'ACT** to scale up sustainable material innovation
- **88%** of sites certified ISO 14001*
- **21.5%** of sales aligned with green taxonomy

Strategy & operational model

FORVIA
Inspiring mobility

We pioneer technology

ooo

OUR THREE STRATEGIC PILLARS

- Electrification and energy management
- Safe and automated driving
- Digital and sustainable cockpit experiences

○ **ENVIRONMENTAL, SOCIAL AND GOVERNANCE AS A BUSINESS DRIVER**



* Faurecia data. The consolidation of FORVIA Group data is ongoing.
** Sites with at least 2 years of activities.

OUR SIX BUSINESS GROUPS



- Seating
- Interiors
- Clean mobility
- Electronics
- Lighting
- Lifecycle solutions

○○○
for mobility experiences that matter to people.

○ **POWER25:
NEW MEDIUM-TERM PLAN
FOR PROFITABLE GROWTH**

Value created in 2022



PEOPLE

- **27.3%** of managers and skilled professionals are women
- **23%*** of the Top 300 leaders are women
- **22.9 hours*** of training per employee



BUSINESS

- **1,502** patent filings in 2022
- **93%** of our supplier panel screened for corporate social responsibility by EcoVadis*
- Customer satisfaction: 4.6 stars out of 5*



PLANET

- **CO₂ intensity:** 33 tons of CO₂eq / € million sales
- **Energy intensity:** 101 MWh scope 1 & 2 / € million sales
- **Waste intensity:** 9.15 tons waste / € million sales

2022 REVENUES

€25,458M

EMPLOYEES' SALARIES & SOCIAL CHARGES

€5,487M 21.6%

DIVIDENDS PAID TO MINORITY INTERESTS IN CONSOLIDATED SUBSIDIARIES

€55M 0.2%

BANKS FINANCE COSTS

€334M 1.3%

STATES/COMMUNITIES TAXES

€252M 1.0%

SUPPLIERS PURCHASES & OTHER EXTERNAL COSTS

€18,210M 75.5%

Ability to finance future growth

INVESTMENTS IN FIXED ASSETS

€1,177M 4.6%

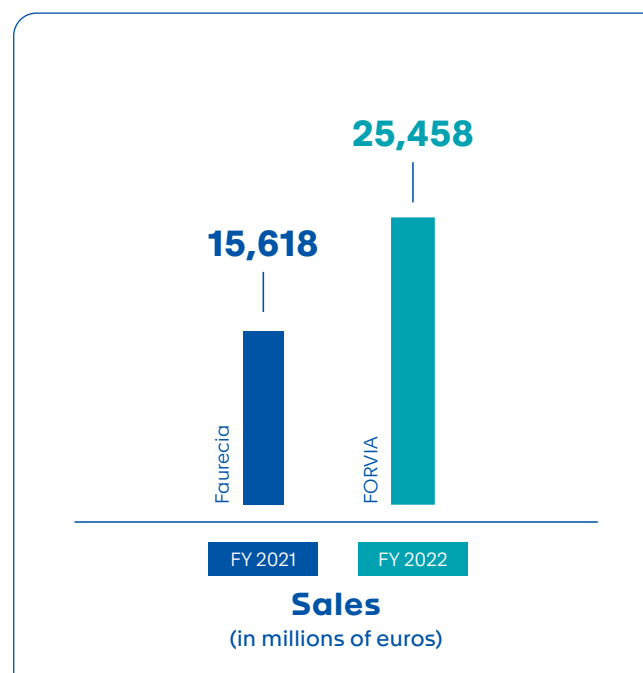
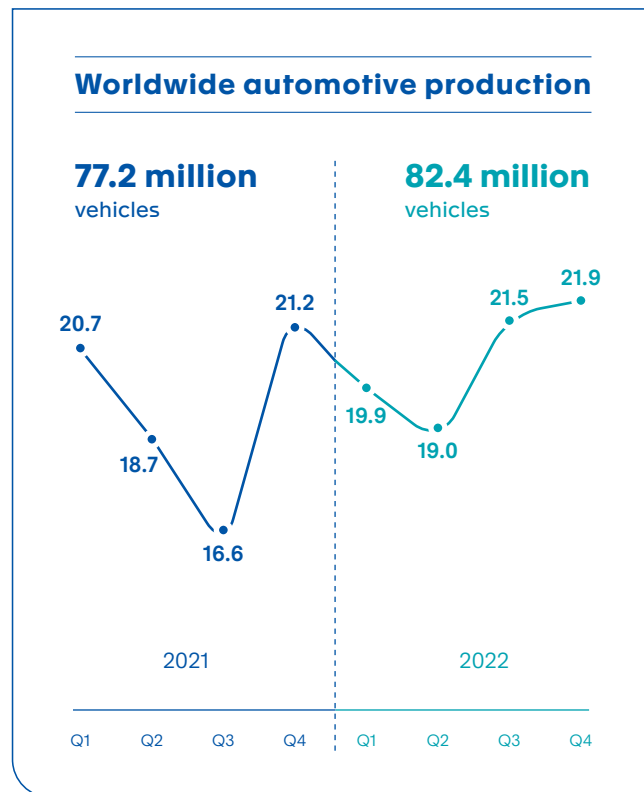
GROSS R&D EXPENDITURE

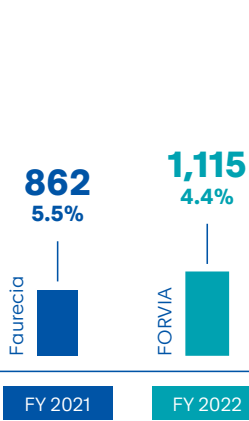
€2,079M 8.2%

INVESTMENTS IN ACQUISITIONS

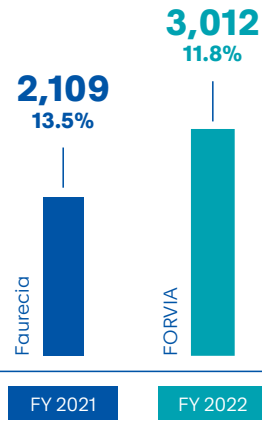
€6,359M 25.0%

2. Financial and extra-financial performance (key figures)

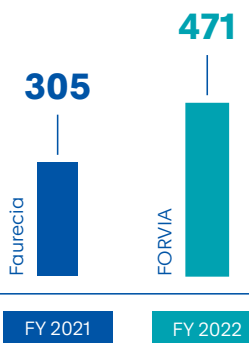




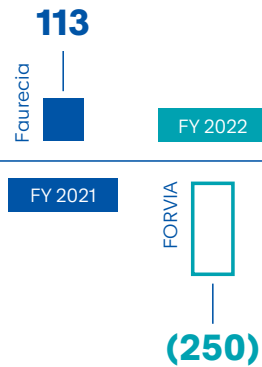
Operating income
(in millions of euros) % of sales



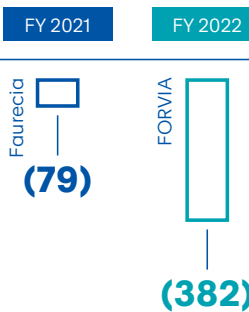
Adjusted EBITDA
(in millions of euros) % of sales



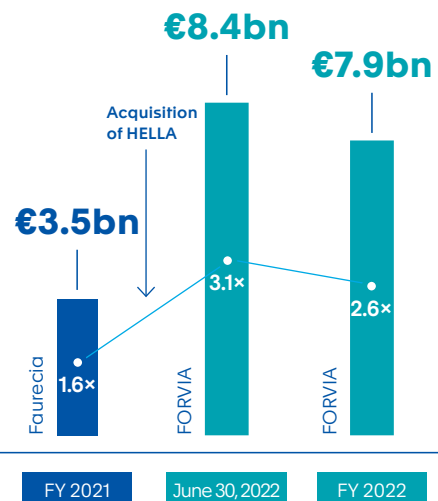
Net cash flow
(in millions of euros)



Net income from continued operations
(in millions of euros)

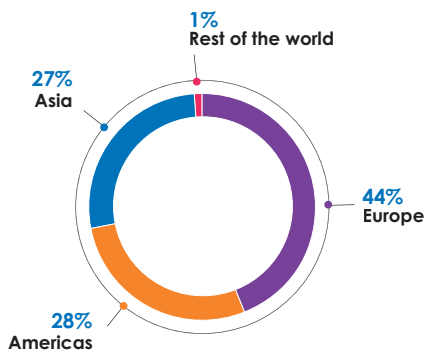
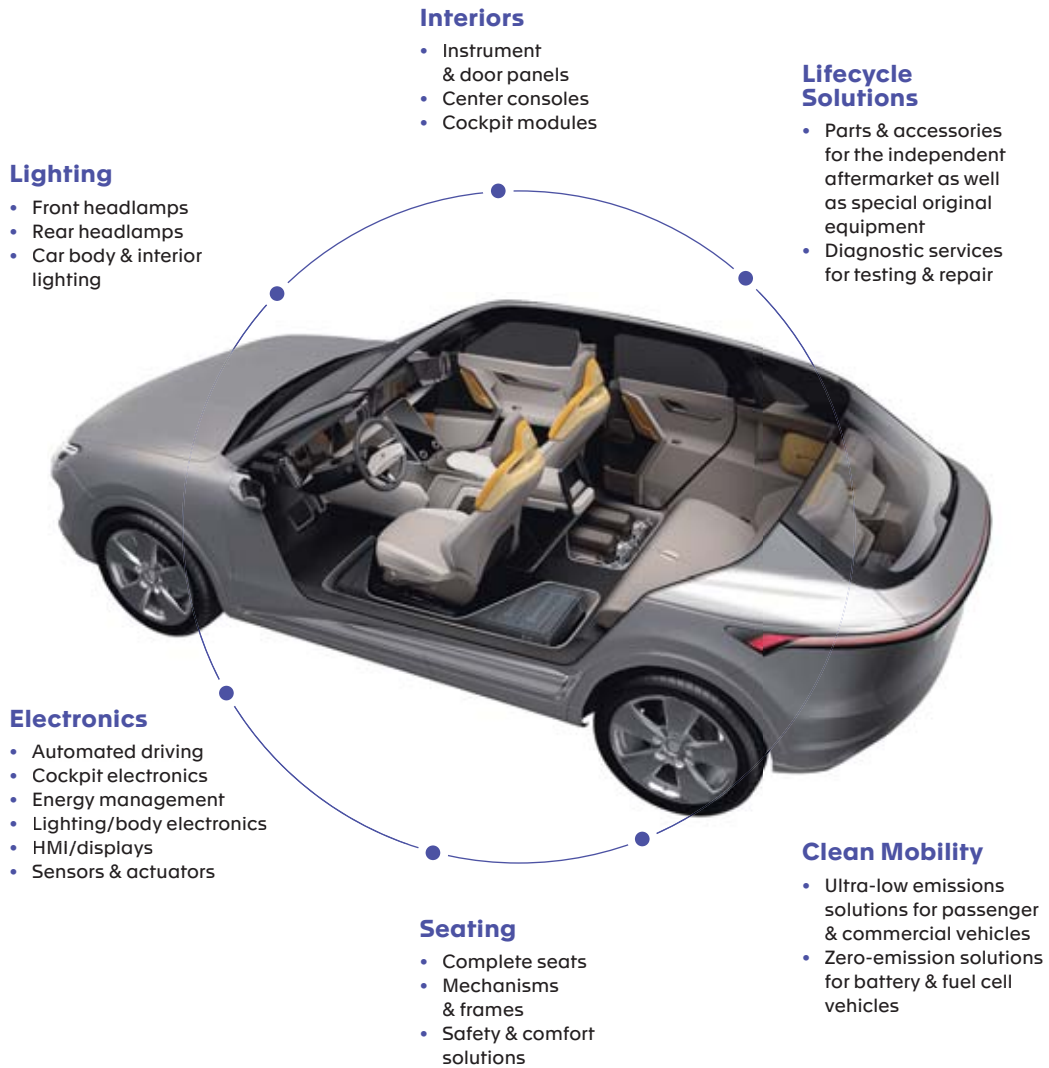


Net income Group share
(in millions of euros)

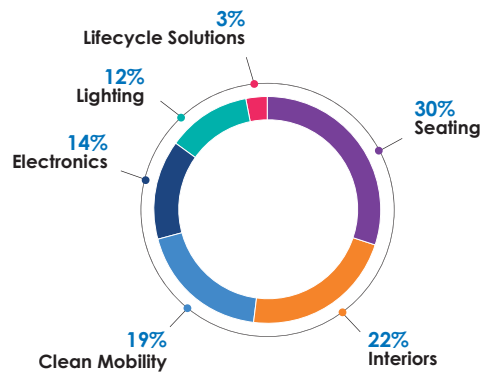


Net debt at year-end
Net debt/adjusted EBITDA ratio

2.1. Sales by Business Group and by region



SALES 2022



2.2. 2022 ESG indicators and roadmap



Our key 2022 indicators

<p>CO₂ EMISSIONS 0.83 metric tons of CO₂eq (Scopes 1 & 2) 12 metric tons of CO₂eq (scopes 1,2,3 - controlled emissions, excluding product usage)</p> <p>CO₂ INTENSITY 33 tons of CO₂eq scopes 1 & 2 / € million sales</p> <p>ENERGY INTENSITY 101 MWh scopes 1 & 2 / € million sales</p> <p>WASTE INTENSITY 9.15 tons waste / € million sales</p> <p>WATER INTENSITY 126.3 m³ / € million sales</p> <p>GREEN TAXONOMY 21.5% share of revenues aligned</p>	<p>BUSINESS ETHICS 96.7%* of employees trained on the Code of Ethics</p> <p>RESPONSIBLE SUPPLY CHAIN 77%* of supplier panel assessed by EcoVadis 40/100* minimum score for suppliers assessed by EcoVadis</p> <p>SAFETY AT WORK 2.08 accidents with & without stoppage per million hours worked</p>	<p>DIVERSITY 23%* women among the Top 300 leaders 27.3% women among managers and skilled professionals</p> <p>LEARNING ORGANIZATION 22.9* hours of training per employee per year</p>
---	--	---

FORVIA sustainability roadmap

By 2025	<p>CO₂ neutral in operations scopes 1 & 2</p> <p>-28% in waste intensity</p>	<p>BUSINESS ETHICS 100% of employees trained in the Code of Ethics</p> <p>RESPONSIBLE SUPPLY CHAIN 95% of supplier panel assessed by EcoVadis 55/100 minimum score for suppliers assessed by EcoVadis</p>	
By 2027	<p>-34% in waste intensity</p>	<p>SAFETY AT WORK 1.5 accidents with & without stoppage per million hours worked</p>	<p>DIVERSITY 25% women among the Top 300 leaders 30% women among managers and skilled professionals</p>
By 2030	<p>-45% in CO₂ emissions scopes 1, 2, 3</p>		<p>DIVERSITY 30% women among the Top 300 leaders 35% women among managers and skilled professionals</p> <p>LEARNING ORGANIZATION 25 hours of training per employee per year</p>
By 2045	<p>CO₂ net zero</p>		

* Faurecia data. The consolidation of FORVIA Group data is ongoing.

3. Full-year 2022 results

Key achievements

From Faurecia to FORVIA: combining Faurecia's and HELLA's strengths and creating FORVIA, the world's 7th biggest automotive technology supplier

On January 31, 2022, Faurecia closed the acquisition of a majority stake in HELLA which has been consolidated in Faurecia's accounts since February 1, 2022.

As of December 31, 2022, Faurecia held 81.6% of HELLA shares.

The newly combined FORVIA Group's mission is: "WE PIONEER TECHNOLOGY FOR MOBILITY EXPERIENCES THAT MATTER TO PEOPLE".

Significant progress achieved in the integration process of HELLA: cost synergies are now more than €300 million 2025 EBITDA run-rate and sales synergies are more than €400 million in 2025, supported by strong 2022 joint order intake for €1.8 billion

Since the effective entry of HELLA into the Group's consolidation scope, the two companies, under the leadership of their respective management teams, have accelerated collaboration and achieved significant progress in generating synergies.

As regards cost synergies, over 200 individual synergy measures have been validated by Faurecia's and HELLA's teams. They can be broken down into more than 1,000 detailed actions, with robust tracking and governance.

As a result, cost synergies and optimization have been upgraded to more than €300 million 2025 EBITDA run-rate (vs. more than €250 million previously).

Concerning sales synergies, Faurecia's and HELLA's joined forces succeeded in generating a strong order intake of €1.8 billion in 2022, demonstrating the potential for combined commercial offers and opportunities in the coming years, notably capitalizing on CES 2023 successes. The 2022 joint order intake of €1.8 billion already represents more than €300 million of 2025 sales synergies or more than €400 million 2026 run-rate.

Sales synergies are now upgraded to more than €400 million by 2025 (vs. between €300 million and €400 million previously).

Solid order intake of €31 billion in FY 2022 will support medium-term profitable growth drivers

In 2022, FORVIA (Faurecia + HELLA) recorded a solid order intake of €31 billion, with an average operating margin above 7%, already reaching the POWER25 plan's targeted profitability.

2022 order intake reflect FORVIA's strategy to focus on key activities; they included:

- **€8.4 billion for Electronics**, representing 27% of the Group's total order intake and demonstrating the strong potential of Electronics;
- **€13.3 billion for Electric Vehicles (BEVs and FCEVs)**, representing 43% of the Group's total order intake and demonstrating acceleration on the Zero Emissions strategy;
- **€6.2 billion for China**, representing 20% of the Group's total order intake and reflecting the continued strong growth of this highly profitable market;
- **€18.8 billion for Premium Vehicles and SUVs**, representing 61% of the Group's total order intake and reflecting the Group's strong positioning on segments with the highest content per vehicle.

Refinancing of the acquisition of HELLA completed

The acquisition of an 82% stake in HELLA represented a total investment of €5.4 billion.

The financing was fully secured through a committed bridge facility of €5.5 billion, signed in August 2021. This bridge facility included a bridge-to-equity component, whose deadline was mid-February 2023, and a bridge-to-loan, whose deadline was mid-August 2023.

The refinancing has been entirely completed, although markets conditions have proven more difficult since the outbreak of the war in Ukraine and the start of a period of strong inflation.

Out of the total investment of €5.4 billion:

- €0.5 billion was paid in shares through a Faurecia capital increase reserved to the Hueck/Roepke Family pool (now holding 9.22% of Faurecia's share capital);

- €0.7 billion was financed through a capital increase with preferential subscription rights issued in June 2022 (45,482,154 new shares at a subscription price of €15.50).

The rest was financed through debt issuances and use of cash for a total amount of €4.2 billion.

Total HELLA-related average cost of financing for this amount of €4.2 billion is estimated at c. 4.5% (estimation based on Euribor 1 month at 2.50%).

€1 billion disposal program of non-strategic assets by end-2023 started in 2022

FORVIA's €1 billion disposal program of non-strategic assets by end-2023, designed to accelerate deleveraging after the HELLA acquisition, has started in 2022 with the following transactions:

In July 2022:

- HELLA announced the sale of its 33.33% stake in HBPO to its co-shareholder, Plastic Omnium, for a price of c. €290 million and the transaction was closed, as expected, in December 2022.

In December 2022:

- Faurecia announced the sale of its Interiors business in India to TAFE (Tractors and Farm Equipment Ltd);
- Faurecia, Michelin (its 50/50 partner in Symbio) and Stellantis announced they were in exclusive negotiations for Stellantis to acquire a substantial stake in Symbio, a leader in zero emission hydrogen mobility. The closing of the transaction is expected to occur in H1 2023 and is subject to customary closing conditions, including regulatory approvals.

Disengagement from Russia

Faurecia has decided to disengage from Russia and completed depreciation of related assets in its 2022 financial statements.

Capital Markets Day on November 3, 2022 presenting the POWER25 plan

On November 3, 2022, Faurecia and HELLA held their first joint Capital Markets Day in Paris, during which FORVIA unveiled its **POWER25** medium-term plan to drive profitable growth, enhance cash generation and accelerate Group deleveraging (all details available on www.forvia.com).

FORVIA's POWER25 plan is focused on three key strategic priorities:

- **drive sales growth through innovation and sustainability;**
- **enhance profitability and lower breakeven;**
- **generate strong cash conversion and actively manage portfolio to accelerate Group deleveraging.**

These ambitions are translated into the following 2025 financial objectives (based on an assumption of worldwide automotive production of 88 million units in 2025 and after the estimated effect of the €1 billion disposal program by end-2023):

- **2025 sales of c. €30 billion;**
- **2025 operating margin > 7% of sales;**
- **2025 net cash flow at 4% of sales;**
- **net-debt-to-adjusted-EBITDA < 1.5x at December 31, 2025.**

H2 2022 & FY 2022 Group sales & profitability

Continued strong sales outperformance in H2, including positive effect from inflation pass-through

Improving operating margin by 5.0% of sales in H2, up 50 bps year-on-year and up 130 bps sequentially vs. H1 2022

Group (in € million)	H2 2021 (Faurecia stand-alone)	Currency effect	Organic Growth (Faurecia stand-alone)	Scope effect (HELLA 6 months)	H2 2022 FORVIA	Reported change
Worldwide auto. production (in million of units)	37,786				43,395	14.8%
Sales	7,835	319	1,957	3,724	13,835	76.6%
% of last year's sales		4.1%	25.0%	47.5%		
Outperformance (in bps)			1,020			
Operating income	352				689	95.7%
% of sales	4.5%				5.0%	+ 50 bps

In H2 2022:

- sales amounted to €13,835 million, up 76.6% on a reported basis and up 25.0% on an organic basis

- currency effect of +4.1%, almost equivalent to that registered in H1 2022 (mainly US dollar and Chinese yuan),
- scope effect of +47.5% (or €3,724 million) related to the consolidation of HELLA over the entire period,
- organic growth of +25.0% to be compared with 14.8% growth in worldwide automotive production over the same period, i.e. an **outperformance of 1,020 bps**. This outperformance included a very limited negative impact from geographic mix of c. 50 bps and a positive impact of c. 620 bps related to inflation pass-through to customers during the period;

- operating margin stood at 5.0% of sales, up 50 bps year-on-year and up 130 bps sequentially vs. H1 2022

- the sequential improvement of 130 bps vs. H1 2022 mainly reflected fewer supply chain disruptions, no Covid restrictions in China in H2, reduced extra costs from the Seating program in Michigan and improved efficiency of inflation pass-through to customers,
- inflation pass-through to customers, which corresponds to sales at zero margin, had a cumulated dilutive impact on operating margin of c. 140 bps in H2.

Strong sales outperformance in FY 2022, including positive effect from inflation pass-through

Resilient operating margin by 4.4% of sales in FY 2022, or 5.6% excluding a 120 bps dilutive effect from inflation pass-through (sales at zero margin)

Group (in € million)	FY 2021 (Faurecia stand-alone)	Currency effect	Organic growth (Faurecia stand-alone)	Scope effect (HELLA 11 months)	FY 2022 FORVIA	Reported change
Worldwide auto. production (in million of units)	77,197				82,375	6.7%
Sales	15,618	674	2,654	6,512	25,458	63.0%
% of last year's sales		4.3%	17.0%	41.7%		
Outperformance (in bps)			1,030			
Operating income	862				1,115	29.4%
% of sales	5.5%				4.4%	-110 bps

In FY 2022:

- **sales amounted to €25,458 million, up 63.0% on a reported basis and up 17.0% on an organic basis**

- currency effect of +4.3%, mainly the US dollar and the Chinese yuan vs. the euro,
- scope effect of +41.7% (or €6,512 million) related to the consolidation of HELLA over 11 months (since February 1, 2022),
- organic growth of +17.0% to be compared with a 6.7% growth in worldwide automotive production over the same period, i.e. an **outperformance of 1,030 bps**. This outperformance included a negative impact from geographic mix of c. 200 bps and a positive impact of c. 540 bps related to inflation pass-through to customers during the period;

- **operating margin stood at 4.4% of sales, down 110 bps year-on-year**

- the full-year drop of 110 bps in operating margin year-on-year reflected the low level of operating margin in H1 (3.7% vs. 6.6% in H1 2021) that was severely hit by the outbreak of the war in Ukraine and its multiple consequences (supply chain disruptions, raw materials and energy inflation...) and by Covid restrictions in China, in addition to continued shortage of semiconductors and still significant extra costs from the Seating program in Michigan,
- inflation pass-through to customers, which corresponds to sales at zero margin, had a cumulated dilutive impact on operating margin of c. 120 bps in the full year.

In FY 2022, inflation generated more than €1 billion of additional costs vs. 2021 for FORVIA operations (Faurecia + HELLA) and pass-through to customers generated additional sales of close to €1 billion through contractual mechanisms in place and specific negotiations and claims to customers, i.e. a pass-through that exceeded 85%.

- **Group operating income stood at €1,115 million (4.4% of sales) vs. €862 million in 2021 (5.5% of sales).**

- **Amortization of intangible assets acquired in business combinations:** net charge of €219 million, including a charge of €131 for the amortization of the goodwill related to the acquisition of HELLA since February 1, 2022 (11 months), vs. €93 million in 2021.
- **Restructuring expenses** of €352 million, vs. €196 million in 2021; 2022 restructuring expenses included €208 million of restructuring costs (vs. €138 million in 2021) and €144 million of asset write-downs (vs. €59 million in 2021), of which the main part was related to Russia for €104 million.
- **Other non-recurring operating income and expense** was a net charge of €97 million (vs. a net charge of €42 million in 2021); 2022 net charge included €43 million of non-recurring costs related to the acquisition of HELLA and €27 million of non-recurring costs related to operations in Russia.
- **Net financial charge of €523 million** (vs. a net charge of €254 million in 2021) included financial costs for €385 million (vs. €239 million in 2021) and other financial expenses for €189 million (vs. €47 million in 2021) that included a charge of €41 million for hyperinflation, a charge of €43 million related to currencies and a charge of €34 million for costs related to the acquisition of HELLA.

Summary of the situation of the Company during the period ended December 31, 2022

Income before tax of fully consolidated companies was an operating loss of €75 million (vs. an operating profit of €276 million in 2021); it included €130 million from costs related to the decision to disengage from Russia and €195 million from integration and financial costs related to the acquisition of HELLA.

- **Income tax was a charge of €186 million in 2022** (vs. a charge of €139 million in 2021) that mainly reflected an unfavorable geographic mix as most of the 2022 profit was recorded in Asia.
- **Share of net income from associates was a profit of €11 million** (vs. a loss of €25 million in 2021).
- Net income of discontinued operations in 2021 was a loss of €96 million in 2021, due to the divestment of AST.
- **Minority interest (including the c. 18% minority interest in HELLA) amounted to €131 million** (vs. €95 million in 2021).

Net income, Group share was a loss of €382 million (vs. a loss of €79 million in 2021), mainly impacted by:

- one-off charges (mainly asset impairment) of €143 million related to the decision to disengage from Russia;
- integration costs related to the acquisition of HELLA for €51 million;
- one-off restructurings of €86 million;
- hyperinflation costs for €41 million.

Adjusted EBITDA amounted to €3,012 million representing 11.8% of sales (vs. €2,109 million and 13.5% of sales in 2021).

- **Capex amounted to €1,177 million** (vs. €530 million in 2021), of which €608 million for Faurecia (3.2% of sales, down 20bps vs. 2021) and €569 million for HELLA (8.7% of sales), whose capital intensity is higher than Faurecia's.

- **Capitalized R&D amounted to €966 million or 3.8% of sales** (vs. €670 million or 2.4% of sales in 2021).
- **Change in working capital was an inflow of €374 million** (vs. an outflow of €19 million in 2021); it reflected first positive effects from the "Manage by Cash" program that was presented at the recent Capital Markets Day, mainly improved cash collection from receivables and reduction by 0.6 days in inventories, representing a positive effect of €85 million.
- **Change in factoring was an inflow of €183 million** (vs. an inflow of €72 million in 2021), mainly reflecting the extension to HELLA of the existing program in place at Faurecia; factoring stood at €1.3 billion at the end of 2022 vs. €1.1 billion at the end of 2021.
- **Restructuring cash-out amounted to €184 million** (vs. €175 million in 2021), **financial expenses cash-out amounted to €373 million** (vs. €230 million in 2021), mainly reflecting the increase in net debt related to the acquisition of HELLA, and **cash-out from taxes amounted to €384 million** (vs. €243 million in 2021).

Net cash flow amounted to €471 million, representing 1.9% of sales (vs. €305 million, 2.0% of sales in 2021).

Net financial investment and other for a net outflow €4.6 billion represented mostly the investment in HELLA, reduced by inflows from (i) the capital increase with preferred subscription rights issued in June for €0.7 billion and (ii) the proceeds of €0.3 billion from the sale by HELLA of its 33% stake in HBPO.

Net financial debt at the end of 2022 stood at €7.9 billion (including an IFRS 16 impact of €349 million), representing a Net debt/Adjusted EBITDA ratio of 2.6x, significantly reduced vs. 3.1x six months earlier.

As announced on November 3 at the Capital Markets Day, the Board of Directors, at its meeting held on November 2, decided to propose that no dividend be paid in 2023.

Available cash of €4.2 billion at the end of 2022

As of December 31, 2022, Group liquidity amounted to €6.2 billion, of which €4.2 billion of available cash, €1.5 billion from the fully undrawn Faurecia Senior Credit Facility (maturity: May 2026, with options up to 2028) and €0.5 billion from HELLA Senior Credit Facility.

4. Key events since the beginning of the period 2023

January 2023

- FORVIA presented at CES 2023 in Las Vegas its combined portfolio of Faurecia and HELLA technologies addressing megatrends in electrification, automated driving, and personalized cockpits. The world's first Solid State Lighting High-Definition headlamp (SSL | HD) presented by the Group received a CES 2023 Innovation Award.
- Faurecia has successfully priced the New Notes, sustainability-linked 7.25% senior notes due 2026 (the "New Notes") for an amount of €250 million following a private placement arranged by BNP Paribas. Faurecia priced the New Notes at 101.75% of par, or a yield of 6.65%. The proceeds of the issuance of the New Notes has been used to fully reimburse the Bridge-to-Bond and the Bridge-to-Equity in connection with the HELLA acquisition and for general corporate purposes.

February 2023

Faurecia has announced two planned transactions to finalize the asset disposal program launched in July 2022 (see page 13 of this Notice of Meeting) for a total of €1 billion:

- Faurecia has entered in February 2023 into exclusive negotiations with Cummins for the potential sale of a part of its Commercial Vehicle exhaust aftertreatment business. The potential transaction would be subject to customary conditions precedents, including regulatory approvals and completion of applicable employee representative consultations.
- Faurecia has announced mid-February 2023 to have signed with the Motherson Group an agreement by which Motherson commits to acquire Faurecia SAS Cockpit Modules division (assembly and logistics services), reported as part of its Interiors Segment, for an enterprise value of €540 million. The transaction will be subject to customary conditions precedents, including regulatory approvals.

All press releases related to these events are available on the site www.faurecia.com.

5. Outlook and trends

First-quarter 2023 sales

On April 17, 2023, the Group published its consolidated sales of the 1st quarter of 2023.

In Q1 2023, FORVIA's consolidated sales grew by 29% to €6,644 million, of which:

- A very limited negative currency effect of €30 million or -0.6% of last year's sales; the negative year-on-year effect of the Chinese yuan, the British pound and Turkish lira vs. the euro more than offset the positive effect from the US dollar vs. the euro;

- A scope effect of €617 million or +12.0% of last year's sales, due to one month of additional consolidation of HELLA (whose consolidation in the Group's accounts started on February 1st, 2022);
- Organic growth of €908 million or +17.6% of last year's sales.

All business groups outperformed global market growth; all three main regions outperformed their geographies.

FY 2023 Guidance confirmed

On the occasion of the publication of Q1 2023 consolidated sales, the Group confirmed its FY 2023 guidance, as announced on February 20, 2023:

- Sales between €25.2 billion and €26.2 billion including an estimated impact on sales of €(1.3) billion from disposals announced as of April 17, 2023 (mainly SAS deconsolidation as from January 1st, 2023 to comply with IFRS 5 and business to be sold to Cummins as from July 1, 2023);
- Operating margin between 5% and 6% of sales;
- Net cash flow exceeding 1.5% of sales;

- Net debt/Adj. EBITDA ratio between 2x and 2.4x at December 31, 2023, including the effect of the disposal program of €1 billion by end-2023.

This guidance is based on the following main assumptions:

- Worldwide automotive production of 82 million vehicles in 2023, broadly flat vs. actual production in 2022 and more conservative than S&P's latest forecast of 85 million;
- Main currency rates of USD/€ at 1.10 and CNY/€ at 7.50.

This guidance assumes no major lockdown impacting production or retail sales in any major automotive region during the year.

Agenda

Purview of the Ordinary General Meeting

- **First resolution** – Approval of the parent company financial statements for the fiscal year ended December 31, 2022 – Approval of non-tax-deductible expenses and costs
- **Second resolution** – Approval of the consolidated financial statements for the fiscal year ended December 31, 2022
- **Third resolution** – Appropriation of income for the fiscal year
- **Fourth resolution** – Statutory Auditors' special report on related parties agreements and approval of such agreements
- **Fifth resolution** – Renewal of Denis Mercier, as Board member
- **Sixth resolution** – Appointment of Esther Gaide, as Board member
- **Seventh resolution** – Appointment of Michael Bolle, as Board member
- **Eighth resolution** – Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code – Report on compensations
- **Ninth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors
- **Tenth resolution** – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer
- **Eleventh** – Approval of the compensation policy for Board members
- **Twelfth resolution** – Approval of the compensation policy for the Chairman of the Board of Directors
- **Thirteenth resolution** – Approval of the compensation policy for the Chief Executive Officer
- **Fourteenth resolution** – Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares

Purview of the Extraordinary General Meeting

- **Fifteenth resolution** – Change of corporate name and subsequent amendment of Article 2 of the Company's bylaws
- **Sixteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, with preferential subscription rights (suspension during tender offer periods)
- **Seventeenth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for securities as part of a public exchange offer (suspension during tender offer periods)
- **Eighteenth resolution** – Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)
- **Nineteenth resolution** – Authorization to increase the amount of issues provided for in the sixteenth, seventeenth, and eighteenth resolutions (suspension during tender offer periods)
- **Twentieth resolution** – Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company, without preferential subscription rights, in order to remunerate contributions in kind of securities granted to the Company (suspension during public tender offer periods)
- **Twenty-first resolution** – Delegation of authority to be granted to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization would be allowed (suspension during a public tender offer period)
- **Twenty-second resolution** – Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, with waiver by the shareholders of their preferential subscription rights

- **Twenty-third resolution** – Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital through the issue of shares and/or securities giving access to the share capital, with removal of preferential subscription rights for the benefit of members of a company or group savings plan
- **Twenty-fourth resolution** – Delegation of authority to be granted to the Board of Directors for the purpose of carrying out share capital increases, with removal of preferential subscription rights in favor of categories of beneficiaries
- **Twenty-fifth resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares

Purview of the Ordinary General Meeting

- **Twenty-sixth resolution** – Powers for formalities

Explanatory notes and text of draft resolutions

1. Ordinary General Meeting

1.1. Approval of the financial statements and appropriation of income

(FIRST TO THIRD RESOLUTIONS)

You are being asked to approve the parent company financial statements (first resolution) and consolidated financial statements (second resolution) for the fiscal year ended December 31, 2022, and the proposed appropriation of income for this fiscal year (third resolution).

The Group's parent company financial statements for the fiscal year ended December 31, 2022 show a profit of €344,325,393.73 (first resolution) and the consolidated financial statements for the same fiscal year show a loss (Group share) of €381.8 million (second resolution).

At the beginning of November 2022, on Capital Markets Day, the Group unveiled its medium-term strategic plan "Power25" with 3 priorities: profitable growth, cash generation & deleveraging.

To accelerate the Group's deleveraging priority following the acquisition of HELLA, a plan has been initiated to dispose of non-strategic assets over the second half of 2022 and the year 2023, aiming to reduce the Group's debt by approximately €1 billion before the end of 2023, as well as a series of measures to improve the Group's cash generation on a sustainable basis through a better conversion of EBITDA into free cash flow.

The Group has indicated that it wishes to return to a ratio of net financial debt / gross operating income (adjusted EBITDA) of less than 1.5x by the end of 2025 at the latest, compared to 3.1x as at June 30, 2022 and 2.6x as at December 31, 2022.

In this context, Faurecia's Board of Directors has decided to propose to the shareholders that no dividend be paid in 2023 in respect of the 2022 fiscal year; you are therefore asked to allocate the distributable profit to the "Retained earnings" account (third resolution).

Finally, you are being asked to approve the total charges and expenses mentioned in paragraph 4 of Article 39 of the French General Tax Code, i.e., €237,889.37, which corresponds to the non-deductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €59,472.34.

First resolution – Approval of the parent company financial statements for the fiscal year ended December 31, 2022 – Approval of non-tax-deductible expenses and costs

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the parent company financial statements for the fiscal year ended December 31, 2022 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ended December 31, 2022, as presented, which show a profit of €344,325,393.73, as well as the operations reported in these financial statements and summarized in these reports.

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, particularly approves the total amount of €237,889.37, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €59,472.34.

Second resolution – Approval of the consolidated financial statements for the fiscal year ended December 31, 2022

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the consolidated financial statements for the fiscal year ended December 31, 2022 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ended December 31, 2022, as presented, which show a loss (Group share) of €381.8 million, as well as the operations reported in these financial statements and summarized in these reports.

Third resolution – Appropriation of income for the fiscal year

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on proposal of the Board of Directors, decides to appropriate the income for the fiscal year ended December 31, 2022 as follows:

Result for the fiscal year	€344,325,393.73
Appropriation to the legal reserve ⁽¹⁾	€17,216,269.69
Balance	€327,109,124.04
Previous retained earnings	€1,839,016,171.00
Distributable income	€2,166,125,295.04
Distributed dividend	-
Amount allocated to retained earnings	€2,166,125,295.04

(1) The amount of the legal reserve will thus be increased to €123,341,299.89 equal to 8.94% of the share capital as at 14 April 2023.

Consequently, the General Meeting decides to allocate the entire distributable income to the retained earnings account.

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

Fiscal year	Gross dividend per share	
	(in €) ⁽¹⁾	Total (in €)
2019	-	-
2020	1	€138,035,801 ⁽²⁾
2021	-	-

(1) Dividend fully eligible for the 40% tax allowance for individuals resident for tax purposes in France as provided by Article 158, 3 2° of the French General Tax Code.

(2) This amount includes the amount of the dividend corresponding to treasury shares held by the Company not paid and allocated to the retained earnings account.

1.2. Related parties agreements

(FOURTH RESOLUTION)

In view of the Statutory Auditors' report on related parties agreements, you are asked to approve of the conclusion during the fiscal year 2022 of two new related parties agreements as referred to in Article L. 225-38 of the French Commercial Code.

Fourth resolution – Statutory Auditors' special report on related parties agreements and approval of such agreements

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Statutory Auditors' special report on related parties agreements which has been presented to it, approves the new agreements mentioned therein.

1.3. Governance

(FIFTH, SIXTH AND SEVENTH RESOLUTIONS)

1.3.1. Renewal of Denis Mercier as Board member (fifth resolution)

It is proposed that the General Meeting renews the term of office of Denis Mercier which expires at the end of this General Meeting. This renewal would be for a period of 4 years, i.e., until the end of the Ordinary General Meeting called to approve in 2027 the financial statements for the previous fiscal year.

Denis Mercier, a French national, is Deputy Chief Executive Officer and member of the Executive Committee of the Fives group.

He has held various positions in the French Air Force and NATO. He is a *Grand Officier* of the *Légion d'honneur* and an *Officier* of the *Ordre national du Mérite*.

He has been a Director of the Company since May 28, 2019, and Chairman of the Compensation Committee. His attendance for fiscal year 2022 was 100% on the Board of Directors and on the Compensation Committee.

Denis Mercier brings to the Board his experience as head of an international industrial group as well as his skills in crisis management, risk control and digital technology.

He qualifies as independent in accordance with the AFEP-MEDEF Code and, as of the date of this report, he holds 1,157 shares in the Company.

Fifth resolution – *Renewal of Denis Mercier, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to renew Denis Mercier, as Board member, for a period of four years.

The term of office of Denis Mercier as Board member will expire at the end of the ordinary general meeting held in 2027 to approve the financial statements for the past fiscal year.

1.3.2. Appointment of Esther Gaide as Board member (sixth resolution)

The Board of Directors, on the proposal of the Governance, Nominations and Sustainability Committee, decided, in its meeting on April 14, 2023, to propose to the General Meeting of May 30, 2023 the appointment of Esther Gaide as an independent Board member, for a period of 4 years.

Esther Gaide would be appointed to succeed to Yan Mei whose term of office will expire at the close of the Annual General Meeting on May 30, 2023 and did not wish to be renewed. The Board of Directors warmly thanks Yan Mei for her contribution to the discussions and works of the Board over the past 4 years.

Esther Gaide, a French national, has been Chief Financial Officer of Elior, a French listed company specializing in food service and catering, since March 2018. She resigned from her position on April 18, 2023.

Esther Gaide has held various positions in international groups, first in external audit with PricewaterhouseCoopers and Deloitte, then in internal audit with the Bolloré group and finally in the finance departments of the Bolloré, Havas, Technicolor and Elior groups. Esther Gaide has recognized technical expertise in the field of audit and finance, in particular in performance monitoring and cash generation, debt restructuring and mergers and acquisitions, which she also brings to other major international groups, such as Eutelsat and Iliad, where she chairs the audit committees. His long experience and expertise in the field of auditing and finance will strengthen the Board's competence in this area as well as its diversity and independence.

Esther Gaide, graduated from ESSEC, is a certified public accountant.

She qualifies as independent within the meaning of the AFEP-MEDEF Code.

Sixth resolution – *Appointment of Esther Gaide, as Board member*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to appoint Esther Gaide as Board member, for a period of four years.

The term of office of Esther Gaide as Board member will expire at the end of the ordinary general meeting held in 2027 to approve the financial statements for the past fiscal year.

1.3.3. Appointment of Dr. Michael Bolle as Board member (seventh resolution)

The Board of Directors, on the proposal of the Governance, Nominations and Sustainability Committee, decided, in its meeting on April 14, 2023, to propose to the General Meeting of May 30, 2023 the appointment of Dr. Michael Bolle as an independent Board member, for a period of 4 years.

Dr. Michael Bolle would be appointed to succeed Dr. Peter Mertens whose term of office will expire at the close of the Annual General Meeting on May 30, 2023 and did not wish to be renewed. The Board of Directors warmly thanks Dr. Peter Mertens for his contribution to the discussions and works of the Board over the past 4 years.

Dr. Michael Bolle, a German national, spent most of his career at Bosch where he held various management positions in different divisions. In the meantime, he founded a company specializing in the development of chips for mobile communications in the US and Germany, which he successfully sold to Philips Semiconductor. He will bring to the Board of Directors the benefit of his significant experience in the automotive industry, in particular products and technologies, and his good knowledge of the international market.

Dr. Michael Bolle holds a PhD in electrical engineering.

He qualifies as independent within the meaning of the AFEP-MEDEF Code.

Consequently, at the end of the general meeting of May 30, 2023 (if all the draft resolutions proposed by the Board of Directors are adopted), the number of directors making up the Board of Directors of your Company will remain to 14 members, including two directors representing the employees. It would include (excluding directors representing employees) (i) 75% of independent directors, illustrating the strong independence of the composition of the Board of Directors, and (ii) 42% of women, which is higher than the applicable legal requirements.

For more information on the background, experience and skills of the Directors proposed for renewal or appointment, please refer to Section 1 of the Governance and Compensation Part of the Notice of Meeting.

Seventh resolution – Appointment of Michael Bolle, as Board member

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report, resolves to appoint Michael Bolle as Board member, for a period of four years.

The term of office of Michael Bolle as Board member will expire at the end of the ordinary general meeting held in 2027 to approve the financial statements for the past fiscal year.

1.4. Approval of the compensation for corporate officers (ex post vote)

(EIGHTH RESOLUTION)

The shareholders are required, pursuant to Article L. 22-10-34, I of the French Commercial Code, to approve the information relating to the compensation paid or awarded to each corporate officer during the year ended, namely the Chairman of the Board of Directors, the Chief Executive Officer and the Board members, referred to in Article L. 22-10-9, I of the French Commercial Code.

This information applies to the total compensation and all benefits paid or awarded to the corporate officers (including the compensation paid or awarded to the Board members), as well as other, more general, elements making it possible to assess the breakdown of the fixed and variable portions, the level of compensation for the executive and non-executive corporate officers according to different criteria, or the implementation of the compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive corporate officers for the 2021 and 2022 fiscal years" and 3.3.2 "Board members' compensation for the 2021 and 2022 fiscal years" of the 2022 Universal Registration Document as well as in Section 2 of the Governance and compensation Part of the Notice of Meeting.

Eighth resolution – Approval of the information referred to in I of Article L. 22-10-9 of the French Commercial Code – Report on compensations

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, I of the French Commercial Code, the information indicated in Article

L. 22-10-9, I of the French Commercial Code as presented, as indicated in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for the 2021 and 2022 fiscal years" and 3.3.2 "Board members' compensation for the 2021 and 2022 fiscal years".

1.5. Approval of the compensation paid during/awarded in respect of the previous fiscal year to the executive and non-executive corporate officers (ex post vote)

(NINTH AND TENTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, you are being asked to approve the fixed, variable and exceptional components comprising the total compensation and all benefits paid during the past fiscal year or awarded in respect of this same fiscal year to the Chairman of the Board of Directors (ninth resolution) and to the Chief Executive Officer (tenth resolution).

Ex post vote on the compensation of the Chairman of the Board of Directors (ninth resolution)

The elements of compensation awarded or paid in 2022 to Michel de Rosen comply with the 2022 compensation policy for the Chairman of the Board of Directors, approved by 99.60% of the votes cast at the General Meeting of June 1, 2022, under the eleventh resolution, as implemented by the Board of Directors.

These components of compensation are described in Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of the compensation paid to the Chairman of the Board of Directors during the 2022 fiscal year or granted for the same fiscal year" of the 2022 Universal Registration Document.

Ex post vote on the compensation of the Chief Executive Officer (tenth resolution)

The elements of compensation awarded or paid in 2022 to Patrick Koller comply with the 2022 compensation policy for the Chief Executive Officer, which was approved by 85.19% of the votes cast at the General Meeting of June 1, 2022, under the twelfth resolution, as implemented by the Board of Directors.

Fiscal year 2022 continued to be marked by a difficult economic environment in the automotive sector, due in particular to the continuing shortage of semiconductors, the consequences of the conflict in Ukraine and high inflation. Despite these circumstances, the quantifiable and qualitative criteria for the Chief Executive Officer's variable annual compensation as set for 2022 by the Board of Directors in line with the Group's priorities (mainly debt reduction, synergies from the integration of HELLA and carbon neutrality) were largely achieved. This very good performance is reflected in the evolution of the remuneration of the Chief Executive Officer in 2022.

The Chief Executive Officer's compensation in 2022 is described in Chapter 3 "Corporate governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of the compensation of the Chief Executive Officer paid during the 2022 fiscal year or awarded for the same fiscal year" of the 2022 Universal Registration Document. The summary table is also provided in Section 2 of the Governance and compensation Section of the Notice of Meeting.

Ninth resolution – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors, as presented, as they are listed in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.1 "Compensation of the Chairman of the Board of Directors" and 3.3.1.4.1 "Summary of the components of the compensation paid to the Chairman of the Board of Directors during the 2022 fiscal year or granted for the same fiscal year".

Tenth resolution – Approval of the elements comprising the total compensation and all benefits of any kind paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code, approves, in application of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2022 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer, as presented, as they are listed in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1.2 "Compensation of the Chief Executive Officer" and 3.3.1.4.2 "Summary of the components of the compensation of the Chief Executive Officer paid during the 2022 fiscal year or awarded for the same fiscal year".

1.6. Approval of the compensation policy for corporate officers (ex ante vote)

(ELEVENTH TO THIRTEENTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-8, II of the French Commercial Code, you are asked to approve the compensation policies applicable to the Board members (eleventh resolution), the Chairman of the Board of Directors (twelfth resolution) and the Chief Executive Officer (thirteenth resolution).

The compensation policies for corporate officers are set out in Chapter 3 "Corporate governance", Section 3.3.4.1 "Compensation policy for corporate officers" of the 2022 Universal Registration Document.

In particular, please note that:

- the compensation policies for the Chairman of the Board of Directors and the Board members remain steady compared to 2022;
- the compensation policy for the Chief Executive Officer is also steady compared to 2022, the structure and amounts allocated to each component remaining the same. As part of the implementation of this policy, the long-term compensation objectives are adjusted to take into account the Group's strategic priorities, in particular environmental impact, profitability and cash generation. Detailed information is provided in Section 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2022 Universal Registration Document, as well as in the summary table reproduced in Section 2 of the Governance and compensation Section of the Notice of Meeting.

Eleventh resolution – Approval of the compensation policy for Board members

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for Board members for the 2023 fiscal year, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for Board members as presented in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Twelfth resolution – Approval of the compensation policy for the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the Chairman

of the Board of Directors for the 2023 fiscal year, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors as presented in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Thirteenth resolution – Approval of the compensation policy for the Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the corporate governance report indicated in Article L. 225-37 of the French Commercial Code describing the components of the compensation policy for the Chief Executive Officer for the 2023 fiscal year, approves, in application of Article L. 22-10-8, II of the French Commercial Code, the compensation policy for the Chief Executive Officer as presented in the 2022 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

1.7. Share buy-back program

(FOURTEENTH RESOLUTION)

You are asked to renew the authorization granted by the General Meeting of June 1, 2022 under its thirteenth resolution to the Board of Directors for the purpose of buying back Company's shares under the conditions described below.

Share buybacks in your Company would be carried out to:

- a) hedge stock option plans and/or free share allocation plans (or similar plans) to the benefit of employees and/or Group corporate officers (including Economic Interest Groups and related companies), 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 (including Economic Interest Groups and related companies);
- b) hedge the commitments made by the Company under financial contracts or options with payment in cash granted to the Group's employees and/or corporate officers (including Economic Interest Groups and related companies);
- c) hedge securities giving access to the allocation of Company shares;
- d) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible merger, demerger, contribution and external growth transactions;
- e) cancel shares;
- f) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the practices permitted by the *Autorité des Marchés Financiers*.

This program will also be designed to allow the implementation of all market practices that may be accepted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company may inform its shareholders through a press release.

The shares may, in whole or in part, depending on the case, be acquired, sold, exchanged or transferred, in one or several installments, by all means, on all markets, including on multilateral trading facilities or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buy-back program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations.

The ceilings for the number of shares or amounts would be as follows:

- the maximum number of shares that may be purchased shall not exceed 10% of the total number of shares comprising the capital stock (i.e., 19,708,934 shares as of April 14, 2023);
- the maximum purchase price would be €80 per share (excluding acquisition costs);
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,576,714,720.

These transactions may be carried out during the periods that the Board of Directors deems appropriate.

However, during a public offer period, buybacks may be carried out only if they:

- enable the Company to meet commitments made prior to the opening of the offer period;
- are carried out to continue a share buy-back program already in progress;
- are not likely to cause the offer to fail; and
- only meet one of the objectives set out in points a) and b) above (delivery of shares to the beneficiaries of stock options, free shares, the Company's savings or profit-sharing plans; hedging the Company's commitments under financial contracts or options with cash settlement).

The authorization would be granted for a period of 18 months and end the authorization granted by the General Meeting of June 1, 2022, under the thirteenth resolution.

Fourteenth resolution – *Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report:

1. authorizes the Board of Directors to purchase or buy back Company shares, in accordance specifically with the provisions of Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code, of the Regulation No. 596/2014 of the European Parliament and Council of April 16, 2014, of the Delegated Regulation 2016/1052 of the Commission of March 8, 2016, the provisions of the General Regulation of the *Autorité des Marchés Financiers* and all other legal and regulatory provisions that may become applicable;
2. acquisitions are authorized in order to:
 - a) hedge stock option plans and/or free grant of shares plans (or similar plans) to the benefit of employees and/or Group corporate officers (including Economic Interest Groups and related companies) 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 or sale of shares to the benefit of the Group employees and/or corporate officers (including Economic Interest Groups and related companies),
 - b) hedge the Company's commitments under financial contracts or cash-settled options granted to Group employees and/or corporate officers (including Economic Interest Groups and related companies),
 - c) hedge securities giving access to the allocation of Company shares,
 - d) retain the shares purchased and use these shares for exchange or payment at a later stage, as part of any possible merger, spin-off, contribution or external growth transactions,
 - e) cancel shares,
 - f) support the secondary market or the liquidity of Faurecia shares, through an investment service provider under a liquidity contract in accordance with the accepted market practice approved by the *Autorité des Marchés Financiers*;
3. resolves that this program is also designed to allow the implementation of all market practices that may be permitted by the market authorities, and more generally, the completion of all other transactions in accordance with legislation or regulations that are or may become applicable. In such an event, the Company shall inform its shareholders through a press release;
4. resolves that the shares may, in all or part, depending on the case, be acquired, sold, exchanged or transferred, in one or several installments, by all means, on all markets, including on multilateral trading facilities or through a systematic internalizer, or over the counter, including through the acquisition or disposal of blocks of shares (without limiting the part of the buyback program that may be completed through this means), in all cases, either directly or indirectly, notably through an investment service provider. These means include the use of optional mechanisms or derivatives subject to the applicable regulations;
5. resolves that the maximum number of shares that may be purchased pursuant to this authorization may not exceed 10% of the total number of shares comprising the share capital (or for information purposes 19,708,934 shares at April 14, 2023), it being specified that (i) this cap applies to an amount of the Company's share capital that may, if applicable, be adjusted to take into account the transactions affecting the share capital after this General Meeting and (ii) in accordance with the applicable provisions, when the shares are purchased for liquidity purposes, the number of shares taken into account to calculate the aforementioned cap of 10% corresponds to the number of shares purchased less the number of shares resold during the duration of the authorization. The acquisitions made by the Company may not, under any circumstances, lead it to hold, directly or indirectly through subsidiaries, over 10% of its share capital. Moreover, the number of shares acquired by the Company for the purpose of retaining and using them for exchange or payment at a later stage, as part of any possible merger, spin-off, contribution or external growth transactions may not exceed 5% of its share capital;
6. resolves to set the maximum purchase price at €80 per share (excluding acquisition costs). In the event of capital increase through the capitalization of premiums, reserves, or profits by allocations of free shares to shareholders as well as in the event of a division of shares, reverse stock split or any other transaction affecting the share capital, the aforementioned price will be adjusted by a multiplication coefficient equal to the ratio of the number of Company shares prior to the transaction and the number of shares after the transaction. On this basis, and for information only, based on the share capital at April 14, 2023 comprising 197,089,340 shares, and without taking into account the shares already held by the Company, the theoretical maximum purchase amount for the program (excluding acquisition costs) would amount to €1,576,714,720;
7. the General Meeting grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
 - implement and proceed with the transactions described in this authorization,
 - sign and cancel all contracts and agreements for the purpose of the buyback, disposal or transfer of treasury shares,
 - place buy orders on all markets or conduct all over the counter transactions,

Explanatory notes and text of draft resolutions

- allocate or reallocate the acquired shares to different objectives,
 - prepare all documents, carry out all declarations, press releases and formalities with the *Autorité des Marchés Financiers* and all other authorities or organizations relating to the transactions carried out under this resolution,
 - set the terms and conditions under which shall be ensured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company,
 - carry out all formalities and in general, do all that may be deemed necessary or useful as part of the implementation of this authorization;
8. resolves that these transactions may be carried out at the periods decided by the Board of Directors. However, during a public tender offer period initiated by a third party with respect to the Company's securities, share buybacks may only be carried out provided that they (i) enable the Company to comply with commitments made by the latter prior to the opening of the offer period, (ii) are carried out as part of the continuation of a share buyback program already in progress, (iii) are not likely to cause the offer to fail, and (iv) are in line with one of the objectives referred to above in points 2. a) and 2. b);
9. sets the validity of this authorization at 18 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of June 1st, 2022 under its thirteenth resolution.

2. Extraordinary General Meeting

2.1. Change of corporate name and amendment of Article 2 of the bylaws

(FIFTEENTH RESOLUTION)

You are asked to change the Company's name from "Faurecia" to "FORVIA".

This change, which comes one year after the acquisition of HELLA, represents a further important step in the enhancement of the combined group.

"FORVIA" is a compact name with an easy and energetic pronunciation, composed of two ancient and internationally recognized roots, "for" and "via", the latter meaning the road or path. It embodies essential elements of both groups' brands and cultures: forward thinking and the idea of leading the way with visionary technology. It reflects the mission of both groups: pioneer technology for mobility experiences that matter to people.

The change of corporate name will contribute to strengthen the awareness of the "FORVIA" brand within the financial and commercial ecosystem of your Company, and to improve its attractiveness.

This symbolic decision will send a positive message to your Company's stakeholders by capitalizing on the significant progress FORVIA has made over the past year, including:

- the identification and realization of significant synergies between Faurecia and HELLA;
- the deployment of a joint financial roadmap: POWER25;
- winning new high value-added contracts, thanks to an expanded, diversified and high-tech portfolio;
- joint participation in the 2023 CES in Las Vegas and the Shanghai Auto Show, which allowed our customers to discover our range of innovations in the industry's most promising fields;
- the validation of our common "net zero emissions" objective for 2045 by the Science Based Targets initiative.

Consequently, it is proposed that you approve the modification of Article 2 of the bylaws (Company name) of your Company.

Fifteenth resolution – *Change of corporate name and subsequent amendment of Article 2 of the Company's bylaws*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report of the Board of Directors, resolves:

- to amend the corporate name of the Company from "FAURECIA" to "FORVIA";

- consequently, to amend the first paragraph of Article 2 of the Company's bylaws as follows, the rest of the Article remaining unchanged:

"The name of the Company is: FORVIA."

2.2. Financial authorizations and delegations

(SIXTEENTH TO TWENTY-FIRST RESOLUTIONS)

As in previous years, you are being asked to renew the financial authorizations and delegations of authority that were granted to the Board of Directors by the General Meeting. These authorizations and delegations of authority, with or without preferential subscription rights, will enable your Company to enact financial transactions based on market conditions and quickly gather the resources needed to implement the Group's growth and consolidation strategy.

It is therefore proposed that the structure and ceilings of the financial authorizations and delegations remain unchanged (in line with the recommendations of the voting agencies and consistent with the practice of listed issuers of a similar size to Faurecia).

2.2.1. Delegation of authority to increase the capital stock with preferential subscription right (sixteenth resolution)

The transaction carried out under this resolution would be reserved for Company shareholders only.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary.

In accordance with the law, the shareholders would be eligible for negotiable preferential subscription rights. Subscriptions would be carried out on an irreducible basis and, if the Board of Directors would decide, on a reducible basis. If the aggregate amount of subscriptions on an irreducible basis, and as the case may be on a reducible basis, would not absorb all of an issue, the Board of Directors may use, in the order it would determine, all or some of the abilities provided for by law.

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

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 40% of the Company's capital (representing approximately a nominal amount of €551 million on the basis of the share capital as of December 31, 2022). This is a total ceiling for all capital increases (issuances under the sixteenth, seventeenth, eighteenth and twentieth resolutions) (excluding performance shares and capital increases reserved for employees shareholding plans);
- debt ceiling: €1 billion. This is a total ceiling for all the issues of debt securities (issuances under the sixteenth, seventeenth, eighteenth and twentieth resolutions), excluding issuances reserved for employees shareholding plans.

The Board of Directors would have full powers for the purpose of implementing such delegation of authority.

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

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to issues of shares and/or securities giving access, immediately or in the future, to the capital of the Company and/or a Subsidiary, with preferential subscription rights, as at the date of the General Meeting) the delegation of authority granted by the General Meeting of June 1, 2022, under its fourteenth resolution.

Sixteenth resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, with preferential subscription rights (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-132 and L. 228-91 *et seq.*:

1. delegates to the Board of Directors its authority to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other foreign currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation

of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation;

2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 40% of the share capital as of the date of this General Meeting it being stipulated that (i) this ceiling constitutes the total maximum nominal value of the issues carried out pursuant to the sixteenth, seventeenth, eighteenth and twentieth resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) (the "Overall Ceiling") and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

- b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at 1 billion euros or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that this ceiling (i) constitutes the total maximum nominal value of issues carried out pursuant to the sixteenth, seventeenth, eighteenth and twentieth resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) shall be increased, if applicable, by all redemption premiums above par and (iii) this ceiling does not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
3. resolves that shareholders may exercise, under the conditions provided by the law, their preferential subscription rights by way of right to shares and securities giving access to the share capital. The Board of Directors may also set up for the benefit of shareholders a preferential subscription right for excess shares that shall be exercised in a proportional way to the subscription rights that they hold and up to the level of their requests. If the subscriptions as of right and, if applicable, for excess shares together do not result in the full subscription of the issuance, the Board of Directors may use, in the order that it deems appropriate, one or more of the options provided by Article L. 225-134 of the French Commercial Code;
 4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
 5. resolves that the Company may issue share subscription warrants through a subscription offer, but may also do so by granting free share awards to existing shareholders, it being specified that the fractional rights shall be sold in accordance with the terms and conditions provided for by the applicable laws and regulations;
 6. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
 - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amount the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
 7. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
 8. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion relating to the issuances of shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, with preferential subscription rights, at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its fourteenth resolution.

2.2.2. Delegations of authority for the purpose of increasing the capital stock without preferential subscription rights, by way of (i) public offerings (seventeenth resolution) and (ii) private placements (eighteenth resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement, in both cases with no preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company and/or a Subsidiary.

The issuances may be carried out (i) by way of public offerings (with the exception of issuances referred to in (ii) below) with, the option for the Board of Directors to institute a non-negotiable right of priority for shareholders (seventeenth resolution) or (ii) by way of offerings solely for a limited group of investors acting on their own behalf or for qualified investors (eighteenth resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors may use, in the order it would determine, the faculties offered by the law.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (seventeenth resolution) may also be used for the purpose of remitting Company's shares in exchange for other securities as part of a public exchange offer in accordance with Article L. 22-10-54 of the French Commercial Code.

The issuance price of shares would be at least equal to the weighted average price of the Company's shares on Euronext Paris during the three trading days immediately preceding the beginning of the offering, with a potential discount of up to 10%. The issue price of securities giving access to shares will be the same as the sum collected immediately by the Company, plus, where applicable, the sum it may subsequently collect, that is, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price of the issued shares as identified above.

The capital and debt ceilings for this delegation of authority would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital (representing approximately a nominal amount of €137 million on the basis of the share capital as at December 31, 2022). This is a total ceiling shared by the seventeenth, eighteenth and twentieth resolutions (contributions in kind), it being specified that this amount is deducted from the total ceiling of 40% of the Company's share capital;
- debt ceiling: €1 billion for each of the seventeenth and eighteenth resolutions, it being understood that this amount is deducted from the total ceiling of €1 billion.

The Board of Directors would have full powers for the purpose of implementing such delegations.

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

These delegations of authority, which would be granted for a period of 26 months, would invalidate the delegations granted by the General Meeting of June 1, 2022 under the fifteenth and sixteenth resolutions.

Seventeenth resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through a public offering (excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code) and/or as compensation for securities as part of a public exchange offer (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 *et seq.*:

1. delegates its authority to the Board of Directors in order to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French

and/or international market, either in euros or in foreign currency or using any other currency unit set up by reference to a group of currencies, by way of a public offering (with the exception of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code), (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by any means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;

The shares and/or securities listed above may also be used as consideration for shares contributed by the Company in a public exchange offer comprising an exchange component initiated by the Company in France or abroad according to local rules on securities meeting the conditions set by Article L. 22-10-54 of the French Commercial Code;

2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the eighteenth resolution (or any other resolution that may be substituted at a later date);
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital of the Company as of the date of this General Meeting, it being stipulated that (i) this ceiling is common to the issues carried out in application of the seventeenth, eighteenth and twentieth resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) (the "Ceiling without Preferential Subscription Rights"), (ii) that all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and (iii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,
 - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at 1 billion euros or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of 1 billion euros set in the sixteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. resolves to remove the preferential subscription rights of shareholders to the shares and securities giving access, immediately or in the future, to the share capital, that will be issued under this delegation, while leaving the option for the Board of Directors, however, to grant shareholders after a time period and according to the terms and conditions that it shall set in compliance with applicable laws and regulations and for all or part of the issue, a right to priority subscription that shall not give rise to the creation of negotiable rights and that must be exercised proportionally to the number of shares owned by each shareholder and may possibly include a right to the subscription of excess shares;
5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions where applicable, within the limits provided for by the regulations, and/or freely allocate all or part of the unsubscribed shares or securities;
6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Commercial Code by a Subsidiary);
7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,

- set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - in the event of the issue of shares and securities as compensation for securities contributed within the framework of a public exchange offer with an exchange component, set the list of securities to be contributed to the exchange, the issuing conditions, the exchange parity and, if applicable, the amount of cash adjustment to be paid, without the conditions for fixing the price provided in this resolution being applied, and set the terms and conditions for the issue within the framework of a public exchange offer, an alternative purchase or exchange offer, a unique offer for the purchase or exchange against payment in securities and cash, a public tender offer or an exchange offer, followed by a supplemental exchange offer or public tender offer, or any other form of tender offer in accordance with the law and regulations applicable to the said tender offer,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its fifteenth resolution.

Eighteenth resolution – *Delegation of authority to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company and/or of a Subsidiary, without preferential subscription rights, through an offer exclusively targeting a restricted circle of investors acting for their own account or qualified investors (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-91 *et seq.*:

1. delegates to the Board of Directors its authority to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, by way of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, (i) of shares and/or (ii) securities governed by the Articles L. 228-92 paragraph 1 and L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or in the future, to the share capital of the Company and/or that of a company in which the Company owns, directly or indirectly at the time of the issue, over half of the share capital (a "Subsidiary") (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares. The subscription may take place either in cash, or through debt compensation. It is stipulated that the shares and securities listed above may be issued following the issue by a Subsidiary of securities giving access to shares in the Company;
2. resolves that the issues under this resolution may be associated, as part of the same issue or several issues carried out simultaneously, with offers indicated in the seventeenth resolution (or any other resolution that may be substituted at a later date);
3. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation of authority, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital as of the date of this General Meeting it being stipulated that (i) all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and the Ceiling without Preferential Subscription Rights and (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,

- b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at 1 billion euros or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of 1 billion euros set in the sixteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;
4. resolves to remove the preferential subscription rights for shareholders to shares and securities giving access, immediately or in the future, to shares, to be issued under this delegation;
 5. resolves that if the subscriptions have not absorbed all of an issue, the Board of Directors may limit that amount of the issue to the amount of subscriptions where applicable, within the limits provided for by the regulations and/or freely allocate all or part of the unsubscribed shares or securities;
 6. acknowledges that this delegation entails the waiver by shareholders to their preferential subscription rights to the shares to which the securities that would be issued based on this delegation may give the right, immediately and/or in the future, for the benefit of the bearers of securities giving access to shares in the Company issued pursuant to this delegation (including in the event of the issue of shares or securities related to securities giving access to shares in the Company that may be issued in accordance with Article L. 228-93 of the French Commercial Code by a Subsidiary);
 7. resolves that the issue price (i) for the shares issued directly shall be at least equal to the weighted average of the share prices during the last three trading sessions on the regulated market of Euronext Paris prior to the beginning of the public offering, possibly reduced by a maximum discount of 10%, after, if applicable, the correction of this average in the event of a difference between dividend dates and (ii) for the securities giving access immediately or in the future to shares in the Company, and the number of shares to which the conversion, redemption or generally the transformation of each security giving access, immediately or in the future, to shares in the Company may give the right, shall be such that the sum received immediately by the Company, increased, if applicable, by the sum that may be received subsequently, is, for each share issued as a result of the issue of these shares, at least equal to the minimum subscription price defined in (i) above;
 8. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue, set the price, terms and conditions and dates of the issues, as well as the type and characteristics of the shares and securities to be created,
 - set the amounts to be issued, suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
 9. resolves that this delegation may be used at any time. However, the Board of Directors may not use this delegation of authority, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
 10. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its sixteenth resolution.

2.2.3. Authorization for the purpose of increasing the amount of the initial issues provided for by the sixteenth, seventeenth and eighteenth resolutions (nineteenth resolution)

This authorization would allow the Company, during a 30-day period starting from the end of the subscription period, to increase the number of shares to be issued in the event of issues carried out (i) with preferential subscription rights (sixteenth resolution), (ii) with removal of preferential subscription rights by way of public offerings (seventeenth resolution), and (iii) with removal of preferential subscription rights by way of an offering solely for a limited group of investors acting on their own behalf or for qualified investors (eighteenth resolution).

The subscription price of shares or securities issued would be the same as the initial issue price decided pursuant to the sixteenth, seventeenth and eighteenth resolutions described above.

Transactions executed as part of this authorization may not exceed the legal limit (currently 15% of the initial issue) and will be deducted from the amount of the ceiling or the ceilings stipulated in the resolution under which the initial issuance is decided.

The Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer for the Company's shares filed by a third party, until the end of the offer period.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of June 1, 2022, under the seventeenth resolution.

Nineteenth resolution – *Authorization to increase the amount of issues provided for in the sixteenth, seventeenth, and eighteenth resolutions (suspension during tender offer periods)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code:

1. authorizes the Board of Directors, with the option of subdelegation under the conditions set by law, for each of the issues decided in application of the sixteenth, seventeenth and eighteenth resolutions (or all resolutions that may be substituted at a later date), to increase the number of securities to be issued, subject to the periods and up to the ceilings set by the law at the date of the issue;
2. resolves that the maximum nominal value of capital increases that may result from the use of this authorization shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided, and if applicable from the sub-ceiling indicated in the resolution under which the initial issue was decided;
3. resolves that the maximum nominal value of debt securities that may be issued pursuant to this resolution shall be deducted from the amount of the ceiling stipulated in the resolution under which the initial issue was decided;
4. decides that the Board of Directors may not use this authorization, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
5. sets at 26 months, from the date of this General Meeting, the validity of this authorization and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted to the Board of Directors by the General Meeting of June 1st, 2022 under its seventeenth resolution.

2.2.4. Delegation for the purpose of increasing the capital stock, without preferential subscription rights, in the event of in-kind contributions to the company (twentieth resolution)

The transactions carried out under this resolution would not be open to the shareholders or the public, but only to contributors of securities to the Company. They will be completed without preferential subscription rights.

The securities that may be issued would be shares and/or securities giving access to shares of the Company.

The purpose of such transactions would be to use issues of shares or securities giving access to shares to pay compensation for in-kind contributions to the Company of shares and securities giving access to the shares.

The capital and debt ceilings for this delegation would be as follows:

- capital ceiling (in nominal): 10% of the Company's capital (representing approximately a nominal amount of €137 million on the basis of the share capital as at December 31, 2022). This is a total ceiling shared by this resolution and the two resolutions without preferential subscription rights (seventeenth and eighteenth resolutions), it being specified that this amount will be deducted from the total ceiling of 40% of the Company's share capital;
- debt ceiling: €1 billion, it being understood that this amount is deducted from the total ceiling of €1 billion.

The Board of Directors would have full powers for the purpose of implementing such delegation.

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

This delegation, which would be granted for a period of 26 months, would invalidate the delegation granted by the General Meeting of June 1, 2022, under the eighteenth resolution.

Twentieth resolution – *Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to the share capital of the Company, without preferential subscription rights, in order to remunerate contributions in kind of securities granted to the Company (suspension during a public tender offer period)*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of the French Commercial Code, notably its Articles L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 *et seq.*:

1. delegates to the Board of Directors the powers necessary to decide the issue, in one or several installments, at the times and in the proportions it deems appropriate, on the French and/or international market, either in euros or in any other currency or currency unit established by reference to several currencies, (i) of shares and/or (ii) securities governed by Article L. 228-92 paragraph 1 of the French Commercial Code giving access, immediately or in the future, to shares in the Company (including equity securities giving the right to the allocation of debt securities), excluding preference shares and securities giving access by all means, immediately or in the future, to preference shares, for the purpose of compensating contributions in kind granted to the Company and comprising equity securities and/or securities giving access to the share capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. resolves to set the authorized limit amounts for issues should the Board of Directors decide to use the present delegation, as follows:
 - a) the maximum nominal value of capital increases that may result from the use of this delegation is set at 10% of the share capital as of the date of this General Meeting (without exceeding the limits stipulated by applicable legal provisions in force on the day of the Board of Directors' decision), it being stipulated that (i) all issues carried out pursuant to this delegation shall be deducted from the Overall Ceiling and from the Ceiling without Preferential Subscription Rights and, (ii) to this ceiling shall be added, if applicable, the nominal value of the capital increase required to preserve, in accordance with the law, and if applicable, with contractual provisions providing for other preservation modalities, the rights of holders of rights or securities giving access to shares in the Company. In this respect, the General Meeting authorizes as required the Board of Directors to increase the share capital proportionally,
 - b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at 1 billion euros or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this amount shall be deducted from the total ceiling of 1 billion euros set in the sixteenth resolution (or all resolutions that may be substituted at a later date), (ii) this amount shall be increased, if applicable, by all redemption premiums above par and (iii) this amount shall not apply to debt securities for which the issue shall be decided or authorized by the Board of Directors in accordance with the provisions of Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code;

3. acknowledges that, in accordance with the law, the shareholders shall not have preferential subscription rights to the securities issued under this delegation, as the latter have the objective of compensating contributions in kind;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the Board of Directors shall have all powers, with the option of subdelegation under the conditions provided by law, notably to:
 - decide the issue as compensation for contributions in kind,
 - decide the list of shares and securities contributed, approve the report by the Contributions Auditor on the assessment of the contributions and the granting of specific benefits and reduce the assessment of the contributions or the compensation for specific benefits, if the contributors accept,
 - determine the terms and conditions, amounts and dates of the issues, as well as the type and characteristics of the shares and securities to be created, including, if applicable the amount of cash adjustment to be paid,
 - set all the terms and conditions for the transactions authorized under the conditions provided by Article L. 22-10-53 of the French Commercial Code,
 - suspend, if applicable, the exercise of the rights to the allocation of Company shares attached to the securities for a period not exceeding three months, set the terms and conditions under which shall be assured, if applicable, the preservation of the rights of holders of rights or securities giving access to shares in the Company, and this, in compliance with the legal, regulatory and, if applicable, contractual provisions, carry out, if applicable, all deductions from additional paid-in capital and notably the costs resulting from the completion of the issues and deduct from the issue amounts the sums necessary to fund the statutory reserve to one tenth of the new level of capital, after each increase, and, more generally, take all necessary actions in this respect,
 - set the terms and conditions under which the Company would have, if applicable, the option to purchase or exchange in the stock market, at any time or during set periods, the securities, for the purpose of cancelling or not cancelling them, taking into account legal provisions,
 - ensure, if applicable, the listing of the shares and securities, generally take all useful measures and sign all agreements to ensure the completion of the planned issues, record the capital increase(s) resulting from any issue completed using this delegation and amend the bylaws accordingly;
6. decides that the Board of Directors may not use this delegation, without the prior authorization of the General Meeting, in the event of a tender offer filed by a third-party involving Company shares, until the end of such offer;
7. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its eighteenth resolution.

2.2.5. Delegation for the purpose of increasing the share capital by capitalization of reserves, profits, premiums or other amounts (twenty-first resolution)

This delegation of authority may be used to increase the capital through the capitalization of premiums, reserves, profits or other, either by awarding free shares, by raising the par value of existing shares, or by combining these two processes.

It is specified that the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold, the proceeds of the sale being allocated to the holders of the rights within a period of time set by the regulations.

The maximum nominal amount of the capital increases which may result of the use of this delegation is set at €175 million, it being specified that this ceiling is autonomous, distinct and independent of the ceilings set in the other resolutions submitted to this General Meeting.

The Board of Directors would have full powers for the purpose of implementing such delegation.

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

This delegation of authority, which would be granted for a period of 26 months, would invalidate (for the unused portion relating to capital increases by incorporation of reserves, profits, premiums or other sums whose capitalization would be permitted on the date of the general meeting) the delegation of authority granted by the General Meeting of June 1, 2022 under its nineteenth resolution.

Twenty-first resolution – *Delegation of authority to be granted to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization would be allowed (suspension during a public tender offer period)*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide to increase the share capital on one or more occasions, at such times, in such proportions and on such terms as it shall determine by successive or simultaneous incorporation into the capital of reserves, profits, premiums or other sums whose capitalization would be allowed, by the issue and free allocation of shares or by increase of the nominal value of existing shares, or a combination of these two methods;
2. resolves, in the event of a free allocation of shares, that the rights forming fractional shares will not be negotiable or transferable and that the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period regulations;
3. resolves that the maximum nominal amount of the capital increases likely to result of the use of this delegation is set at 175 million euros or the equivalent in any other currency or monetary unit established by reference to several currencies, it being specified that (i) this ceiling is autonomous, distinct and independent of the ceilings set in the other resolutions submitted to this General Meeting and (ii) to this ceiling shall be added, where applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual stipulations the rights of holders of rights or securities giving access to the Company's capital. In this respect, the General Meeting authorizes, as necessary, the Board to increase the share capital accordingly;
4. resolves that the Board of Directors will have all powers, with the option of sub-delegation under the conditions provided for by law, in particular for the purpose of:
 - determine the amount and nature of the sums to be incorporated into the capital, set the number of new shares to be issued and/or the amount by which the nominal value of the existing shares will be increased and set the date, even retroactive, from which the new shares will carry dividend rights or that to which the increase in the nominal value of the existing shares will bring effect,
 - in accordance with the applicable legal and regulatory provisions, if any decide whether or not to discontinue trading in and transferability of the allocation rights giving rise to the sale of securities mentioned in paragraph 2 of this delegation,
 - to decide on, if necessary, that the shares to be allocated free of charge under this delegation in respect of existing shares with double voting rights will benefit from this right as soon as they are issued,
 - to set the terms and conditions under which the rights of holders of rights or securities giving access to the Company's shares will be preserved, in accordance with the legal, regulatory and, where applicable, contractual provisions,
 - to proceed, if necessary, with the listing of the shares, to generally take all useful measures and take all necessary measures and enter into all agreements to ensure the successful completion of the decided upon, record the completion of the resulting capital increase(s) and amend the bylaws accordingly;
5. resolves that the Board of Directors may not, except with the prior authorization of the general meeting, make use of this delegation from the filing by a third party of a project a public offer for the Company's securities until the end of the public tender offer period;
6. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion relating to the share capital by incorporation of reserves, profits, premiums or other capitalization of reserves, profits, premiums or other amounts whose capitalization would be allowed, at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its nineteenth resolution.

2.3. Employee and corporate officer share ownership: authorization to grant performance shares, entailing waiver by shareholders of their preferential subscription right

(TWENTY-SECOND RESOLUTION)

The purpose of this authorization is to enable your Board of Directors to grant performance shares, free of charge, to the Group's employees and corporate officers under the terms of Articles L. 225-197-1 *et seq.* and L. 22-10-59 and L. 22-10-60 of the French Commercial Code. Shares granted under this resolution may be existing or newly issued shares.

Use of the of the authorization of June 1, 2022

The General Meeting of June 1, 2022, under its twentieth resolution, authorized the Board of Directors to grant a maximum of 3,000,000 performance shares, the total number of shares awarded to the corporate officers not exceeding 10% of this number. The Board of Directors used this authorization in fiscal year 2022: based on the decision of July 28, 2022, it granted a maximum of 2,402,810 performance shares, of which a maximum of 169,830 shares to the Chief Executive Officer, it being specified that if the target objectives are met, the number of shares to be delivered to the Chief Executive Officer will be 130,640.

Number of performance share plans

Generally speaking, and not including two plans which were granted in 2021, a performance share plan is granted by the Board of Directors every year. To date, 15 plans have been granted on the basis of authorizations given by the General Meeting.

Review of previous plans – achievement of performance conditions

The performance condition(s) attached to plans No. 1, No. 5 and No. 6 were achieved to their maximum level, and the shares were fully vested:

- for plan No. 1, in June 2012 (for French tax residents) and June 2014 (for non-French tax resident beneficiaries);
- for plan No. 5, in July 2017;
- for plan No. 6, in July 2018.

For the plans below, the conditions were not all fully met:

- plan No. 7: overall achievement rate of 116.5%. The shares were delivered to the beneficiaries in July 2019;
- plan No. 8: overall achievement rate of 108%. The shares were delivered to the beneficiaries in July 2020;
- plan No. 9: overall achievement rate of 89%. The shares were delivered to the beneficiaries in July 2021;
- plan No. 11: overall achievement rate of 11.5%. The shares will be delivered to the beneficiaries in July 2023.

With regard to Plan No. 12 granted in October 2020, the performance conditions of which are based on 2022 results, the Board of Directors' meeting of April 14, 2023 acknowledged an overall completion rate of 69.6%. The shares will be delivered to the beneficiaries in October 2024.

However, as the performance conditions for plans No. 2, No. 3, No. 4 and No. 10 were not fulfilled, no shares were vested in respect of these plans.

The rate of achievement of the Annual Relative TSR of the ESPI plan for the 1st period (2021-2022) is nil.

The rate of achievement of the performance conditions of the Annual Relative TSR of the ESPI plan for the subsequent periods, as well as the rate of achievement of the Average Relative TSR 5 years are not yet known.

The rate of achievement of plans No. 13 and No. 14, respectively granted in 2021 and in 2022, are not yet known.

Detailed information on the performance share plans expired or in force during the fiscal year 2022 is shown in the 2022 Universal Registration Document in Section 5.2.2 "Potential capital"⁽¹⁾.

(1) Plans No. 1 to No. 8, which have expired, have not been included in the 2022 Universal Registration Document. For more information on these plans (including performance conditions, objectives set and achievements of these objectives), please refer to the 2018 Registration Document of the Company, page 209, to the 2019 Universal Registration Document, page 330, and to the 2020 Universal Registration Document, page 378.

New authorization

Under the terms of the new authorization which is submitted to your vote, the total number of free shares which could be granted may not exceed 3,000,000 shares (representing approximately 1.52% of the share capital) ⁽¹⁾. It is specified, as necessary, that the rights to shares that would lapse due to non-compliance with the conditions pursuant to the performance share plan may be granted again, provided that the number of shares vested does not exceed 3,000,000 shares.

The total number of shares that may be granted for free to executive and non-executive corporate officers may not exceed 10% of the aforementioned number.

Shares granted to beneficiaries would vest following a vesting period whose length would be set by the Board of Directors, which may not be shorter than three years. The General Meeting would authorize the Board of Directors to decide whether or not to provide for a lock-up period at the end of the vesting period.

By decision of the Board of Directors, the vesting of the shares would be subject to the following performance conditions:

- an internal condition related to the Group operational income. This internal condition is assessed by comparing the net income (loss) of the third fiscal year after the grant date of the performance shares to that forecast for the same fiscal year in the strategic plan reviewed and approved by the Board of Directors;
- an internal condition linked to the Group's net cash flow. This internal condition is assessed by comparing the net income for the third fiscal year following the date of grant of the performance shares with that forecast for the same fiscal year in the strategic plan reviewed and approved by the Board of Directors;
- an internal condition related to gender diversity within the Group's "Managers and Professionals" (management population category). This internal condition is assessed by comparing the effective percentage of women in the Managers and Professionals category in the third fiscal year after the grant date of the performance shares to the target percentage set by the Board of Directors;
- an internal condition linked to the achievement of a reduction in the Group's CO₂ emissions. This internal condition is assessed by comparing CO₂ emissions in the third financial year following the date of granting of the performance shares with the level of emissions recorded at the end of 2019;
- an external condition related to the growth of your Company's net earnings per share assessed between the last fiscal year before the grant date of the performance shares and the third fiscal year ended after the grant date of the performance shares. This condition is assessed against the weighted growth of a reference group made up of twelve comparable international automotive suppliers over the same period.

These performance conditions have been amended to support the Group's strategy and in particular the objective of being carbon neutral by 2025.

For each performance condition referred to above:

- a minimum, a target and a maximum quantitative objective are set. The method for calculating the difference between these different target thresholds is disclosed in the Universal Registration Document for each plan.
- the attribution would amount to:
 - 50% of the number of shares expressed at target provided the minimum objective threshold of the performance condition is reached,
 - 100% of the number of shares expressed at target provided the target objective threshold of the performance condition is reached, and
 - 130% of the number of shares expressed at target provided the maximum objective threshold of the performance condition is reached.

Between these thresholds, the progression is linear.

Alternatively, or in addition to the conditions listed above, the Board of Directors may set performance conditions assessed in relation to one or more specific criteria for the achievement of objectives, of a quantifiable and/or qualitative nature.

The Board of Directors would have full powers for the purpose of implementing such authorization.

This authorization, which would be granted for a period of 26 months, would supersede the authorization granted by the General Meeting of June 1, 2022 pursuant to its twentieth resolution.

(1) It is reminded that, according to the provisions of the law, the total number of shares attributed cannot exceed 10% of the share capital as of the date of the attribution decision.

Twenty-second resolution – *Authorization to be granted to the Board of Directors to grant, for free, existing shares and/or shares to be issued to employees and/or certain corporate officers of the Company or of affiliated companies or economic interest groups, with waiver by the shareholders of their preferential subscription rights*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

1. authorizes the Board of Directors to carry out, in one or several installments, at the times and in the proportions it deems appropriate, the grant of existing Company shares or shares to be issued, for the benefit of (i) beneficiaries or categories of beneficiaries it will determine among the employees of the Company or companies or economic interest groups that are directly or indirectly affiliated with it under the meaning of Article L. 225-197-2 of the French Commercial Code and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Commercial Code. In the event of the granting of shares to be issued, this authorization shall constitute, after the vesting period(s), authorization for a capital increase by way of the capitalization of reserves, premiums or profits, for the beneficiaries of the said shares;
2. resolves that the total number of shares granted for free under this authorization may not exceed 3,000,000 (three million) shares (representing approximately 1.52% of the share capital), it being specified that it may not exceed the maximum percentage provided for by the applicable regulations as at the date of the allocation decision. To this ceiling shall be added, if applicable, the shares to be issued in respect of adjustments to be made to preserve the rights of the beneficiaries of the free shares;
3. resolves that the total number of shares that may be granted for free to the executive and non-executive corporate officers may not exceed 10% of the number indicated in paragraph 2 above;
4. resolves that the free share grant to the beneficiaries shall become permanent at the end of a vesting period whose length shall be set by the Board of Directors and that may not be shorter than three years. By way of an exception, the permanent allocation shall take place before the vesting period in the event of invalidity of the beneficiary corresponding to the classification in second or third categories stipulated in Article L. 341-4 of the French Social Security Code; the General Meeting authorizes the Board of Directors to decide whether to provide for a holding obligation after the vesting period;
5. resolves that the permanent share grant by virtue of this authorization will necessarily be subject to the fulfillment of one or several performance conditions that the Board of Directors will determine;
6. acknowledges that this authorization automatically constitutes a waiver by the shareholders of their preferential subscription right for the beneficiaries on the new shares that could be issued;
7. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by law, notably to:
 - implement this authorization and set the terms as well as the conditions applicable to allocations, and notably performance conditions, record their fulfillment,
 - determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the share grants among the employees and corporate officers of the Company or of the aforementioned companies or groupings, as well as the number of shares granted to each of them,
 - decide whether or not to set a holding obligation at the end of the vesting period and, if so, determine its duration and take all necessary measures to ensure compliance by the beneficiaries,
 - if applicable, record the existence of sufficient reserves and upon each grant transfer to the unavailable reserve account the sums needed to pay up the new shares that are to be granted,
 - if applicable, when the time comes, record the capital increase(s) through capitalization of reserves, premiums or profits resulting from the issue of new shares that are permanently granted, set the dividend date of the future shares, amend the bylaws accordingly, and, more generally, carry out all the required actions and formalities,
 - if applicable, acquire the shares needed as part of the share buy-back program and allocate them to the share grant plan(s) applying to existing shares,
 - If applicable, determine the effects on the beneficiaries' rights from transactions changing the capital or shareholders' equity completed during the vesting period and if necessary, adjust the beneficiaries' rights,
 - and more broadly, acting within the law to take all actions that the implementation of this authorization requires.
8. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at this same date, the authorization granted to the Board of Directors by the General Meeting of June 1st, 2022, under its twentieth resolution.

2.4. Employee shareholding: delegations of authority to issue shares and/or securities giving access to the share capital/increasing the share capital, without preferential subscription rights (i) for the benefit of the members of a company or a group savings plan and (ii) reserved for a category of beneficiaries

(TWENTY-THIRD AND TWENTY-FOURTH RESOLUTIONS)

Implementation in 2021 of the first employee shareholding plan (Faur'ESO)

In 2021 the Company has launched its first employee shareholding operation. As a reminder, the Company wished to implement a non-dilutive employee shareholding plan following the distribution of the Faurecia shares held by Stellantis. This plan, called "Faur'ESO" (Faurecia Employee Share Ownership), aimed to strengthen the existing link with employees by involving them closely in the Group's development and performance. This first transaction involved a maximum of 2% of the Company's share capital and has been a great success, with over 22% of employees in the 15 eligible countries having expressed their desire to invest in the plan.

This transaction, which has been completed through a capital increase, implementing the twenty-fourth resolution of the General Meeting of June 26, 2020 on capital increases reserved for employees. It should be noted that in order to neutralize the dilutive effect of Faur'ESO, the share buyback program authorized by the Board of Directors has been used, and the corresponding number of bought back shares have been canceled.

As at December 31, 2022, the employee shareholding in the Company represented 3,752,754 shares, i.e., 1.90% of the share capital.

Delegation of authority to issue shares and/or securities giving access to the share capital, without preferential subscription rights, for members of a company or a group savings plan (twenty-third resolution)

It is proposed to grant the Board of Directors a delegation of authority to issue shares and/or securities giving access to the share capital, without preferential subscription rights, for the benefit of the members of a Company or a group savings plan.

The price of the shares or securities giving access to the capital that may be issued under such delegation may not be more than 30% lower (or 40% lower when the lock-up period in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is 10 years or more) than the average of the listed share price during the 20 trading sessions prior to the date of the decision setting the opening date of the subscription, nor higher than this average.

The maximum nominal amount of capital increases that may result from the use of such delegation is set at 2% of the share capital as of the date of the General Meeting, it being specified that this ceiling constitutes the overall ceiling for issues carried out under the twenty-third and twenty-fourth resolutions.

The Board of Directors may also decide to grant newly issued or existing shares or other securities giving access to newly issued or existing shares of the Company in respect of (i) matching contributions made by the employer pursuant to the regulations of Company or Group savings plans, and/or (ii) the price discount, where applicable.

The Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of June 1, 2022, under its twenty-first resolution.

Delegation of authority to increase the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries (twenty-fourth resolution)

You are being asked to renew the delegation of authority granted by the General Meeting of June 1, 2022 under its twenty-second resolution to the Board of Directors for the purpose of increasing the share capital, with removal of preferential subscription rights in favor of a category of beneficiaries under the conditions described below:

The maximum nominal amount of the capital increases completed under such resolution would be 0.6%, it being specified that this amount would be deducted from the ceiling provided for in the twenty-third resolution submitted to the General Meeting of May 30, 2023, i.e., 2% of the share capital (or any resolution that may be substituted at a later date).

The price would be equal to an average of the share prices listed during the 20 trading days preceding the date of the decision setting the opening date of the subscription, less a discount not exceeding 30% or alternatively at the price set by the Board of Directors or the Chief Executive Officer upon sub-delegation in the context of a transaction completed at the same time under the twenty-third resolution submitted to the General Meeting of May 30, 2023, (or any resolution that may subsequently be substituted).

The Board of Directors would have full powers for the purpose of implementing such delegation.

This delegation, which would be granted for a period of 18 months, would invalidate the authorization granted by the General Meeting of June 1, 2022, under its twenty-second resolution.

Twenty-third resolution – *Delegation of authority to be granted to the Board of Directors for the purpose of increasing the share capital through the issue of shares and/or securities giving access to the share capital, with removal of preferential subscription rights for the benefit of members of a company or group savings plan*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and in accordance notably with the provisions of Articles L. 225-129-6, L. 225-138-1, L. 228-91 *et seq.* of the French Commercial Code, and L. 3332-18 *et seq.* of the French Labor Code:

1. delegates its authority to the Board of Directors so that it may, if it deems necessary and at its sole discretion, at the times and in the proportions that it shall decide, increase the share capital in one or several transactions by issuing (i) shares and/or (ii) securities giving access to shares in the Company to be issued, in favor of the beneficiaries of one or several Company or Group savings plans (or equivalent) established by the Company and/ or by French or foreign companies affiliated to it, under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
2. resolves that the maximum nominal value of the capital increases that may result from the use of this delegation is set at 2% of the amount of share capital at the date of this General Meeting, it being stipulated that (i) this ceiling constitutes the overall ceiling of the issues carried out by virtue of the twenty-third and twenty-fourth resolutions submitted to this General Meeting (or any resolutions that may be substituted for them at a later date) and (ii) to this ceiling shall be added, if appropriate, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with the contractual stipulations that provide for other preservation modalities, the rights of the holders of rights or securities giving access to the Company's capital. In this respect, the General Meeting authorizes the Board of Directors, as necessary, to increase the share capital by the amount of the increase;
3. resolves to remove the preferential subscription rights for shareholders to the shares and securities that may be issued pursuant to this delegation for the benefit of the beneficiaries defined in paragraph 1;
4. acknowledges that this delegation shall automatically act as a waiver by shareholders of their preferential rights to subscribe to the shares to which the securities that may be issued based on this delegation may give the rights immediately and/or in the future, for the benefit of bearers of securities giving access to the shares issued pursuant to this delegation;
5. resolves that the price of the shares or securities giving access to shares that may be issued pursuant to this delegation may not be more than 30% lower, or 40% lower when the lock-up period stipulated in the plan applicable under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or more, than the average of the listed share price during the 20 trading sessions prior to the date of the decision fixing the opening date of the subscription, nor higher than this average;
6. resolves, in application of the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may allocate to beneficiaries defined in paragraph 1 above, free existing shares or shares to be issued or other securities giving access to the Company's share capital, existing or to be issued, based on (i) the employer contribution, which may be paid in application of the rules for Company or Group savings plans and/or (ii) if applicable, the discount and may decide in the event of the issue of new shares in respect of the discount and/or employer contribution, to capitalize the reserves, earnings or issue premiums required to pay up the said shares;
7. resolves that the Board of Directors shall have all powers to implement this delegation, with the option of subdelegation under legal conditions, notably to:
 - decide the issue, set under legal conditions the scope of companies from which the beneficiaries indicated above may subscribe to the shares or securities giving access to shares and benefit, if applicable, from free shares or securities giving access to shares,
 - set the terms and conditions of the operations and set the dates and terms and conditions for the issues that may be carried out pursuant to this delegation,

- set the opening and closing dates for subscriptions, dividend dates, even retroactive, the terms and conditions for the payment of the shares, grant deadlines for paying up the shares, request admission to trading for the shares created wherever it shall decide,
 - on its sole discretion, if it deems appropriate, deduct the capital increase costs from the amount of premiums related to these increases and deduct from this amount the sums necessary to fund the statutory reserve at one tenth of the new level of capital resulting from these capital increases,
 - record the completion of the capital increases corresponding to the amount of shares effectively subscribed, accomplish, directly or through an agent, all operations and formalities related to the increases in share capital, including the corresponding amendment to the bylaws;
8. sets the validity of this delegation at 26 months, from the date of this General Meeting, and acknowledges that it shall supersede, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its twenty-one resolution.
- Twenty-fourth resolution** – *Delegation of authority to be granted to the Board of Directors for the purpose of carrying out share capital increases, with removal of preferential subscription rights in favor of categories of beneficiaries*
- The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, in accordance notably with the provisions of Articles L. 225-129 to L. 225-129-2, L. 225-138 and L. 228-91 *et seq.* of the French Commercial Code:
1. delegates its authority to the Board of Directors to increase the Company's share capital, on one or more occasions, at the times and in the proportions it considers appropriate, by issuing shares or securities granting access to the Company's share capital reserved for the categories of beneficiaries defined below;
 2. resolves that the maximum nominal amount of capital increases that may be carried out pursuant to this delegation will be 0.6% of the amount of share capital at the date of this General Meeting, this amount being counted toward the cap provided for in the twenty-third resolution (or any resolution that may be substituted for it at a later date);
 3. resolves to remove the preferential subscription rights for shareholders to any shares or securities giving access, immediately or in the future, to the share capital which will be issued by virtue of this delegation and to reserve the right to subscribe for them to the categories of beneficiaries that meet the following criteria:
 - a) employees and corporate officers of foreign companies belonging to the Faurecia group related to the Company under the conditions set out in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, and/or
 - b) mutual funds (UCITS) or other incorporated or unincorporated entities of employee shareholding invested in Company shares whose unitholders or shareholders consist of the persons mentioned in letter (a) to this paragraph, and/or
 - c) any banking establishment or subsidiary of such an establishment acting at the Company's request for the purpose of setting up a shareholding or savings plan for the benefit of the persons mentioned in letter (a) to this paragraph, provided that the authorized person's subscription in accordance with this resolution is necessary or beneficial in allowing the above-mentioned employees or corporate officers to benefit from employee shareholding or savings plans with economic benefits equivalent or similar to the plans that other Faurecia group employees benefit from;
 4. acknowledges that the present delegation entails the waiver by shareholders of their preferential subscription rights to the shares to which securities which may be issued on the basis of this delegation may give entitlement immediately and/or in the future, in favor of holders of securities giving access to the share capital issued pursuant to this delegation;
 5. decides that the price of the shares or securities giving access to the capital likely to be issued pursuant to this delegation will be (i) equal to a Company's average listed share price over the 20 trading days preceding the day that the decision is made to set the opening date of the subscription period less a discount not exceeding 30% or (ii) as an alternative to the price set by the Board of Directors or the Chief Executive Officer upon sub-delegation in the context of a simultaneous transaction carried out under the twenty-third resolution of this General Meeting (or any resolution that may subsequently be substituted for it;
 6. resolves that the Board of Directors will have full powers, under the conditions provided for by law and within the limits set above, with the power of sub-delegation, to implement this delegation and specifically to:
 - decide on the issue and upon the list of companies whose beneficiaries mentioned above may subscribe to the shares or equity securities granting access to capital thus issued, and adopt the list of beneficiaries,
 - set the terms and conditions of the transactions and determine the dates and terms of the issues to be carried out pursuant to this delegation,
 - set the opening and closing dates of the subscription period, the dates of entitlement to dividends (including retroactive ones), the terms and conditions for paying up the shares, grant deadlines for paying up the shares, conduct the listing of the newly issued shares in any place where it shall deem appropriate,

- at its sole discretion, if it deems it appropriate, allocate the fees for the share capital increases to the resulting premiums and withhold the necessary sums from this amount to bring the legal reserve to one tenth of the new share capital resulting from these share capital increases,
 - note the completion of the capital increases up to the amount of the shares or equity securities effectively subscribed, and carry out, directly or through an agent, all operations and formalities relating to the capital increases, including the corresponding amendment of the bylaws;
7. sets the validity of this delegation at 18 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the delegation granted to the Board of Directors by the General Meeting of June 1st, 2022 under its twenty-second resolution.

2.5. Cancellation of treasury shares

(TWENTY-FIFTH RESOLUTION)

This resolution would authorize the Board of Directors to reduce the capital stock through the cancellation of all or part of the shares that your Company holds or may acquire as part of authorized share buy-back programs up to a maximum limit of 10% of the share capital. It is stipulated that the difference between the accounting value of the cancelled shares and their par value may be deducted from all available reserve items and premiums, including the statutory reserve, up to a limit of 10% of the capital reduction carried out.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of June 1, 2022, under its twenty-third resolution.

Twenty-fifth resolution – *Authorization to be granted to the Board of Directors for the purpose of reducing the share capital through the cancellation of shares*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors to reduce the share capital, in one or several installments, at such times and in the proportions it deems appropriate, through the cancellation of all or part of the shares that the Company holds or may acquire as part of share buy-back programs authorized by the General Meeting, up to a limit of 10% of the shares comprising the Company's share capital (i.e., for information at April 14, 2023, 19,708,934 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's share capital that shall, if applicable, be adjusted to take into account the operations affecting the share capital after this General Meeting;
2. resolves that the difference between the carrying amount of the cancelled shares and their nominal value may be deducted from all available reserve items and premiums, including the statutory reserve;
3. grants all powers to the Board of Directors, with the option of subdelegation under the conditions provided by the law, to carry out, on its sole discretion the cancellation and capital reduction operation(s) that may be carried out pursuant to this authorization, carry out the deduction indicated above, as well as make the corresponding amendments to the Company's bylaws, accomplish all formalities and more generally, take all necessary or useful actions in order to implement this authorization;
4. sets the validity of this authorization at 26 months, from the date of this General Meeting, and acknowledges that it supersedes, from the same date for the unused portion at the date of the General Meeting, the authorization granted by the General Meeting of June 1st, 2022 under its twenty-third resolution.

3. Ordinary General Meeting

3.1. Powers

(TWENTY-SIXTH RESOLUTION)

To conclude, the twenty-sixth resolution concerns the powers to be given to complete formalities relating to the General Meeting, particularly filing and publicity formalities.

Twenty-sixth resolution – Powers for formalities

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, grants all powers to the bearer of an original, copy, or extract of these minutes to accomplish all registration and notification formalities required by law.

4. Information relating to ongoing business since the beginning of fiscal year 2023

Information relating to the 2022 fiscal year, to the events that have occurred since the beginning of the fiscal year 2023 and to the Group's outlook are available in the 2022 Universal Registration Document of the Company accessible on the Company's website (www.faurecia.com) and the *Autorité des Marchés Financiers*' website (www.amf-france.org).

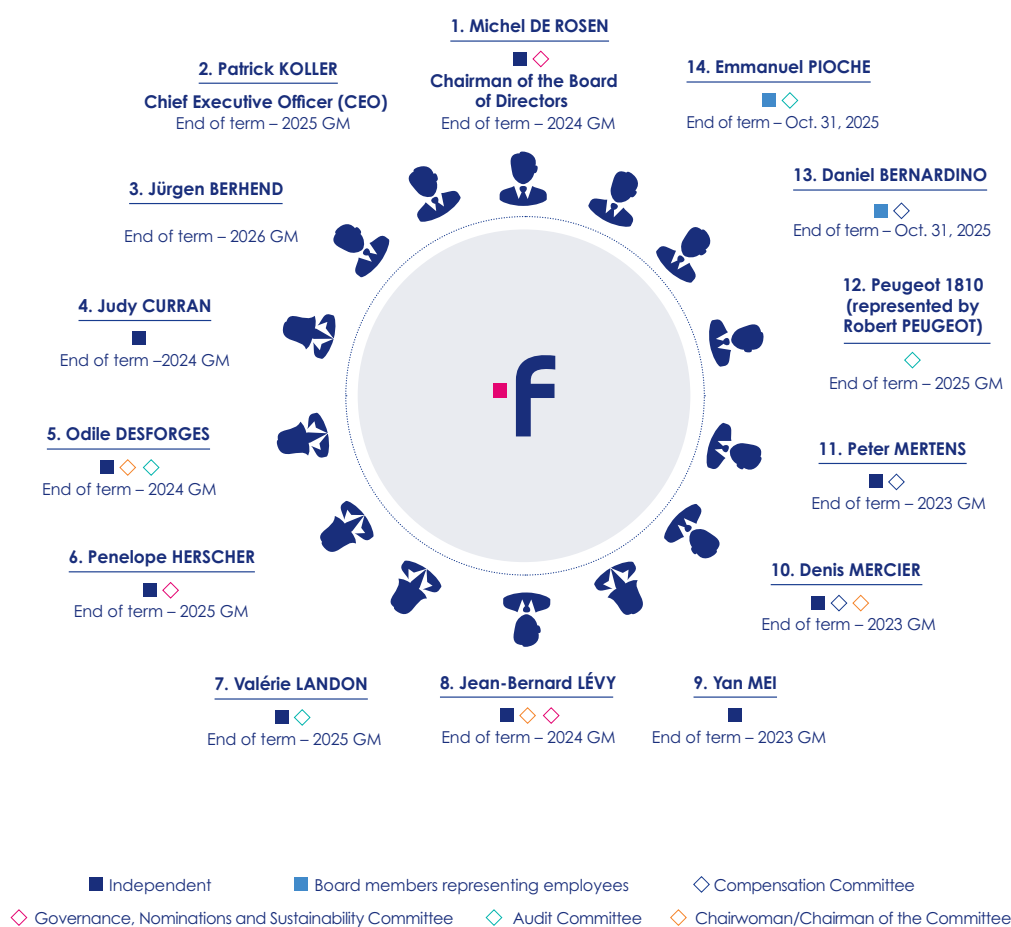
The press release relating to the first quarter of 2023 sales, available on the Company's website (www.faurecia.com), completes this information.

Governance and compensation

1. Governance

Summary presentation of the Board of Directors and key figures

The diagram below summarizes the composition of the Board of Directors and the Committees (permanent) at the date of this Notice of Meeting:



The table below presents the key figures of the Board of Directors at the date of this Notice of Meeting.

14 Board members	75% Independent Board members ⁽¹⁾⁽³⁾	42% Female Board members ⁽¹⁾⁽³⁾
2 Board members representing employees	6 Nationalities	4 years Average term of office ⁽³⁾
65 years Average age ⁽³⁾	11 MEETINGS OF THE BOARD OF DIRECTORS ⁽²⁾	98% Attendance rate at Board meetings ⁽²⁾⁽³⁾
22 Committee meetings (including 2 meetings of the Ad Hoc Committee) ⁽²⁾	100% Attendance rate at Committee meetings ⁽²⁾⁽³⁾	













(1) Excluding Board members representing employees.



(2) Figures as of December 31, 2022.

(3) Rounded up to the nearest integer.

Governance and compensation

The table below sets out and completes the information given in the above graph and in the key figures regarding the composition of the Board of Directors and the Specialized Committees (permanent) at the date of this Notice of Meeting:

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding Faurecia)	Independence	Date of first appointment	End of term	Length of time on Board	Committees
1. EXECUTIVE CORPORATE OFFICER										
Michel de ROSEN Chairman of the Board of Directors	72 years	M		12,565	2	Yes	GM of May 27, 2016	GM in 2024	7 years	Member of the Governance, Nominations and Sustainability Committee
Patrick KOLLER Chief Executive Officer and Board member	64 years	M		149,386	2	No	GM of May 30, 2017	GM in 2025	6 years	-
2. BOARD MEMBERS APPOINTED BY GENERAL MEETING										
Jürgen BEHREND	74 years	M		200,151	0	No	GM of June 1, 2022	GM in 2026	9 months	-
Judy CURRAN	61 years	F		500	1	Yes	BoD meeting of February 18, 2022	GM in 2024	1 year	-
Odile DESFORGES	73 years	F		664	1	Yes	GM of May 27, 2016	GM in 2024	7 years	Chairwoman of the Audit Committee
Penelope HERSCHER	62 years	F		500	3	Yes	GM of May 30, 2017	GM in 2025	6 years	Member of the Governance, Nominations and Sustainability Committee
Valérie LANDON	60 years	F		650	0	Yes	BD Meeting of October 12, 2017	GM in 2025	6 years	Member of the Audit Committee
Jean-Bernard LÉVY	67 years	M		500	1 ⁽¹⁾	Yes	BD Meeting of February 19, 2021	GM in 2024	2 years	Chairman of the Governance, Nominations and Sustainability Committee
Yan MEI	67 years	F		542	0	Yes	GM of May 28, 2019	GM in 2023	4 years	-
Denis MERCIER	63 years	M		1,157	0	Yes	GM of May 28, 2019	GM in 2023	4 years	Chairman of the Compensation Committee
Peter MERTENS	61 years	M		1,080	1	Yes	GM of May 28, 2019 (effective as from November 1, 2019)	GM in 2023	3 years	Member of the Compensation Committee
PEUGEOT 1810 with Robert PEUGEOT as permanent representative	72 years	M		6,100,494 ⁽²⁾	4 ⁽⁴⁾	No	GM of May 31, 2021 ⁽³⁾	GM in 2025	2 years	Member of the Audit Committee

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding Faurecia)	Independence	Date of first appointment	End of term	Length of time on Board	Committees
3. BOARD MEMBERS REPRESENTING EMPLOYEES										
Daniel BERNARDINO	52 years	M		_(6)	0	- (5)	November 1, 2017	October 31, 2021	5 years	Member of the Compensation Committee
Emmanuel PIOCHE	57 years	M		_(7)	0	- (5)	November 1, 2017	October 31, 2021	5 years	Member of the Audit Committee

(1) The mandate of Jean-Bernard LÉVY as Chairman of the Board and Chief Executive Officer of EDF ended 23 November 2022.

(2) Robert PEUGEOT also holds 694 individual shares.

(3) Robert PEUGEOT has been an individual Board member since May 29, 2007. The term of his corporate office ended on May 31, 2021. Since this date, he has been a permanent representative of PEUGEOT 1810.

(4) Corporate offices held by the permanent representative.

(5) In accordance with the AFEP MEDEF Code, Board members representing employees are not included in the calculation of the percentage of independent Board members.

(6) Daniel BERNARDINO participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in Faurecia shares.

(7) Emmanuel PIOCHE participated in an employee shareholding plan carried out in 2021 and holds as such FCPE shares invested in Faurecia shares.

IMPLEMENTATION AND RESULTS OF THE DIVERSITY POLICY WITHIN FAURECIA'S BOARD OF DIRECTORS

Skills

Jürgen BEHREND	f											
Daniel BERNARDINO	f											
Judy CURRAN	f											
Odile DESFORGES	f											
Penelope HERSCHER												
Patrick KOLLER	f											
Valérie LANDON												
Jean-Bernard LÉVY												
Yan MEI												
Denis MERCIER												
Peter MERTENS	f											
Robert PEUGEOT	f											
Emmanuel PIOCHE	f											
Michel de ROSEN												

- Experience in Faurecia's core businesses
- Experience in an industrial company
- International experience
- Automotive technologies
- Governance/management of large companies
- Specific knowledge of a geographic market
- Banking/finance
- Data based technologies/digital
- Leadership and crisis management
- CSR
- Risk management
- Energy/electrification

Attendance rate of the Board members during the 2022 fiscal year

The table below indicates, for each Board member, attendance during the 2022 fiscal year at meetings of the Board of Directors and of any Specialized Committees of which they are a member.

	Attendance at Board meetings	Attendance at meetings of the Audit Committee	Attendance at meetings of the Governance, Nominations and Sustainability Committee	Attendance at meetings of the Compensation Committee	Attendance at meetings of the ad hoc Committee
Michel de ROSEN	100%	n/a	100%	n/a	100%
Jürgen BEHREND ⁽¹⁾	86 ⁽¹⁾ %	n/a	n/a	n/a	n/a
Daniel BERNARDINO	100%	n/a	n/a	100%	n/a
Judy CURRAN ⁽²⁾	100%	n/a	n/a	n/a	n/a
Odile DESFORGES	100%	100%	n/a	n/a	100%
Penelope HERSCHER	100%	n/a	100%	n/a	100%
Patrick KOLLER	100%	n/a	n/a	n/a	n/a
Valérie LANDON	100%	100%	n/a	n/a	n/a
Jean-Bernard LÉVY	100%	n/a	100%	n/a	n/a
Yan MEI	91 ⁽³⁾ %	n/a	n/a	n/a	n/a
Denis MERCIER	100%	n/a	n/a	100%	100%
Peter MERTENS	100%	n/a	n/a	100%	n/a
PEUGEOT 1810 / Robert PEUGEOT	91 ⁽³⁾ %	100%	n/a	n/a	100%
Emmanuel PIOCHE	100%	100%	n/a	n/a	n/a
TOTAL	98⁽³⁾%	100%	100%	100%	100%

n/a: not applicable.

(1) Only the meetings held after the General Meeting of June 1, 2022 that approved the appointment of Jürgen BEHREND are taken into account for the calculation of his attendance.

(2) The Board of Directors, on the recommendation of the Governance, Nominations and Sustainability Committee, decided, at its meeting of February 18, 2022, to coopt Judy CURRAN as a Board member to replace Linda HASENFRATZ, with immediate effect. Only meetings held after her co-option are taken into account for the calculation of her attendance rate.

(3) Percentage rounded to the nearest integer.

Renewals and appointments

Denis MERCIER



Date of birth: October 4, 1959

Nationality:

Number of Faurecia shares: 1,157

Skills:



Denis Mercier is Deputy Chief Executive Officer and member of the Executive Committee of Fives Group.

He has held different positions within the French Air Force and NATO.

After having been *commandant* of the French Flying School at Salon-de-Provence (France) from 2008 to 2010, he became principal private secretary of the French Minister of Defense from 2010 to 2012.

Between 2012 and 2015, he held the position of Chief of Staff of the French Air Force and was promoted to the rank of General of the Air Force.

From 2015 to September 2018, he held the position of Supreme Allied Commander of Transformation at NATO. He joined the Fives Group in October 2018 as Deputy Chief Executive Officer.

Denis Mercier is an engineer from the *École de l'Air* (class of 1979). He is a *Grand Officier* of the *Légion d'honneur* and an *Officier de l'ordre national du Mérite*.

Independent Board member

Date of first appointment: May 28, 2019

Date of expiry of corporate office: GM in 2027

Chairman of the Compensation Committee

Main position held outside of Faurecia

■ Deputy Chief Executive Officer of Fives Group (French listed company*), member of its Executive Committee.

Other positions and corporate offices in 2022 outside of Faurecia

French listed companies

No such corporate office.

French unlisted companies

- Board member of AddUp (Fives-Michelin joint venture);
- Board member of CryptoNext Security;
- Member of the Supervisory Board of ARESIA;
- Member of the Supervisory Board of Dataiku.

Other foreign listed companies

No such corporate office.

Foreign unlisted companies

- Board member of Fives Engineering Shanghai Co., Ltd;
- Board member of Fives Automation & Processing Equipment Co., Ltd.;
- Chairman of the Board of Fives Vostok;
- Member of the Supervisory Board of HELSING.

Other

- Board member of Comité France-China (MEDEF).

Positions and corporate offices held within the last five years and which have expired

- Supreme Allied Commander of Transformation at NATO (Norfolk naval base – USA), from 2015 to September 2018;
- Chairman of the Board of *École de l'Air* (EPSCP).

(*) Company in which only the bonds are listed.

Experience in an industrial company

International experience

Data based technologies/digital

Leadership and crisis management

CSR

Risk management

Esther GAIDE



Date of birth: September 6, 1961

Nationality :

Number of Faurecia shares: 0

Skills:



Independent Board member

Date of first appointment: GM in 2023

Date of expiry of corporate office: GM in 2027

Member of the audit Committee

Esther Gaide began her career in 1983 working in the external audit departments of PWC in Paris and London and Deloitte in Paris and Los Angeles. In 1994, she joined Bolloré group as Group Internal Audit Director where she set up the Internal Audit Department. Between 1996 and 2008, she successively held the position of CFO of the Bolloré Logistics Division, CFO of the Bolloré Africa Logistics Division and ultimately Group Director of Controlling, in charge of accounting, consolidation and control. In 2006, she joined Havas as Deputy CFO and HR Director. In 2011, she joined Technicolor as Group Director of Controlling, then was appointed deputy CFO before becoming CFO and member of the Executive Committee in 2015. From March 2018 to April 2023, she held the position of CFO of Elior Group.

She is also Board Member and Chairwoman of the Audit Committee of both Eutelsat SA and Illiad SA.

Esther Gaide is a graduate of ESSEC and a chartered accountant.

Main position held outside of Faurecia

- Companies Board member.

Other positions and corporate offices in 2022 outside of Faurecia

French listed companies

- Board member and Chairwoman of the Audit Committee of Eutelsat SA.

French unlisted companies

- Board member and Chairwoman of the Audit Committee of Illiad SA.

Other foreign listed companies

No such corporate office.

Foreign unlisted companies

No such corporate office.


Positions and corporate offices held within the last five years and which have expired

- CFO of Elior Group*
- Permanent representative of Elior Group on the Board of Directors of Elior Restauration et Services SA*
- CEO and Director of Elior Financement SA*
- Deputy CEO of Elior Restauration et Services SA*
- Permanent representative of Elior Participations SCA as:
 - President of Elior FA3C SAS*
 - President of Elior Trésorerie SAS*
 - President of Elior Gestion SAS*
 - President of Sacores SAS*
 - President of Egée Venture SAS*
 - President of Académie by Elior SAS*
 - Director of SC2R SAS*
 - President of Bercy Services I SAS*
 - President of Bercy Services XXV SAS*
 - President of Bercy Services XXIX SAS*
 - President of Eleat Solutions SAS*
 - President of Elior Data RC France SAS*
- Permanent representative of Egée Venture as President of Bercy Services XXVII SAS*
- Manager of Bercy Services II SARL*
- Permanent representative of Elior Restauration et Services:
 - on the Board of Directors of ELRES SAS*
 - on the Board of Elior Entreprises SAS*

Governance and compensation

- Permanent representative of Elior Participations SCA, itself Director of C2L*
- Permanent representative on the Board of Directors of Ducasse Développement*
- Permanent representative of Elior Gestion on the Board of Directors of Restaurants et Sites*
- Director of Elior Ristorazione*
- Director of Gemeaz Elior Spa*
- Director of Elichef Holding Spa*
- Director of My Chef Ristorazione Commerciale*
- Permanent representative of Elior Restauration et Services on the Board of Directors of SERUNION SA*
- Director of Elior UK Holdings Limited*
- Director of Elior UK Plc*
- Director of Waterfall Elior Limited*
- Director of Edwards and Blake Limited*
- Permanent representative of Elior Group on the Board of Directors of Areas Worldwide SA (until 2019)
- Permanent representative of Areas Worldwide and Chairwoman of the Supervisory Board of Elior Participations SCA (until 2019)
- Permanent representative of Holding De Restauration Concédée itself Director of C2L (until 2019)

(*) Her position/mandate ended on 18 April 2023.

 Experience in an industrial company

 International experience

 Governance/management of large companies

 Banking/finance

 Data based technologies/digital

 Leadership and crisis management

 CSR

 Risk management

Michael BOLLE



Date of birth: May 6, 1961

Nationality:

Number of Faurecia shares: 0

Skills:



Independent Board member

Date of first appointment: GM in 2023

Date of expiry of corporate office: GM in 2027

Member of the Compensation Committee

Dr. Michael Bolle is a companies Board member.

He started his career at Robert Bosch in 1992 as research engineer and was appointed as Department Head of the Corporate Research Department in 1997.

In 1999, he became an entrepreneur and was co-founder of the start-up Systemonic AG, which developed chips for mobile communications and sold it successfully few years later.

In 2003, he returned to Robert Bosch as General Manager of a joint venture with Denso called ADIT. In 2006, he was appointed head of the product division infotainment systems of Bosch Car Multimedia and in 2011 as Executive Vice President Engineering. In 2014, he was promoted to President of Bosch Group Research Organization, covering research activities for all different businesses within the Bosch group and in 2018 he became Member of the Board of Management and fulfilled the roles of Chief Technology Officer and Chief Digital Officer until 2021.

Since January 2022, he is the Chairman of the Shareholder Council of Carl Zeiss Foundation, where he acts as a link between the foundation and the foundation's companies Carl Zeiss AG and Schott AG. He represents the economic interests of the Carl Zeiss Foundation towards the foundation companies and is simultaneously appointed as Chairman of the Supervisory Board of both Schott AG and Carl Zeiss AG. He is also a Board member of Swissbit AG.

He received a Master's Degree in Electrical Engineering from the RWTH Aachen University (Germany) in 1986 and earned a PhD in Digital Signal Processing from the Ruhr University Bochum (Germany) in 1992.

Main position held outside of Faurecia

- Companies Board member.

Other positions and corporate offices in 2022 outside of Faurecia

French listed companies

No such corporate office.

French unlisted companies

No such corporate office.

Other foreign listed companies

No such corporate office.

Foreign unlisted companies

- Chairman of the Trustee of the Carl Zeiss Foundation (Germany);
- Chairman of the Supervisory Board of Schott AG (Germany);
- Chairman of the Supervisory Board of Carl Zeiss AG (Germany);
- Board Member of Swissbit AG (Germany).

Positions and corporate offices held within the last five years and which have expired

- Member of the Board of Management of Robert Bosch GmbH (Germany) (from 2018 to 2021) – Chief Digital officer and Chief Technology officer.

Experience in Faurecia's core businesses

Experience in an industrial company

International experience

Automotive technologies

Governance/management of large companies

Specific knowledge of a geographic market

Data based technologies/digital

Leadership and crisis management

Risk management

Energy/electrification

2. Compensation⁽¹⁾

Table summarizing the compensation paid during the 2022 period or awarded in respect of this same period the executive and non-executive corporate officers

The tables below present a summary of the compensation and benefits paid during the 2022 period or awarded in respect of this same period to the executive and non-executive corporate officers.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHAIRMAN OF THE BOARD OF DIRECTORS DURING THE 2022 PERIOD OR AWARDED IN RESPECT OF THIS SAME PERIOD

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Fixed compensation	€265,200	€265,200	The principles for determining the compensation of Michel de ROSEN as Chairman of the Board of Directors, as well as the methods for implementing it (the " 2022 Compensation "), are respectively described (i) in the compensation policy for the Chairman of the Board of Directors set out in Section 3.3.4.1.2 "Compensation policy for the Chairman of the Board of Directors" of the 2021 Universal Registration Document and of the 2022 Universal Registration Document (the " 2022 and 2023 Compensation Policies ") and (ii) in Section 3.3.1.1.2.1 "Fixed annual compensation" of the 2022 Universal Registration Document. The amount of the 2022 fixed annual compensation was set at €300,000 (cap integrating the benefit in kind linked to the provision of a personal assistant).
Annual variable compensation	Not applicable	Not applicable	No annual variable compensation.
Multi-annual variable compensation	Not applicable	Not applicable	No multi-annual variable compensation.
Exceptional compensation	Not applicable	Not applicable	No exceptional compensation.
Stock options, performance shares or any other long-term benefit	Not applicable	Not applicable	No stock subscription or purchase options grant, performance shares, or any other long-term benefits.
Compensation as Board member	Not applicable	Not applicable	No compensation awarded as Board member.
All benefits (including social protection)	€46,116 (including accounting valuation of €41,424)	€46,116 (including accounting valuation of €41,424)	The 2022 Compensation is respectively described in (i) the 2022 and 2023 Compensation Policies and (ii) Section 3.3.1.1.2.2 "Benefits in kind and social protection" of the 2022 Universal Registration Document.
Termination payment	Not applicable	Not applicable	No termination payment.
Non-competition indemnity	Not applicable	Not applicable	No non-competition indemnity.
Supplementary pension schemes	Not applicable	Not applicable	No supplementary pension scheme benefit.

(1) Extracts of the 2022 Company's Universal Registration Document.

SUMMARY OF THE COMPONENTS OF THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER PAID DURING THE 2022 FISCAL YEAR OR AWARDED FOR THE SAME FISCAL YEAR⁽¹⁾

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Fixed compensation	€1,100,000	€1,100,000	The principles for determining the compensation of Patrick KOLLER as Chief Executive Officer, as well as its implementation methods (the "2022 Compensation") are respectively described (i) in the compensation policy for the Chief Executive Officer in Section 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2021 Universal Registration Document (the "2022 Compensation Policy") and of the 2022 Universal Registration Document (the "2022 and 2023 Compensation Policies") and (ii) in Section 3.3.1.2.2.1 "Fixed annual compensation" of the 2022 Universal Registration Document.
Annual variable compensation	€1,980,000 (amount to be paid in 2023 subject to a favorable vote by the General Meeting)	€300,000 (compensation for the 2021 fiscal year, paid in 2022 following a favorable vote (92.41%) by the General Meeting of June 1, 2022 on the components of the compensation paid or awarded for the 2021 fiscal year (9 th resolution)).	<p>The 2022 Compensation is respectively described in (i) the 2022 Compensation Policies and (ii) Section 3.3.1.2.2.2 "Variable annual compensation" of the 2022 Universal Registration Document.</p> <p>At a meeting held on February 17, 2023, the Board of Directors, on the recommendation of the Compensation Committee, determined and finalized the total annual variable compensation to be awarded to Patrick KOLLER for the fiscal year ended on December 31, 2022 as follows:</p> <ul style="list-style-type: none"> ■ Quantifiable criteria (ratio Net debt / EBITDA, synergies related to the integration of HELLA and environmental criterion): 190%, which gives entitlement to €1,567,500 (maximum amount corresponding to 142.5% of the fixed annual compensation); ■ Individual criteria (order intake and strategy execution): 150%, which gives the right to €412,500 (maximum amount corresponding to 37.5% of the fixed annual compensation); ■ Total amount: €1,980,000 (compared to €300,000 for the 2021 fiscal year and €270,000 for the 2020 fiscal year). <p>In accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the variable compensation for the fiscal year ended December 31, 2022 shall be paid only after the shareholders have approved the components of compensation paid during the course of the 2022 fiscal year or awarded in respect of the same fiscal year to Patrick KOLLER, Chief Executive Officer.</p>
Multi-annual variable compensation	Not applicable	Not applicable	No multi-annual variable compensation
Exceptional compensation	Not applicable	Not applicable	No exceptional compensation
Not applicable			

(1) As the prior notice and the non solicitation covenant do not give rise to specific compensation, they are not mentioned in this table. For information, these mechanisms have not been implemented in 2022.

Governance and compensation

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Stock options, performance shares or any other long-term benefit	Options = not applicable Performance shares = €2,228,170 calculated on the maximum number of shares granted under Plan No. 14.	Options = not applicable Performance shares = not applicable	<p>No stock subscription or purchase options grant.</p> <p>The Compensation for 2022 is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.3 "Performance Shares" of the 2022 Universal Registration Document.</p> <p><u>Introductory information: Plan delivered in 2022 / Plan for which the performance assessment took place in 2022 / Plan for which the performance conditions are set by reference to the 2022 fiscal year:</u></p> <ul style="list-style-type: none"> ■ <u>Plan No. 10 awarded in 2018 (assessment of the performance conditions at December 31, 2020):</u> No shares will be delivered under this plan. Internal and external performance conditions, assessed at December 31, 2020, were not met. ■ <u>Plan No. 11 awarded in 2019 (assessment of performance conditions at December 31, 2021):</u> <ul style="list-style-type: none"> ■ the internal condition linked to the Group's net income (after tax) (weighting of 60%) was not achieved due in particular to the impact of the semiconductor crisis; ■ the internal condition related to gender balance within the category of "managers and professionals" was achieved at 115% (weighting of 10%); ■ the external condition linked to the earnings per share (weighting 30%) was not met. <p>The total achievement is therefore at 11.5%</p> ■ <u>One-off ESPI plan:</u> <p>the Annual Relative TSR condition, corresponding to half of the total allocation of the Chief Executive Officer, was not met for the first tranche.</p> <p><u>Plans awarded in 2022</u></p> <ul style="list-style-type: none"> ■ <u>Plan No. 14:</u> the Board meeting held on July 28, 2022, on the basis of the authorization from the General Meeting of June 1, 2022 (20th resolution), resolved to grant 169,830 shares to Patrick KOLLER subject to performance conditions (it being stipulated that, in the event of the achievement of the targets set, the number of shares to be delivered will be 130,640). These 169,830 shares correspond to 0.086% of the Company's capital stock at December 31, 2022.
	Other long-term benefits = not applicable	Other long-term benefits = not applicable	No other long-term benefits grant
Compensation as Board member	Not applicable	Not applicable	No compensation awarded as Board member
All benefits (including social protection)	€22,342 (of which €15,378 in accounting valuation)	€22,342 (of which €15,378 in accounting valuation)	The 2022 compensation is described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.8 "Benefits in kind and social protection" of the 2022 Universal Registration Document.
Termination payment	Not applicable	No payments during the fiscal year	<p>The 2022 compensation is described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.5 "Termination payment" of the 2022 Universal Registration Document.</p> <p>Patrick KOLLER benefits from a termination payment since July 25, 2016. This scheme, which was authorized for Patrick KOLLER, Chief Executive Officer, by the Board of Directors' decision of July 25, 2016 under the conditions set forth under Article L. 225-42-1 of the French Commercial Code (now repealed), was approved by the General Meeting of May 30, 2017 (5th resolution). It was then adjusted by the Board of Directors on February 14, 2020 solely in order to align the calculation methods for the reference compensation with that of the non-compete clause, and approved in accordance with the law by the General Meeting of June 26, 2020 in the context of the 2020 vote on the compensation policy for the Chief Executive Officer (16th resolution). It has not been modified since that date.</p>

Components of compensation	Amounts granted in respect of the period just ended or accounting valuation	Amounts paid during the period just ended	Presentation
Non-competition indemnity	Not applicable	No payments during the period	The 2022 compensation is respectively described (i) in the 2022 and 2023 Compensation Policies and (ii) in Section 3.3.1.2.2.6 "Non-compete indemnity" of the 2022 Universal Registration Document. Patrick KOLLER has been bound by a non-compete covenant since February 14, 2020 and benefits from a related indemnity since June 26, 2020. The decision was taken by the Board of Directors on February 14, 2020 and approved in accordance with the law by the General Meeting of June 26, 2020 as part of the 2020 vote on the Chief Executive Officer's compensation policy (16 th resolution). The terms of this commitment remained unchanged in 2022.
Supplementary defined contribution pension scheme (Article 83 of the French General Tax Code) and supplementary defined benefits pension scheme (Article 39 of the French General Tax Code) Frozen supplementary pension schemes: Defined benefits pension scheme and specific pension scheme (Article 39 of the French General Tax Code).	Not applicable	No payments during the period	The 2022 compensation is respectively described (i) in the 2022 Compensation Policies described in the 2021 Universal Registration Document and (ii) in Section 3.3.1.2.2.4 "Pension schemes" of the 2022 Universal Registration Document. <ul style="list-style-type: none"> ■ <u>Defined contribution plan</u>: the amount of the pension is €4,675. ■ <u>Frozen defined benefits pension scheme</u>: in accordance with the provisions of the order of July 3, 2019, the potential rights acquired by Patrick KOLLER under the defined benefits pension scheme (Tranche C) which he had continued to benefit from after his appointment as Chief Executive Officer on July 1, 2016 were frozen (as a percentage) in the existing plan at December 31, 2019. The amount of the pension at December 31, 2022 was €23,713. The same applies to the additional defined benefits pension scheme (PAPP). The amount of the pension under this additional scheme was, at December 31, 2022, €258,761. These plans were authorized by a decision of the Board of Directors of July 25, 2016, and approved by the General Meeting of May 30, 2017 (5th ordinary resolution). ■ <u>Defined benefit plans of vesting rights</u>: the Chief Executive Officer benefits from a defined-benefit pension plan (Tranche C2) and an additional defined-benefit pension plan (PAPP2). The vesting of rights under these two plans is subject to the achievement of performance conditions. The performance conditions linked to (i) the rate of achievement of the annual variable compensation for the Tranche C2 pension plan and those linked to (ii) the Group's operating profit and the rate of achievement of the annual variable compensation for the pension plan PAPP2 have been reached, as a result, rights will be acquired for the financial year ended December 31, 2022. The amount of the pension under these schemes is therefore €18,034.

Compensation policy for corporate officers for 2023

The compensation policy described below is established in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code and takes into account the principles of the AFEP-MEDEF Code in its revised version of December 20, 2022.

The compensation policy for corporate officers is set by the Board of Directors, on the recommendation of the Compensation Committee, which at the date of this Notice of meeting is composed solely of independent directors (excluding the Board member representing employees).

In the context of a competitive and globalized market, the Board of Directors ensures the competitiveness of the compensation offered and relies for this purpose on the performance of comparative studies, notably conducted by specialized external consultants. The Board of Directors seeks, as far as possible, to align the structure of the Chief Executive Officer's compensation with that of the Executive Committee members and of the Group Leadership Committee members.

Finally, the Board of Directors pays close attention to the transparency of information relating to the structure and description of the rules provided in the compensation policy.

COMPENSATION POLICY FOR BOARD MEMBERS

The General Meeting sets the maximum total annual amount that may be allocated to Board members on the proposal of the Board of Directors.

To determine the level of the annual fixed amount requested at the General Meeting, the Board of Directors performs market analysis and benchmarks on the compensation of Board members in comparable companies in France and Europe and takes into account the compensation forecast, anticipated changes in the composition of the Board of Directors and any special events (establishment of an ad hoc Committee, etc.). The benchmark assessment also applies to the determination of the distribution methods and its implementation.

The Board of Directors ensures that the amount of compensation proposed to the General Meeting reflects the level of responsibility assumed by the Board members and the time they need to devote to their duties.

The Board of Directors, on the proposal of the Compensation Committee and in accordance with the principles below, allocates the amount of this maximum annual budget among the Board members as follows:

- a fixed portion, in consideration of their duties as a Board member and, where applicable, as a member or Chairman of a Committee, it being specified that this portion is prorated for the members who joined or left the Board of Directors (or if applicable, a Committee) during the year; and

- a predominant variable part based on their actual attendance at meetings of the Board and, where applicable, of the Committee(s) of which they are members.

Board members not residing in France receive an additional amount intended to take into account geographic distance for any physical attendance at a meeting of the Board of Directors (it being specified that this amount may be exceptionally awarded to Board members residing in France when a meeting takes place abroad). When the Board members attend a meeting of the Board of Directors by videoconference or conference call, this additional amount is not paid.

The rules for the distribution of Board members' compensation may also apply to any ad hoc committee of Board members that may be established to respond to any subject that the Board of Directors considers useful or necessary to follow up on or develop further in the exercise of its missions. The same applies to any seminar which would be organized by the Board of Directors.

Board members representing employees receive compensation under the same conditions and according to the same terms as any other Board member, it being specified that they also receive compensation under their employment contract within the Faurecia group.

In accordance with best governance practices, executive and non-executive corporate officers do not receive compensation for their duties of Board member of Faurecia.

In the event that the maximum amount of the annual fixed amount allocated by the General Meeting is exceeded, provision has been made to apply a reduction coefficient to the amount received by the Board members calculated as follows: (compensation owed to a Board member/total amount of compensation owed) x maximum amount of the fixed annual amount approved by the General Meeting.

In the event of a decision by the Board of Directors to entrust any Board member with a specific task or assignment, he may receive exceptional compensation whose amount will be proportionate to this task or assignment and in accordance with market practices.

Finally, each Board member is entitled to reimbursement, upon presentation of supporting documentation, for traveling expenses incurred by him in the exercise of his duties, within the limits of the ceilings stated by the applicable company policy.

COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors ensures that the compensation of the Chairman of the Board of Directors is adapted to the missions entrusted to him, consistent with best market practices and aligned with the interests of all stakeholders in the Company's business.

The compensation of the Chairman of the Board of Directors is made up of fixed compensation and benefits in kind, to the exclusion of any other compensation components.

FIXED COMPENSATION

The fixed annual compensation is the only component of compensation of the Chairman of the Board of Directors, excluding any other compensation (except for benefits in kind and social protection).

The fixed compensation of the Chairman of the Board of Directors is intended to compensate for the responsibilities and duties attached to this corporate office. The determination of the amount of that compensation also takes

into account the skills and experiences of the beneficiary and is based on a comparative study issued by an external consultant on the basis of a sample of French listed companies with a separate governance structure.

The Board of Directors has not set any rules regarding the frequency at which the fixed compensation of the Chairman of the Board of Directors is reviewed; however, it is understood that in practice the Board of Directors reviews this compensation regularly. A review may take place during the term of the corporate office in the event of evolution in the range of responsibilities of that function or of the Company or even in relation to market practices.

OTHER COMPONENTS OF COMPENSATION

The Chairman of the Board of Directors receives certain benefits in kind, as well as the medical/life/disability insurance plan set up within the Company.

COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER 2022

Pursuant to the recommendations of the AFEP-MEDEF Code, the principles and rules applicable to the determination of the Chief Executive Officer's compensation are approved by the Board of Directors on the proposal of the Compensation Committee.

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and the context in which it operates while ensuring that the compensation of the Chief Executive Officer takes into account social responsibility and environmental (CSR) issues, in particular those relating to carbon neutrality, a strategic priority for the Group.

It also ensures it is in accordance with its corporate interest and that its objective is to contribute to the business strategy and sustainability of the Company and to promote its performance and competitiveness over the medium and long terms.

These objectives are reflected in the determination of stable and long-term compensation structures adapted to the relevant corporate officers in accordance with market practices and, for the Chief Executive Officer, with a major portion of his compensation based on performance criteria related to the implementation of strategy the achievement of which benefits all stakeholders. These elements must also make it possible to attract and retain the Chief Executive Officer.

FIXED ANNUAL COMPENSATION

The purpose of the fixed compensation of the Chief Executive Officer is to compensate his or her responsibilities and duties. The amount of compensation is also set taking into account the beneficiary's skills and experience.

The Board of Directors has not set any rules regarding the frequency at which the fixed compensation of the Chief Executive Officer is reviewed; however, it is understood that in practice the Board of Directors reviews this compensation regularly.

The fixed compensation acts as a reference in determining the variable annual compensation percentage and for the valuation of performance shares.

VARIABLE ANNUAL COMPENSATION

The variable annual compensation is based on quantifiable criteria, which are predominant, and qualitative criteria, it being understood that the award of variable compensation subject to performance criteria is not reserved solely for the Chief Executive Officer. The choice of performance criteria, whether quantifiable or qualitative, is notably led by (i) the search for continuous improvement in the Company's financial and operational performance and (ii) the consideration of strategic aspects and corporate and social responsibility issues. In this way, they contribute to the compensation policy objectives. These criteria are regularly reviewed and may be modified from time to time in order to continue to fully meet the objectives of the compensation policy.

The Chief Executive Officer's variable compensation may range from 0% to 180% of his fixed annual compensation depending on the achievement of quantifiable criteria for 75% and individual criteria for 25%.

The Board of Directors sets every year one or several qualitative criteria, which number generally ranges from one to four. They cover strategic, business development and managerial objectives and/or objectives in line with the Group's values. A weighting is assigned to each, and they are related, where possible, to quantifiable indicators. Qualitative criteria may sometimes not be made public for confidentiality reasons. The achievement of the targets for these criteria are assessed annually by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of objective information mainly stemming from internal and external documents evidencing the potential achievement of these targets.

LONG-TERM COMPENSATION IN THE FORM OF PERFORMANCE SHARES

The maximum amount of performance share grants can represent no more than 250% of the fixed annual compensation of the Chief Executive Officer at the grant date.

The Company's performance share granting policy is based on long-term, simple and transparent principles. Therefore:

- performance share grants are subject to internal and external performance conditions as well as a presence condition applicable to all French and foreign plan beneficiaries⁽¹⁾;
- the vesting period applicable to the plans is four years as from their grant date for all French and foreign plan beneficiaries; the plans include no holding period. It is, however, stated that the Chief Executive Officer must hold a minimum of 30% of the shares acquired from each plan. This threshold requirement ceases to apply when the Chief Executive Officer holds a number of shares corresponding to three years of base gross compensation, factoring in all the previously established plans, and becomes applicable again if the Chief Executive Officer no longer holds the number of target shares corresponding to this level of base gross compensation;
- the number of shares attributable under each plan is determined using an external benchmark. In any event, the final grant is dependent on the achievement of performance and attendance conditions.

The fulfillment of these conditions is assessed by the Board of Directors, on the proposal of the Compensation Committee.

The Chief Executive Officer makes a formal commitment not to hedge risks on performance shares granted to him.

Share-based compensation, which is based on both internal and external performance conditions, enables to strengthen the Chief Executive Officer's loyalty and to focus his actions on the long term while at the same time aligning his interests with the interests of the Company and its shareholders. It thus contributes to the compensation policy objectives.

The Company's long-term compensation practices are reexamined on a regular basis to ensure their compliance with best market practices.

PENSION SCHEMES

The Chief Executive Officer benefits from the same pension scheme as the one provided for the other members of the Group's Executive Committee with a French contract.

This plan includes a supplementary defined contributions pension scheme, which benefits to all Group's executives in France, and a supplementary defined benefits pension scheme.

Supplementary defined contributions pension scheme

The Chief Executive Officer is a beneficiary of the defined contribution pension scheme (Article 83 of the French General Tax Code), open to all Group executives in France with at least one year's seniority at the time of retirement.

Supplementary defined-benefits pension scheme (Article L. 137-11-2 of the French Social Security Code) subject to performance conditions

Faurecia has set up a grandfathering pension plan that complies with the new legal requirements set out in Article L. 137-11-2 of the French Social Security Code that has the following characteristics:

1/ New "Performance Additive Pension Plan 2" (PAPP 2):

- eligibility conditions and other conditions for entitlement:
 - being a member of Faurecia's Executive Committee,
 - with a current or suspended employment contract or a corporate office in France,
 - rights definitively vested after three years on Faurecia's Executive Committee;
- reference salary equal to the gross salary (base and variable, excluding exceptional items) received during the year of membership of the Executive Committee;
- rate of vesting: 0% to 3% of the annual reference salary depending on the achievement of performance conditions;
- enhanced performance conditions conditioning the vesting of rights and under which, below a minimum target, no vested rights may be granted.

If the level of achievement of one of the performance conditions is lower than 75%, no right can be granted for the given year;

- cap on rights acquired under the plan covered by Article L. 137-11-2: 30 points;
- furthermore, given that the current Chief Executive Officer may be the beneficiary of rights provided by other supplementary plans offered by the Group (including the defined-benefit pension scheme and the PAPP 1), the aggregate amount of rights under these plans and the plans governed by Article L. 137-11-2 of the French Social Security Code in force within Faurecia are capped as follows:
 - the sum of pensions under the new scheme and other supplementary plans offered by the Group (including the PAPP) is limited to eight times the Annual Social Security ceilings (€351,936 in 2023),
 - the sum of the rights acquired under the new scheme and the other supplementary schemes provided by the Group (including the PAPP), may not exceed 25% of the average annual reference compensation received during the last three calendar years preceding the date of cessation of activity or the departure from the Executive Committee if this is earlier,

(1) Presence condition with the usual exceptions.

- the annual amount of the total retirement pensions paid under the compulsory plans (basic state plan and supplementary AGIRC-ARRCO plan) and Faurecia group's specific plans may not exceed 45% of the average annual gross reference salary received during the last three calendar years preceding the date of the cessation of activity or the departure from the Executive Committee, whichever occurs earlier.

If one of these ceilings is exceeded, rights under the conditional pension scheme PAPP 1 will be reduced by the same amount so that the cumulative amount of pensions does not exceed one of the ceilings described above. However, the application of these ceilings may not, under any circumstances, reduce the rights vested after January 1, 2020 under the PAPP 2 plan;

- Financing outsourced to an insurance company, to which contributions will be paid annually.
- 2/ The Chief Executive Officer is also eligible for the defined-benefit plan applicable to all employees contributing to tranche C with a cash compensation greater than or equal to €175,968 (Tranche C), the main characteristics of which are as follows: future entitlements are acquired immediately, on the basis of the annual reference salary, which is equal to the portion of the gross annual compensation between 4 and 8 multiples of PASS.

It is specified that for the Chief Executive Officer and in accordance with the provisions of Article L. 137-11-2 of the French Social Security Code, the annual vesting of rights is subject to the achievement of a performance condition linked to the level of achievement of the variable annual compensation (FVC) targets.

Termination payment

The Board of Directors may decide to grant the Chief Executive Officer a termination payment subject to performance conditions and dependent on conditions compliant with the AFEP-MEDEF Code.

Non-compete, non-solicitation, non-poaching and prior notice covenants

Given the nature of the Chief Executive Officer's duties and the responsibilities entrusted to him and for the sole purpose of protecting the Company's legitimate interests, a non-compete covenant may be put in place for the Chief Executive Officer in the following conditions.

Benefits in kind, social protection and other compensation items

The Chief Executive Officer is eligible for a company car.

It is also stipulated that he benefits from the medical/life/disability insurance scheme established within the Company.

He does not receive any compensation for his office as a member of the Board of Directors of Faurecia.

POTENTIAL CHANGE OF GOVERNANCE AND CIRCUMSTANCES

Change of governance

To the extent a new Chairman of the Board of Directors (separate from the CEO) or a new Board member is appointed, the compensation policies for the Chairman of the Board of Directors and the Board members, respectively, described above would apply to them.

To the extent a new Chief Executive Officer or one or more Deputy Chief Executive Officers would be appointed, the compensation policy for the Chief Executive Officer as described above would apply to them. The Board of Directors, on the recommendation of the Compensation Committee, would then, by adapting them to the parties concerned, set the amount of the fixed annual compensation, as well as the other components of the compensation, in particular the objectives, performance levels, parameters, structure and maximum percentages, in relation to their fixed annual compensation.

Exceptional exemption from the compensation policy

In accordance with Article L. 22-10-8 III paragraph 2 of the French Commercial Code, in the event of exceptional circumstances, the Board of Directors may waive the application of the compensation policy if this exemption is temporary, in accordance with the Company's interest and necessary to guarantee the sustainability or viability of the Company.

This option can only be used by the Board of Directors, upon proposal from the Compensation Committee, in the event of exceptional circumstances resulting from an unexpected change in the competitive environment, a significant change in the Group's scope following a merger or sale, the acquisition or creation of a significant new business activity or the suppression of a significant business activity, a change in accounting method or a major event affecting the markets and/or the Group's business sector.

This exemption makes it possible to adjust the variable compensation (annual and long-term) (as well as the performance conditions relating to the supplementary defined-benefit pension) of the Chief Executive Officer. Exceptionally, this adjustment may affect, both upward and downward, one or several criteria (including adding or substituting new criteria) and/or their respective weighting and/or objectives of the criteria of the Chief Executive Officer's variable compensation (annual and long-term) so as to make sure this compensation reflects both the Chief Executive Officer's and the Group's performance.

Any decision on derogation must be temporary and duly motivated. It will necessarily have to maintain the alignment of the interests of shareholders and of the management.

Request for documents and additional information

(Articles R. 225-81 et R. 225-83 of the French Commercial Code)



This request is to be sent by 25 May 2023 at the latest to:

Uptevia - Service Assemblées Générales
12 place des Etats-Unis
CS 40083
92549 Montrouge Cedex - France

Or to the following e-mail address: ct-mandataires-assemblees@uptevia.com

I, the undersigned: Mr. Ms.

Last name:

First name(s):

Postal address:

Zip code: City:

E-mail address:

to be sent - to my postal: Yes No

- to my e-mail address: Yes No

Request the documents and information relating to the **Combined General Meeting of 30 May 2023**, as specified in Articles R. 225-81 et R. 225-83 of the French Commercial Code.

Signed in:, on: 2023

Signature

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

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





This document is printed in France by an Imprim'Vert certified printer on FSC certified recycled paper produced from sustainably managed forest.

FORVIA

• faurecia

Faurecia

Société européenne with a share capital of €1,379,625,380

Headquarters: 23-27 avenue des Champs Pierreux

92000 Nanterre – France

542 005 376 R.C.S. Nanterre

www.faurecia.com

www.forvia.com