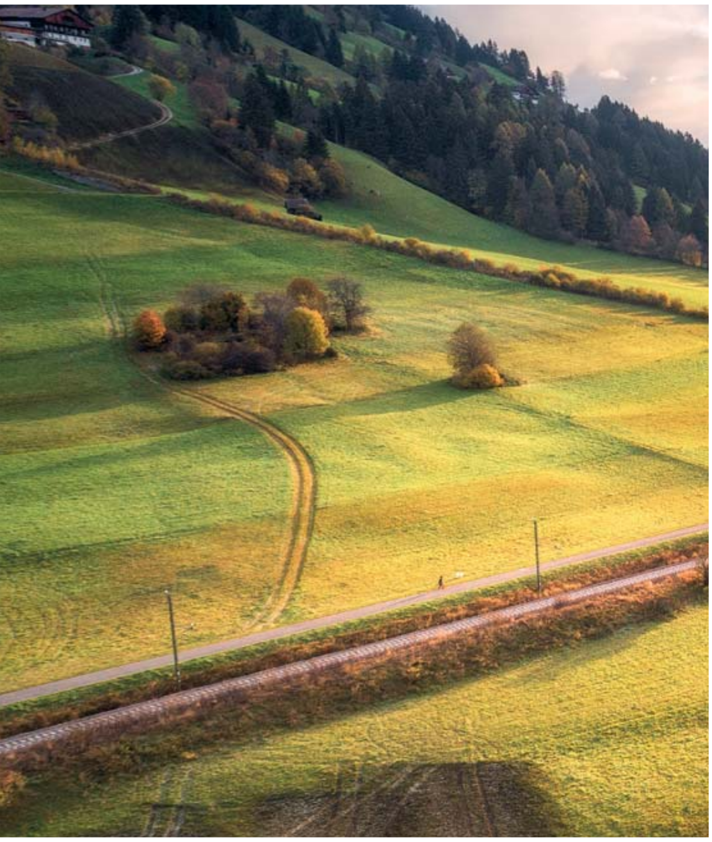


Convening notice

Combined shareholders' meeting

Monday, May 31, 2021, at 2:00 pm,
behind closed doors
at the registered office of FAURECIA
23-27, avenue des Champs Pierreux
92000 Nanterre

faurecia
inspiring mobility

Contents

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

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 Monday May 31, 2021 at 2 p.m. at the registered office. Due to the sanitary context and the administrative measures currently in force, we have decided to hold our General Meeting behind closed doors to protect our shareholders' and employees' health and safety.

The General Meeting is an important moment of information and exchange with our shareholders presenting the Group's results, prospects, strategy and governance. This year's Meeting is also very special for us. We are indeed very pleased to welcome all the new shareholders coming from the distribution of Faurecia shares by Stellantis.

2020 was impacted by the Covid-19 pandemic. In this very difficult sanitary and economic context, the Group demonstrated its agility and resilience. Faurecia and its management team reacted at the first signs of the crisis by implementing a series of measures to protect employees and ensuring the Group's liquidity. During the second half of the year, we managed a very rapid ramp-up of production while remaining vigilant to the evolution of the pandemic.

2021 represents an important milestone in the Group's history. The shareholders of Stellantis approved the distribution of the shares held in the Company on March 8, 2021, which became effective on March 22. This distribution increases the Group's free float to 85%, improves its capital market profile and allows it to reaffirm its business strategy as an independent company. In this context, the composition of the Board of Directors was adapted and its independence strengthened.

Despite the absence of physical attendance to the General Meeting due to the sanitary crisis, we have taken all the necessary steps to organize the Meeting under the best possible conditions. In this respect, and to facilitate the exercise of your most fundamental shareholder right, your right to vote, we have renewed the possibility of voting, prior to the Meeting, by internet via the secure VOTACCESS platform. This comes in addition to the other procedures detailed in this brochure. In order to promote shareholder dialogue, a solution giving shareholders the possibility to ask questions in addition to the legal provisions framing written questions will be put in place.

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

On behalf of the Board of Directors, I thank you for the confidence you have shown in our Group, particularly at the beginning of this new page in our history.

Michel de Rosen
Chairman of the Board of Directors

How to attend the General Meeting?

Warning

Due the sanitary crisis and in accordance with the provisions of Decree No. 2021-255 of March 9, 2021 extending the period of application of Order No. 2020-321 of March 25, 2020, as amended, adapting the rules for meetings and deliberations of the general meetings and governing bodies of legal entities and entities without legal personality under private law due to the Covid-19 epidemic, this Meeting will be held behind closed doors, without the physical presence of the shareholders and other persons entitled to attend.

In this context, voting modalities have been adapted : no admission card will be issued and shareholders are invited to exercise their voting rights prior to the meeting under the conditions described below. The shareholders are highly encouraged to prioritize electronic voting.

Since the General Meeting will be held without the physical presence of the shareholders, these latter will not be able to physically ask questions, nor amend resolutions or propose new resolutions during the meeting. However, shareholders may ask written questions under the conditions set forth in Section "5) Written questions" below. The Company will also specify, on the webpage dedicated to the 2021 General Meeting on the Company's website, the terms under which shareholders will be able to ask questions in addition to the legal provisions framing written questions.

Shareholders are also invited to regularly view the section dedicated to the 2021 General Meeting on the Company's website (www.faurecia.com).

The General Meeting will be broadcast live and on replay on the Company's website (www.faurecia.com).

Ways to participate in the General Meeting without the physical attendance of the shareholders

As the General Meeting of May 31, 2021 will be held without the physical presence of the shareholders and of other persons entitled to attend, no admission card will be issued for this General Meeting.

Consequently, shareholders will not be able to physically attend the General Meeting, nor will they be able to be physically represented by a third party. Shareholders are therefore invited to vote by mail or give a proxy to the Chairman of the General Meeting or to any third party or legal entity of their choice according to the terms set forth in Article L. 225-106-1 of the French Code of commerce.

As a preliminary reminder, 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.

1) Who may attend the 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 on the second business day preceding the General Meeting, i.e. May 27, 2021 at 0:00, Paris time:

- either in the registered share accounts held on behalf of the Company by CACEIS Corporate Trust; or
- in the bearer share accounts held by the authorized intermediary. This registration must be evidenced by an attendance certificate issued by the authorized intermediary and attached to the mail voting or proxy form.

2) Vote by mail and proxy vote by postal service

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 the convening notice "How to complete the mail or proxy vote form (by postal service)", by checking the corresponding box:

- for registered shareholders: proxy and mail voting forms are automatically sent to pure or administered registered shareholders by postal service;
- for holders of bearer shares: proxy and mail voting forms will be sent on written request received by CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle – 92 130 Issy-les-Moulineaux, France, no later than six days before the date of the Meeting.

For any proxy, the shareholder shall send CACEIS Corporate Trust a written and signed proxy, in particular using the form attached to this notice, indicating his/her last name, first name and address and, if appointing any individual or legal entity of his/her choice as his/her proxy, the last name, first name and address of that proxy, accompanied by a photocopy of your identity document and that of his/her proxy.

For mail votes: to be recorded, the duly completed and signed form should be returned to CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle – 92 130 Issy-les-Moulineaux, France, and effectively received no later than three days before the date of the Meeting, i.e., by the end of the day on May 28, 2021.

For proxies: only duly filled, signed and received notifications to appoint or revoke proxies received by CACEIS Corporate Trust – Direction des Opérations - Assemblées Générales – 14, rue Rouget de Lisle -92 130 Issy-les-Moulineaux, France will be taken into account at the latest:

- three days before the date of the General Meeting, i.e. May 28, 2021, for instructions on proxies given to the Chairman of the Meeting (or without indication of proxy);
- four days before the date of the General Meeting, i.e. May 27, 2021, for proxies given to a nominated person. It should be underlined that the proxy holder must also send his/her instructions for the exercise of the proxies he/she holds to CACEIS Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com, in the form provided for in Article R. 225-76 of the French Code of commerce, no later than the fourth day preceding the date of the Meeting.

3) *Vote by mail and proxy vote through electronic means*

Shareholders are strongly encouraged to vote electronically.

Shareholders may send their instructions to vote, appoint or revoke a proxy by internet before the General Meeting, on the VOTACCESS website dedicated to the General Meeting, under the conditions described hereafter:

- **for registered shareholders (pure and administered)**: the registered shareholder may access the VOTACCESS site through the OLIS Shareholder site at https://www.nomi.olisnet.com:
  - pure registered shareholders should connect to the OLIS Shareholder site with their usual access codes,
  - administered registered shareholders should connect to the OLIS Shareholder with the internet access code set out in the voting form or in the electronic notice.

  After connecting to the OLIS Shareholder site, they should follow the instructions on the screen;
- **for bearer shareholders:** it is the responsibility of bearer shareholders to inquire whether their account holding institution is connected to the VOTACCESS website and, if so, to read the conditions of use of the VOTACCESS website:
  - if the shareholder's account holding institution is connected to the VOTACCESS website, the shareholder should identify himself/herself on the internet portal of his/her account holding institution with his/her usual access codes. He/she should then follow the instructions on the screen to access the VOTACCESS site and vote or appoint or revoke a proxy. Only bearer shareholders whose account holding institution has access to the VOTACCESS site may vote (or appoint or revoke a proxy) online,
  - if the shareholder's account holding institution is not connected to the VOTACCESS site, the notice of the appointment and revocation of a proxy may nevertheless be completed electronically in accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Code of commerce by sending an email to the following address: ct-mandataires-assemblees@caceis.com. This email must include as an attachment a scanned copy of the proxy voting form specifying the last name, first name, address and full bank references of the shareholder as well as the last name, first name and address of the appointed or revoked proxy, together with the attendance certificate issued by the authorized intermediary.

It is specified that:

- the option for mail voting, or giving notice of appointments or revocations of proxies to the Chairman (or without indication of a proxy) will end the day before the General Meeting at 3:00 pm, Paris time;
- the option of giving notice of appointments or revocations of proxies to a nominated person will end on the fourth day preceding the date of the General Meeting, i.e. May 27, 2021. It should be underlined that the proxy holder must also send his/her instructions for the exercise of the proxies he/she holds to CACEIS Corporate Trust at the following e-mail address: ct-mandataires-assemblees@caceis.com, in the form provided for in Article R. 225-76 of the French Code of commerce, no later than the fourth day preceding the date of the Meeting.

The VOTACCESS site for the General Meeting on May 31, 2021 will be open as of May 10, 2021.

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.

A shareholder who has already cast a mail vote, sent a proxy or requested a certificate of attendance may choose another method of participation in the Meeting, provided that his or her new instruction to do so reaches the Company within a period of time that is compatible with each mode of participation and described in this notice. Previous instructions received will then be revoked.

4) Sale of shares

Shareholders who have already cast a vote by mail, 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 or before 0:00 (Paris time) on May 27, 2021, 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 on or before 0:00 (Paris time), regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company.

5) Written questions

Each shareholder may ask the Company written questions. 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 acknowledgement of receipt or by e-mail to the following address: questions.ecrites@faurecia.com, and be received no later than the second business day prior to the date of the General Meeting, i.e. May 27, 2021. They must compulsorily be accompanied by a certificate of account registration.

Please note that only written questions may be sent to the e-mail address: questions.ecrites@faurecia.com; all other requests or notifications relating to other matters will not be taken into account or processed.

All written questions and answers brought will be published in the question and answer section of the website www.faurecia.com, at the latest, by the end of the fifth business day after the Meeting.

The Company will also indicate, on the section dedicated to the 2021 General Meeting on its website, the modalities for shareholders to ask questions in addition to the legal provisions framing written questions.

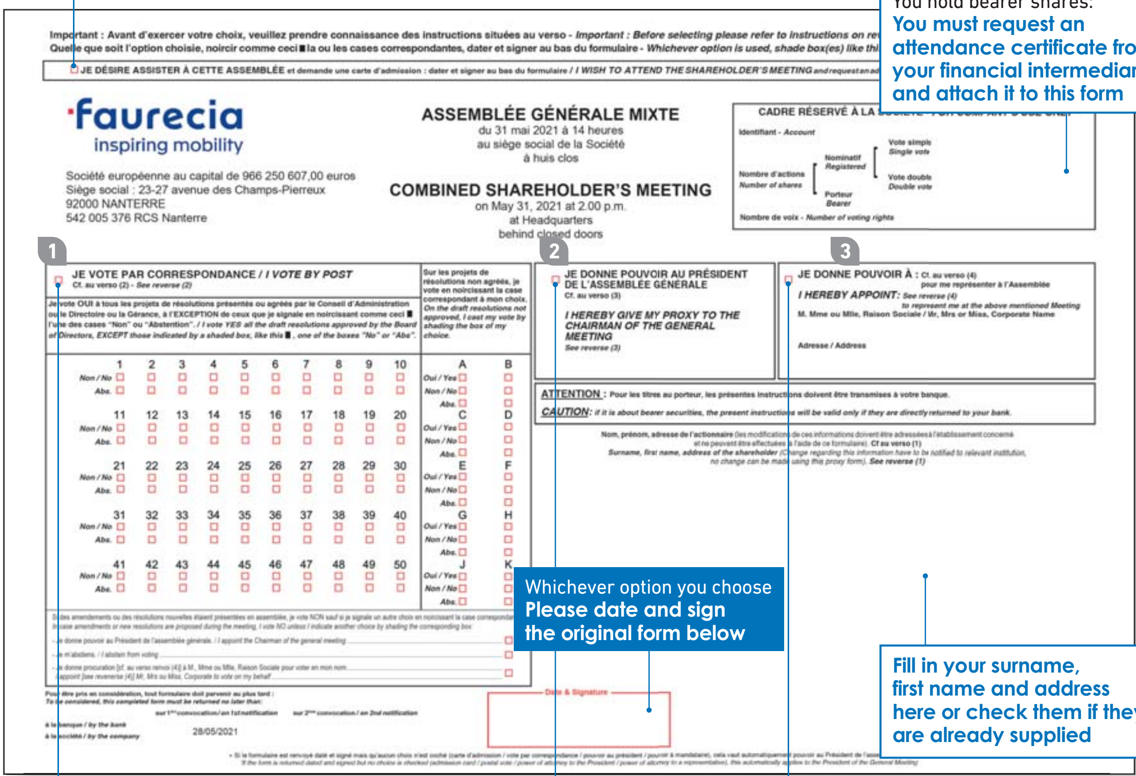
How to complete the mail and proxy vote form (by postal service)?

Important: to be taken into account, the duly completed and signed form must reach CACEIS Corporate Trust - Direction des opérations - Assemblées Générales, 14, rue Rouget de Lisle – 92130 Issy-les-Moulineaux, no later than May 28, 2021, except for proxies given to nominated persons for which this deadline is May 27, 2021.

This option is not applicable in the event of a behind closed doors meeting

You wish to vote by mail or be represented at the Meeting:
Tick one of the three boxes 1,2 or 3 below

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



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

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

Sing-up for e-notice

Faurecia offers to holders of registered shares, for the forthcoming General Meetings, a new method to be convened: 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 OLIS Shareholder website: https://www.nomi.olisnet.com.

Summary of the situation of the Company during fiscal year 2020

1. Our business model for value creation

Resources

PEOPLE

- **114,000** employees: **103** nationalities in **35** countries
- **5 Faurecia University campuses**
- **79,000** employees connected to e-learning portal, including **45,000** operators connected in 2020

BUSINESS

- **€1,187m** gross R&D expenditure
- Global **innovation ecosystem**
- **219** programs launched in **23** countries and **145** plants

PLANET

- **€13.5m** invested in environmental protection
- **79%** ISO 14001 certified sites

Strategy & operational model

inspiring mobility

2 priorities

Cockpit of the Future

Solutions for a connected, personalized and predictive Cockpit

Sustainable Mobility

Solutions for ultra-low and zero emissions mobility

4 Business Groups

Seating

Interiors

Clarion Electronics

Clean mobility

Ambition

CO_2 neutral by 2030

Value created for stakeholders

Investment in innovation & strong ecosystem

Convictions and Values for sustainable performance

Operational excellence and Total Customer Satisfaction

PEOPLE

- **25.1%** female M&Ps in 2020, up from **24.4%** in 2019
- **19.2** hours training per employee in 2020
- **FR1t 1.60** accidents in 2020 down by 22% vs 2019

BUSINESS

- **621** first patent filings in 2020
- **87%** of Tier 1 suppliers CSR screened by Ecovadis
- Customer satisfaction: **4.2 stars** out of 5
- **40** customer recognition awards

PLANET

- Energy consumption: **120MWh/€m** sales of which 15% renewable energy
- Water consumption: **2.7 million m³** in 2020
- GHG emissions: **780,000** tons (scopes 1&2)

2020 REVENUES
€14,654m

Employees' salaries & social charges
€3,480m
23.8%

Dividend paid to minority interests
€35m
0.2%

Banks finance costs
€186m
1.3%

States / communities taxes
€179m
1.2%

Suppliers purchases & other external costs
€10,191m
69.5%

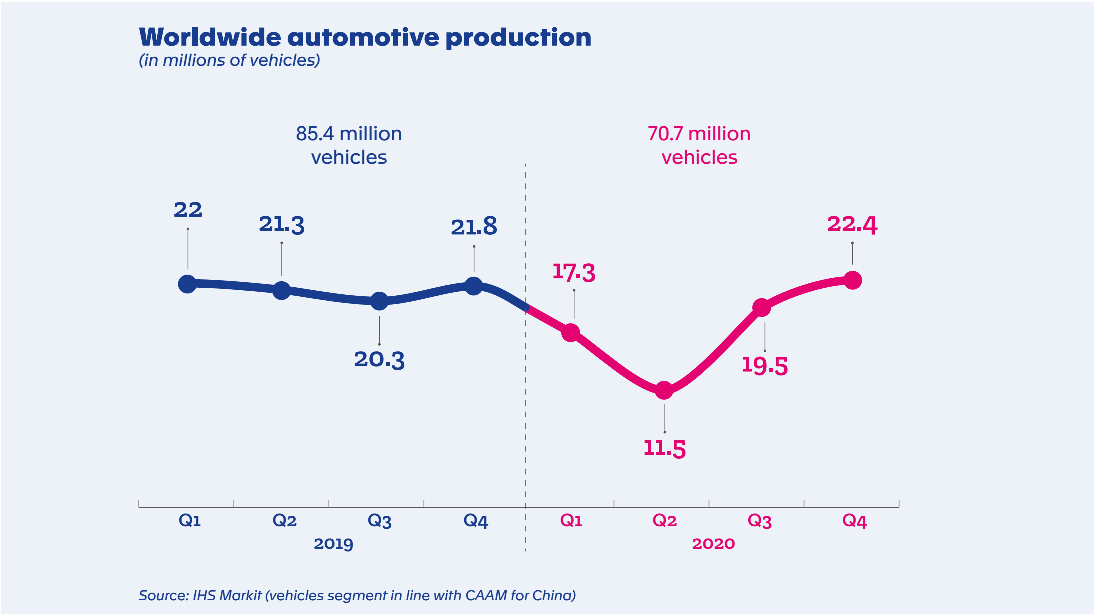
Ability to finance future growth

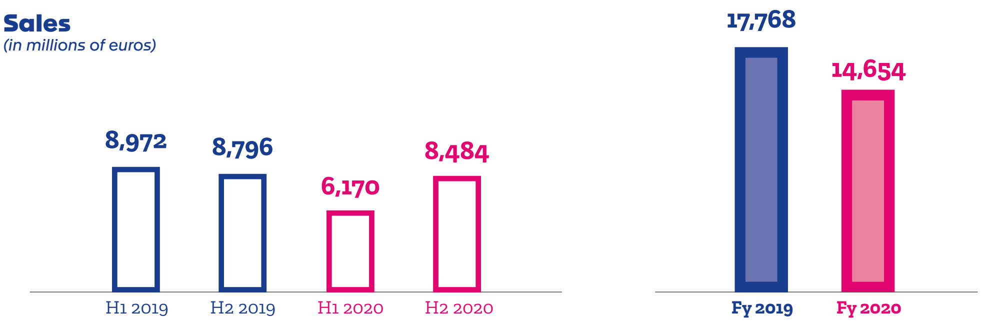
€479m
3.3%
Investments in fixed assets

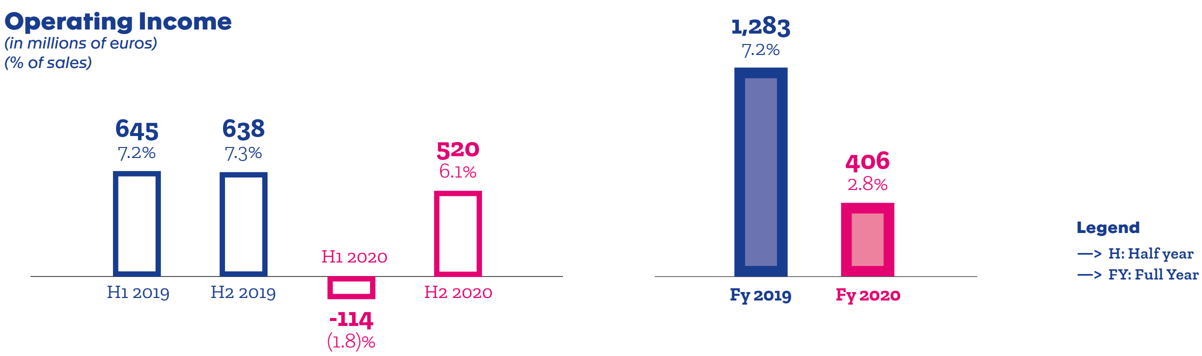
€1,187m
8.1%
Gross R&D expenditure

€345m
2.4%
Investments in acquisitions

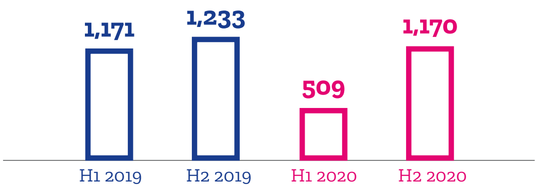
2. Financial and extra-financial performance (key figures)

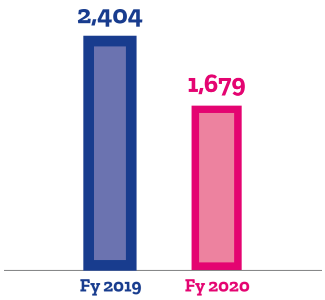




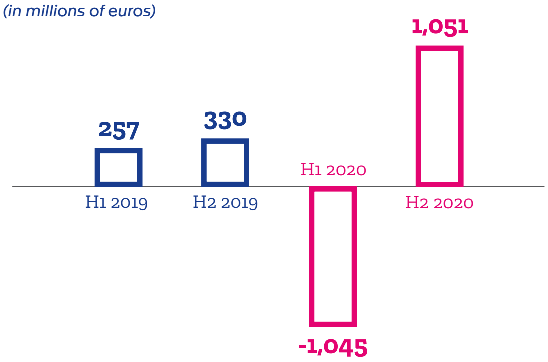


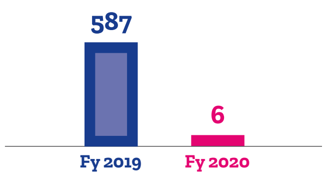
EBITDA
(in millions of euros)



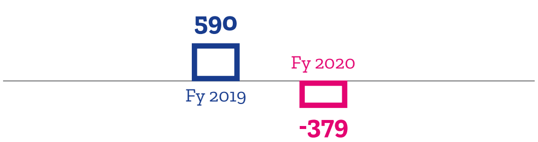


Net Cash Flow
(in millions of euros)

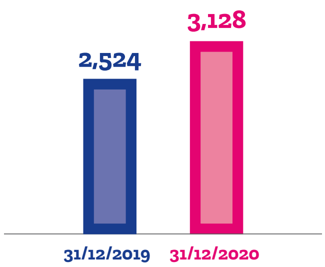




Net Income Group Share
(in millions of euros)



Net Debt at year-end
(in millions of euros)



2.1. Sales by Business Group and by region

Clean Mobility

Innovative solutions to drive mobility & industry toward zero emissions

- Ultra-low emissions solutions
- Commercial vehicles and Industry
- Zero-emission hydrogen solutions

Seating

Technologies for a safe, smart & comfortable onboard experience

- Seat structure systems
- Complete seats
- Covers and foam solutions

Interiors

Full interior systems with premium quality integration

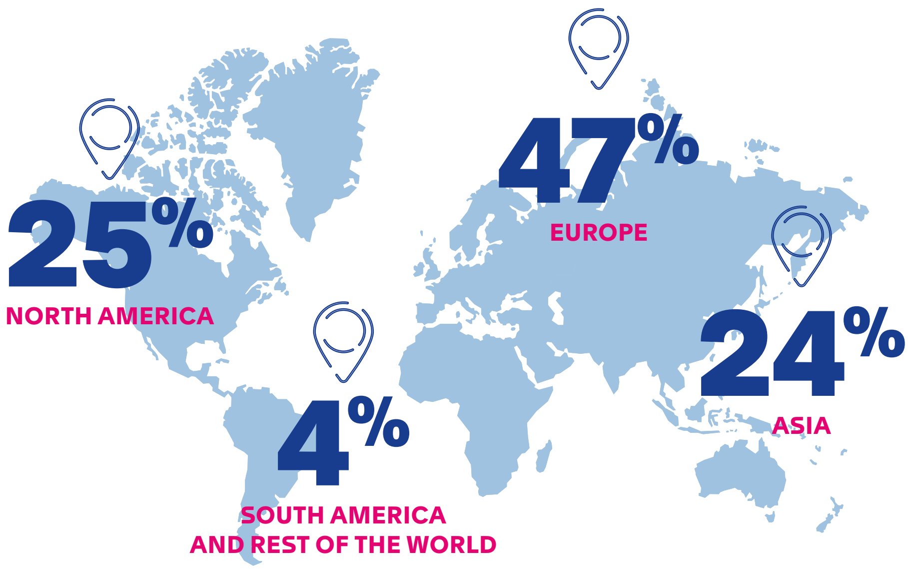
- Instrument panels
- Door panels
- Center consoles
- Sustainable & smart materials
- Interior modules

Clarion Electronics

Electronics, software & Artificial Intelligence for personalized user experiences

- Cockpit electronics
- Display technologies
- Advanced Driver Assistance Systems

Sales by region



2.2. 2020 CSR indicators and roadmap

Based on its six Convictions for sustainable development, specific action plans and a roadmap for 2025 have been developed.

RESPECT FOR THE PLANET

GHG EMISSIONS INTENSITY

47 tons CO_2
equivalent /€m sales (scopes 1 & 2)

ENERGY INTENSITY

120MWh/€m
sales of which 15% renewable energy

WASTE TREATMENT INTENSITY

13.5 tons
waste/€m sales

79%
of sites certified ISO 14001

€13.5m
invested in environmental protection of which 67% for energy efficiency

RESPONSIBLE EMPLOYER

SAFETY AT WORK

1.60
FR1t accidents (number of accidents per million hours worked without day lost) in 2020 down by 22% over previous year

DIVERSITY & INCLUSION

25.1%
female Managers & Professionals in 2020, up from 24.4% in 2019

34%
of Managers & Professionals non-European

EMPLOYEE SATISFACTION

76
points engagement up 12 points compared to 2019

EMPLOYABILITY

19.2
hours training per employee

LOCAL COMMUNITIES

3
projects supported by the Faurecia Foundation in 2020

FAURECIA FOUNDATION

RESPONSIBLE BUSINESS PRACTICES

SUPPLIERS

87%
of Tier-1 suppliers CSR screened by Ecovadis up from 80% in 2019

CUSTOMER SATISFACTION

4.2 ★★★★☆
stars out of 5 up from 4.0 in 2019

BUSINESS ETHICS

95%
managers & professionals trained on Code of Ethics

A clear sustainability for 2025/2030

- **CO_2 neutral in operations**
  CO_2 neutral for scopes 1 & 2 by 2025
- **Eco design in products**
  CO_2 neutral for controlled emissions scope 3 by 2030
- **Investment for sustainable technologies**
  €1.1bn cumulated 2021 2025

- **Safety as 1 st priority**
  FR1t **<1.2** by 2025
- **Diversity & inclusive culture**
  30% of female Managers & Professionals (M&Ps) by 2025
- **Learning ambition**
  25h/year/employee by 2025

- **Business ethics**
  100% of employees trained on the Code of Ethics in 2025
- **Responsible supply chain**
  >90% of suppliers assessed by Ecovadis by 2025

3. Full-year 2020 results [1]

Strong impact of Covid-19 in H1 but gradual recovery in H2

The first half of the year was strongly impacted by the globalization of Covid-19 that heavily impacted the automotive industry and all sectors of the economy.

Temporary shutdown of most of its customers' production sites forced Faurecia to stop production in a large number of its sites during the period.

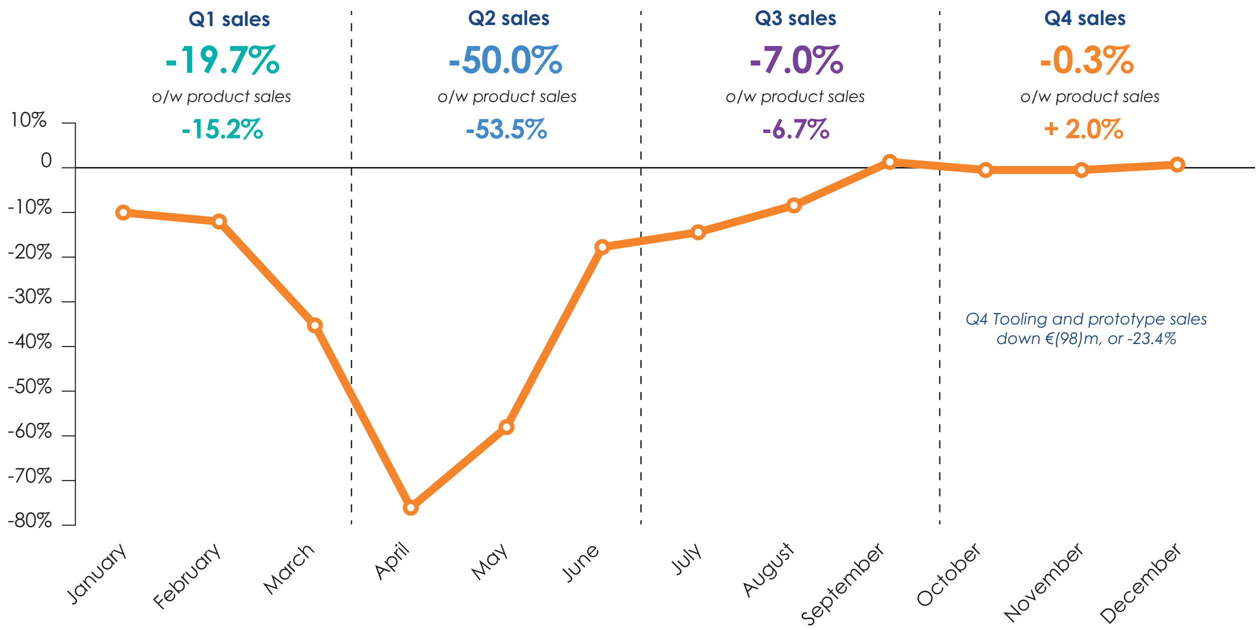
In the first quarter of the year, worldwide automotive production fell by 22% to 17.2 million vehicles, mostly impacted by China, and in the second quarter it fell by 46% to 11.5 million vehicles, mostly impacted by Europe and North America, while China was restarting.

In this unprecedented context, Faurecia proved very agile and immediately implemented a strong action plan to react to the crisis with three priorities:

- the first priority was the health and safety of all employees as well as the creation of the right conditions for a safe restart of production, both managed through the very effective "Safer and Stronger Together" protocol and the in-house production of personal protective equipment;
- the second priority was the close management of the Group's liquidity and the protection of a sound financial structure, which helped facing the low point at June 30 and recover financial flexibility at year-end;
- the third priority was to deploy quick actions to further improve the Group's resilience, which allowed maintaining a strong operating leverage throughout the fiscal year and reduce breakeven of operations.

As from the third quarter, worldwide automotive production started to recover and worldwide automotive production in the quarter was only 3.7% down vs. the third quarter of 2019 (19.5 million vehicles), while in the fourth quarter it was even up 2.9% vs. the last quarter of 2019 (22.4 million vehicles).

The graph below shows Faurecia's organic sales evolution by quarter:



Faurecia's sales evolution reflects that of worldwide automotive production by quarter. It is worth mentioning that Group product sales (i.e. excluding tooling and prototype sales) increased by 2% in Q4 2020 on an organic basis.

(1) *Extract of the press release published on February 22, 2021, the entire press release (notably including the details of sales and profitability by business group and by region, as well as the definitions of terms used) being available on the Company's website www.faurecia.com*

New record order intake of €26 billion despite the context

Despite the Covid-19 context, Faurecia continued to increase customer satisfaction, thanks to its Total Customer Satisfaction program, and has experienced a record year in terms of order intake.

A new record intake of €26 billion in 2020 leads to a combined amount of €72 billion over the last three years (2018-2020), representing continued market share gains and securing future profitable growth prospects.

New business awards, with high profitability, including:

- €2.5 billion for Clarion Electronics, significantly higher than the €2.1 billion initially targeted, thus demonstrating the strong potential for this Business Group;
- 20% for China, reflecting continued strong growth potential of the Chinese market.

Other key 2020 achievements

In 2020, Faurecia continued to deploy its strategy. Its main achievements of the year comprise:

- successful integration of SAS Interior Modules: SAS Interior Modules (now 100%-owned by Faurecia) has been integrated and consolidated since January 30, 2020 within the Interiors Business Group;
- acquisition of IRYStec: the Canadian start-up has developed the world's first software platform using perception and physiology to optimize the user experience of display systems and thus user experience while saving energy. This technology is already in serial production on several Daimler vehicles;
- new joint ventures with Xuyang and BAIC in China: the JV with Xuyang marks another milestone in the production, assembly and sales of automotive display products, as well as relevant after-sales services for OEMs, while the JV with BAIC further strengthens Faurecia's Seating operations with Hyundai-Kia and Daimler globally as well as BAIC own brands in China (the joint venture employs 450 people and operates four plants in Beijing, Chongqing, Huanghua and Xiangtan);
- acceleration of hydrogen mobility solutions with, in particular, the creation of a global center of expertise for Hydrogen Storage Systems in Bavans (France) and, in early 2021, the acquisition of CLD, one of China's largest high-pressure tank manufacturers.

Faurecia also accelerated its carbon neutrality program and sustainability initiatives:

- Faurecia's Carbon Neutrality program received the approval of SBTi;
- a partnership was signed with Schneider Electric to support the Group's commitment to reach CO_2 neutrality on scopes 1 & 2 by 2025;
- Faurecia's sustainable purchasing strategy was recognized by EcoVadis;
- Faurecia ranked 42nd in the Wall Street Journal 100 World's Most Sustainably Managed Companies.

Another priority for Faurecia is to enhance gender diversity, targeting 30% female managers and professionals and 24% of females in the top 300 by 2025.

In addition, Faurecia's commitment to employee engagement and talent development was strengthened through an increasingly robust learning organization to support its transformation and the decision to maintain 1,000 young graduates/VIEs and apprentices in France, among other initiatives. The latest Employee Engagement Survey showed a significant improvement of 12 points in rating to reach 76%.

Lastly, the Group launched the Faurecia Foundation to support initiatives on education, mobility and environment.

2020 sales and profitability at group level

The following table details sales and operating income in H1 2020, strongly impacted by the Covid-19 crisis and plant closures, and H2 2020, when volume started to recover.

(in € millions)	H1	H2	FY
2019 sales	**8,972**	**8,796**	**17,768**
Currency effect	(43)	(330)	(373)
% of sales	*-0.5%*	*-3.7%*	*-2.1%*
Organic	(3,176)	(307)	(3,483)
% of sales	*-35.4%*	*-3.5%*	*-19.6%*
Scope effect	417	324	741
% of sales	*4.6%*	*3.7%*	*4.2%*
2020 sales	**6,170**	**8,484**	**14,654**
Reported change in%	*-31.2%*	*-3.5%*	*-17.5%*
Reported change in value	(2,802)	(312)	(3,115)
Operating income 2019	**645**	**638**	**1,283**
% of sales	*7.2%*	*7.3%*	*7.2%*
Operating income 2020	**(114)**	**520**	**406**
% of sales	*-1.8%*	*6.1%*	*2.8%*

In H2:

- Sales amounted to €8,484 million, down 3.5% on a reported basis and on an organic basis, as positive scope effect of €324 million (+3.7%) offset negative currency effect of €307 million (-3.7%).
  - Currency negative effect in H2 increased vs. H1, mostly reflecting unfavorable impacts from the US dollar, the Brazilian real, the Turkish lira and the Chinese yuan.
  - Net positive scope effect reflected a positive contribution of six months from SAS (€367 million) and a negative of one month of Clarion (€43 million), which was consolidated for seven months in H2 2019 due to June catch-up.
  - On an organic basis, sales were down 3.5% in H2 vs. a drop of 0.3% in worldwide automotive production growth. Restated for the unfavorable geographic mix impact of c. -90bps, sales underperformed the market by 230bps, mostly reflecting lower performance of Interiors in Europe and Clean Mobility for commercial vehicles in Europe and North America.
- Operating income amounted to €520 million or 6.1% of sales, a dramatic recovery after a loss of -€114 million in H1.
  - It included a net charge of -€45 million due to one-offs, of which -€16 million due to Covid-19 related extra-costs and -€29 million due to Chinese OEMs.
  - Excluding these one-offs, operating margin represented 6.7% of sales.

In FY:

- Sales amounted to €14,654 million, down 17.5% on a reported basis and down 19.6% on an organic basis.
  - Currency negative effect amounted to €373 million or -2.1% of sales.
  - Positive scope effect amounted to €741 million or +4.2% and reflected a contribution of 11 months from SAS (€574 million) and a contribution of three months from Clarion (€167 million).
  - On an organic basis, sales were down 19.6% vs. a drop of 17.2% in worldwide automotive production growth. Adjusted for the unfavorable geographic mix impact of c. -250bps, Faurecia outperformed the market by 10bps (Europe and North America, regions the most impacted by the Covid crisis during the year, represented 74% of last year's Faurecia sales while they accounted for only 44% of worldwide automotive production).
- Operating income amounted to €406 million or 2.8% of sales, as the net effect of an operating loss in H1, strongly impacted by the Covid-19 crisis and plant closures, and a strong recovery in H2.
  - It included a net charge of -€65 million due to one-offs, of which -€30 million due to Covid-19 related extra-costs and -€35 million due to Chinese OEMs.
  - Excluding these one-offs, operating margin represented 3.2% of sales.
  - Operating leverage, calculated as the drop in operating income (excl. one-offs and scope effect & other) over the drop in sales at constant scope, was contained to 21% (see calculation in appendix).

Group operating income stood at €406 million, vs. €1,283 million in 2019.

- Amortization of intangible assets acquired in business combinations: net charge of €92 million vs. a net charge of €56 million in 2019; the increase mainly reflected Clarion Electronics for €53 million and SAS (11 months) for €26 million.
- Restructuring costs: net charge of €286 million vs. a net charge of €194 million in 2019; the increase reflected the measures taken to face the crisis. Restructuring costs should gradually reduce to reach c. €120 million in 2021 and a normalized level of 80 to €100 million as from 2022.
- Other non-recurring operating income and expenses: net profit of €9 million vs. a net charge of €20 million in 2019; they included:
  - a profit of €178 million due to the reevaluation of the initial 50% stake held in SAS;
  - a charge of €150 million due to goodwill impairment of Clarion Electronics.
- Net financial result: net charge of €223 million vs. a net charge of €219 million in 2019.
- Income tax: net charge of €123 million vs. a net charge of €167 million in 2019; it included a charge of €55 million due to taxation of strong results in China.
- Share of net income of associates: charge of €13 million vs. a profit of €38 million in 2019; 2019 included a positive contribution of €19 million from SAS, while 2020 included a negative contribution of €17 million from Symbio.

Net income before minority interests was a loss of €321 million vs. a profit of €665 million in 2019.

Minority interests amounted to €57 million vs. €75 million in 2019.

Net income (Group share) was a loss of €379 million vs. a profit of €590 million in 2019.

EBITDA stood at €1,679 million, vs. €2,404 million in 2019 reflected the drop of €877 million in operating income, mitigated by higher depreciation and amortization. In H2 2020, EBITDA margin represented 13.8% of sales compared to an EBITDA margin of 13.5% in the full-year 2019.

- Capital expenditure was contained to an outflow of €479 million vs. an outflow of €685 million in 2019. In 2021, capital expenditure should be below €600 million.
- Capitalized R&D was an outflow of €619 million vs. an outflow of €681 million in 2019.
- Capex reduced by 30.1% and capitalized R&D reduced by 9.1% reflected lower activity and flexibilization actions.
- Change in working capital requirement was an outflow of €95 million vs. an inflow of €166 million in 2019; change in working capital requirement inflow of €552 million in H2 largely offset the €647 million outflow in H1.
- In addition to change in working capital requirement, factoring of receivables was increased by €38 million vs. the end of 2019; factoring of receivables was back to a normalized level of c. €1 billion (€972 million) at year-end.
- Restructuring represented an outflow of €125 million vs. an outflow of €166 million in 2019. In 2021, the cash outflow from restructurings should amount to c. €180 million.
- Net financial expense was an outflow of €210 million vs. an outflow of €197 million in 2019; it reflected the debt increase and one-offs related to actions taken during the crisis to protect liquidity.
- Income tax was an outflow of €197 million vs. an outflow of €296 million in 2019.
- Other operational items represented an inflow of €15 million vs. an inflow of €99 million in 2019. In 2019, they included the sale of Clarion’s HQ in Saitama for €110 million (no P&L impact).

Net cash flow stood at €6 million, vs. €587 million in 2019; strong net cash flow of €1,051 million in H2 offset the cash consumption of €1,045 million in H1.

- Dividend paid (incl. minorities) was an outflow of €35 million vs. an outflow of €212 million in 2019. In 2020, this amount only represented dividend paid to minority interests, as no dividend to shareholders was paid due to the extraordinary context of the Covid-19 crisis.
- Share purchase was an inflow of €1 million vs. an outflow of €29 million in 2019.
- Net financial investments and other cash elements was an outflow of €364 million vs. an outflow of €1,486 million in 2019; it mainly included the investment (50%) in SAS, while 2019 included the acquisition of Clarion.

After a negative impact of €211 million related to IFRS 16, the Group’s net financial debt stood at €3,128 million at June 30 (vs. €2,524 million at December 31, 2019).

Net-debt-to-EBITDA ratio stood at 1.9x EBITDA at December 31, 2020 vs. 1.1x at December 31, 2019. The ratio at year-end 2020 reflected a strong deleveraging in the second half of the year: at June 30, 2020, it stood a 2.3x.

At year-end, liquidity amounted to €4.3 billion, of which available cash for €3.1 billion and undrawn Syndicated Credit Facility (SCF) for €1.2 billion.

This compares to €3.5 billion at December 31, 2019 (€2.3 billion available cash and €1.2 billion SCF) and €3.1 billion at June 30, 2020 (€2.5 billion available cash and €0.6 billion SCF).

4. Key event since the beginning of fiscal year 2021: completion of the distribution of Faurecia shares

It is recalled that the combination agreement entered into between PSA and FCA on December 17, 2019 provided, among other things, that the merger between the two companies would be preceded by the distribution by PSA, to its shareholders, of the stake it held in the Company. On September 14, 2020, PSA and FCA announced an amendment to the initial agreement to strengthen the financial structure of Stellantis. In particular, this amendment notably changed the timetable for the completion of the distribution by providing that it would be made (i) by Stellantis after the merger and following approval by the Stellantis' Board of Directors and shareholders and (ii) to the benefit of all Stellantis shareholders.

Following the completion of the merger between PSA and FCA on January 16, 2021, the General Meeting of Stellantis shareholders, convened on March 8, 2021, approved the distribution of the shares held by Stellantis in Faurecia. Since the completion of the distribution, Faurecia now has a free float of 85%, with an enlarged international shareholder base and increased share liquidity.

This was reflected in the inclusion of Faurecia into the CAC® Next 20 Index, effective on March 22, 2021.

In the remaining 15% of Faurecia's capital are the four major historic shareholders of PSA and FCA: Exor with 5.5% of the capital, Peugeot 1810 (the subsidiary of Peugeot Invest and Établissements Peugeot Frères that holds their stake in Faurecia) with 3.1%, Bpifrance with 2.4% and Dongfeng with 2.2%. As a reminder, these four shareholders have undertaken to retain their Faurecia shares for a period of 180 days following the completion of the distribution by Stellantis.

The upcoming non-dilutive Employee Shareholding Plan (named "Faur'Eso"), with shares delivery on July 28, 2021, should give total employee shareholding of up to 2.6%.

5. Dividends

The Board of Directors has decided to propose at the General Meeting to be held on May 31, 2021 the payment of a cash dividend of EUR 1 (one) per share. The ex-dividend date will be June 3, 2021 (with a record date on June 4, 2021) and the dividend will be paid on June 7, 2021.

The decision to return to paying a dividend in 2021 reflects Faurecia's confidence in profitable growth and cash generation prospects, which were developed at the Capital Markets Day held on February 22, 2021.

It also reflects Faurecia's strategy to resume a sustainable and progressive dividend path, consistent with historical practices, and offer a fair and attractive remuneration to shareholders.

6. Outlooks

2021 guidance

Faurecia expects worldwide automotive production to rebound to 76.6 million vehicles in 2021, up 8% vs. 2020.

This assumption is more conservative than IHS Markit forecast (dated February 2021) of 80.9 million vehicles, as there are uncertainties mainly related to Covid-19 and its variants as well as electronic components shortage.

Based on this assumption, Faurecia's financial targets for the year are:

- sales of at least €16.5 billion and sales outperformance > +600bps;
- operating margin of c. 7% of sales, close to pre-Covid levels;
- net cash flow of c. €500 million and net-debt-to-EBITDA ratio < 1.5x at year-end.

Faurecia's assumption of 2021 worldwide automotive production assumes no major lockdown likely to impact production or retail sales in any automotive region during the year.

All financial targets are based on 2021 average currency rates of 1.18 for USD/€ and 8.15 for CNY/€.

2022 targets and 2025 ambition

On February 22, 2021, Faurecia held a Capital Markets Day, during which the Group presented its "New Perspectives" and detailed its strong profitable growth potential over the medium-term.

Faurecia confirmed its financial targets for 2022 (based on an assumption of worldwide automotive production of 82.3 million vehicles and at constant 2021 scope and currencies):

- sales of at least €18.5 billion;
- operating margin of 8% of sales;
- net cash flow of 4% of sales, representing c. €750 million.

Faurecia also presented its 2025 ambition (based on an assumption of worldwide automotive production of 90.9 million vehicles and at constant 2021 scope and currencies):

- sales of at least €24.5 billion;
- operating margin above 8% of sales;
- net cash flow close to 4.5% of sales, representing c. €1.1 billion.

Over the five-year period (2021 to 2025):

- organic sales CAGR will be of c. 11% and sales average annual outperformance will exceed +500bps;
- cumulated net cash flow will exceed €4 billion driving continuous deleveraging.

	2022 target	2025 ambition	2021 to 2025
SALES	≥ €18.5bn	≥ €24.5bn	Organic CAGR c. **+11%** Average outperformance **> +500bps**
OPERATING MARGIN	8% of sales	> 8% of sales	
NET CASH FLOW	4% of sales	close to 4.5% of sales	Cumulated 5-year **> €4bn**

Agenda

Purview of the Ordinary General Meeting

- **First resolution** – Approval of the parent company financial statements for the fiscal year ending December 31, 2020 – Approval of non-tax-deductible expenses and costs
- **Second resolution** – Approval of the consolidated financial statements for the fiscal year ending December 31, 2020
- **Third resolution** – Appropriation of income for the fiscal year and setting of the dividend
- **Fourth resolution** – Statutory Auditors' special report on related parties agreements - Agreements referred to in Article L. 225-38 of the French Code of commerce
- **Fifth resolution** – Ratification of the cooptation of Jean-Bernard Lévy as Board member
- **Sixth resolution** – Renewal of Patrick Koller as Board member
- **Seventh resolution** – Renewal of Penelope Herscher as Board member
- **Eighth resolution** – Renewal of Valérie Landon as Board member
- **Ninth resolution** – Appointment of the company Peugeot 1810 as Board member
- **Tenth resolution** – Approval of the information referred to in I of Article L. 22-10-9 of the French Code of commerce – Report on compensations
- **Eleventh resolution** – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Michel de Rosen, Chairman of the Board of Directors
- **Twelfth resolution** – Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer
- **Thirteenth resolution** – Approval of the compensation policy for Board members for the 2021 fiscal year
- **Fourteenth resolution** – Approval of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year
- **Fifteenth resolution** – Approval of the compensation policy for the Chief Executive Officer for the 2021 fiscal year
- **Sixteenth 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

- **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 shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (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 shares in the Company and/or a Subsidiary, with removal of 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 shares as part of a public exchange offer (suspension during tender offer periods)
- **Nineteenth 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 shares in the Company and/or a Subsidiary, with removal of 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)
- **Twentieth resolution** – Authorization to increase the amount of issues provided for in the seventeenth, eighteenth and nineteenth resolutions (suspension during tender offer periods)
- **Twenty-first resolution** – Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company, without preferential subscription rights, for the purpose of compensating contributions in kind to the Company (suspension during tender offer periods)
- **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 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 capital stock through the issue of shares and/or securities giving access to shares, with removal of preferential subscription rights for the benefit of members of a company savings plan
- **Twenty-fourth resolution** – Delegation of authority to be granted to the Board of Directors in view of carrying out share capital increases, with removal of preferential subscription rights, in favor of a category of beneficiaries
- **Twenty-fifth resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock through the cancellation of shares
- **Twenty-sixth resolution** – Amendment to Article 30 of the bylaws on threshold crossing in order to simplify the notification procedure
- **Twenty-seventh resolution** – Bringing the bylaws into compliance - Amendment of Article 16 of the bylaws relating to the compensation of Board members and Article 23 of the bylaws relating to related-parties agreements

Purview of the Ordinary General Meeting

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

Explanatory notes and text of draft resolutions

1. Ordinary General Meeting

1.1. Approval of the accounts and allocation of the result

(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, 2020, and the proposed appropriation of income for this fiscal year (third resolution).

In the context of the Covid-19 sanitary crisis, the Company's parent company financial statements for the fiscal year ended December 31, 2020 show a loss of €122,782,134.88 (first resolution) and the consolidated financial statements for the same fiscal year show a loss (Group share) of €378,760,897 (second resolution).

In line with the dividend distribution policy of the Faurecia group and given the amount of retained earnings, we propose to set the dividend at one (1) euro (gross) per share, which corresponds to an overall amount of €138,035,801 (third resolution). It is specified that the dividend payment date will occur on June 7, 2021, the ex-dividend date on June 3, 2021 and the record date on June 4, 2021. When dividends are paid to individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A,1 of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to income tax on a sliding scale after a 40% tax allowance (Article 200 A,2 and 158 of the French General Tax Code). Dividends are also subject to social security contributions at a rate of 17.2%. The balance of the distributable profit will be allocated 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., €159,294.79, which corresponds to the non deductible portion of the leases on passenger vehicles and the corresponding tax, which amounts to €49,381.38.

First resolution *– Approval of the parent company financial statements for the fiscal year ending December 31, 2020 – 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 ending December 31, 2020 and the reports by the Board of Directors and by the Statutory Auditors, approves these financial statements for the fiscal year ending December 31, 2020, as presented, which show a loss of €122,782,134.88, 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 €159,294.79, for expenses and costs listed in 4 of Article 39 of the French General Tax Code, and the corresponding tax which amounted to €49,381.38.

Second resolution *– Approval of the consolidated financial statements for the fiscal year ending December 31, 2020*

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 ending December 31, 2020 and the reports by the Board of Directors and by the Statutory Auditors, approves the consolidated financial statements for the fiscal year ending December 31, 2020, as presented, which show a loss (Group share) of €378,760,897, as well as the operations reported in these financial statements and summarized in these reports.

***Third resolution** – Appropriation of income for the fiscal year and setting of the dividend*

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 ending December 31, 2020 as follows:

Result for the fiscal year	**€(122,782,134.88)**
Appropriation to the statutory reserve [(1)]	-
Balance	€(122,782,134.88)
Previous retained earnings	€1,893,522,744.18
Distributable income	**€1,770,740,609.30**
Distributed dividend [(2)]	**€138,035,801**
Retained earnings	**€1,632,704,808.30**

(1) The amount of the statutory reserve reached the threshold of 10% of the capital stock.

(2) The total amount of the distribution indicated in the table above is calculated based on a number of 138,035,801 shares comprising the capital stock at the date of December 31, 2020.

The General Meeting sets the gross dividend at €1 per share. The ex-dividend date will be June 3, 2021 (with a record date on June 4, 2021) and dividends will be paid on June 7, 2021. If the number of shares giving rights to dividends varies from the 138,035,801 shares representing the capital stock on December 31, 2020, the total amount of the dividend will be adjusted accordingly and the amount of the retained earnings account will be set on the basis of the dividends actually payable.

When dividends are paid to individuals resident for tax purposes in France, they are subject to a single 12.8% flat-rate levy on the gross dividend (Article 200 A,1 of the French General Tax Code), or, at the express, irrevocable and overall option of the taxpayer, to income tax on a sliding scale after a 40% tax allowance (Articles 200 A,2 and 158 of the French General Tax Code). Dividends are also subject to social security contributions at a rate of 17.2%.

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

Fiscal year	**Gross dividend per share** *(in € millions)* [(1)]	**Total** *(in € millions)*
2017	1.10	€151,839,381.10 [(2)]
2018	1.25	€172,544,751.25 [(2)]
2019	-	-

(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 note the absence of any new related parties agreements as referred to in Article L. 225-38 of the French Code of commerce entered into during the fiscal year 2020.

***Fourth resolution** – Statutory Auditors' special report on related parties agreements - Agreements referred to in Article L. 225-38 of the French Code of commerce*

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, after having read the Board of Directors' report and the Statutory Auditors' special report on related parties agreements, acknowledges the conclusions of this report which do not mention any new related parties agreement entered into the fiscal year ended on December 31, 2020.

1.3. Governance

(FIFTH TO NINTH RESOLUTIONS)

1.3.1. Ratification of cooptation (fifth resolution)

Following the resignation, on January 12, 2021, of the three Board members appointed on the proposal of PSA in accordance with the commitments made under the merger between PSA and FCA, the Board of Directors, on the recommendation of the Governance and Nominations Committee, decided, at its meeting of February 19, 2021, to coopt Jean-Bernard Lévy as Board member to replace Olivia Larmaraud, with immediate effect. This cooptation is made for the remaining term of the corporate office of his predecessor, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended on December 31, 2023. Jean-Bernard Lévy also chairs the Governance, Nominations and Sustainability Committee. In accordance with applicable legal provisions, you are asked to ratify the cooptation of Jean-Bernard Lévy as Board member.

Jean-Bernard Lévy

Jean-Bernard Lévy, a French national, is Chairman and Chief Executive Officer of EDF. His experience as an executive officer of a listed company, together with his vision and knowledge of industrial and strategic issues, strengthens the expertise of the Board of Directors in these areas. His experience in the energy sector is also important given Faurecia's commitments in new forms of mobility, and notably hydrogen.

He is considered independent within the meaning of the AFEP-MEDEF Code.

As of the date of this report, Jean-Bernard Lévy holds 500 shares of the Company.

Fifth resolution – *Ratification of the cooptation of Jean-Bernard Lévy 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 ratify the cooptation by the Board of Directors of Jean-Bernard Lévy as Board member to replace Olivia Larmaraud for the remainder of the latter's term of office, i.e. until the end of the Ordinary General Meeting held to approve the financial statements for the fiscal year ended on December 31, 2023.

1.3.2. Renewal of Board members (sixth to eighth resolutions)

It is proposed that the General Meeting renews the corporate offices of Board member of Patrick Koller (sixth resolution), Penelope Herscher (seventh resolution) and Valérie Landon (eighth resolution) which expire at the end of this General Meeting. These renewals would be made for four years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the previous fiscal year in 2025.

The renewals proposed to you are in line with the Board of Directors' diversity policy described in Section 3.1.2.5. "Diversity policy within the Board of Directors" of the Universal Registration Document 2020.

Patrick Koller

Patrick Koller, a French and German national, has been Chief Executive Officer of the Company since July 1, 2016 and a Board member since May 30, 2017.

The presence of the Chief Executive Officer at the Board of Directors allows to benefit from his full contribution to the work of the Board, in particular as regards the definition of the Group's strategy, and his knowledge of the challenges the Group is facing in an automotive sector in full transformation. His contribution and his experience as an executive officer are also important for the Board of Directors and contribute to the balance of the composition of the Board and the complementarity of profiles, in accordance with the objectives of the diversity policy.

As of the date of this report, Patrick Koller holds 87,939 Company shares.

Sixth resolution – *Renewal of Patrick Koller 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 the corporate office of Board member of Patrick Koller for a period of four years.

The term of office of Patrick Koller will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

Penelope Herscher

Penelope Herscher, an American and British national, is a companies Board member/Chairwoman.

She has been a Board member of the Company since May 30, 2017 and a member of the Governance, Nominations and Sustainability Committee.

She is considered independent within the meaning of the AFEP-MEDEF Code.

Penelope Herscher has extensive experience in the digital area acquired in Silicon Valley companies. This area has an important and growing place in the Group's strategy. Through her duties as Chairman of the Board of Directors of Lumentum Operations LLC, a listed company in the United States, and her membership on the Boards of other North American listed and unlisted companies, she also brings to the Board of Directors and the Governance, Nominations and Sustainability Committee her experience, from an Anglo-Saxon perspective, on corporate governance practices.

As of the date of this report, Penelope Herscher holds 500 shares of the Company.

***Seventh resolution** – Renewal of Penelope Herscher 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 the corporate office of Board member of Penelope Herscher for a period of four years.

The term of office of Penelope Herscher will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

Valérie Landon

Valérie Landon, a French national, is Vice Chairman Investment Banking & Capital Markets of Credit Suisse.

She has been a Board member of the Company since October 12, 2017, and she is a member of the Audit Committee.

She is considered independent within the meaning of the AFEP-MEDEF Code.

Valérie Landon has a recognized expertise in banking and financial matters acquired during her career, particularly at Credit Suisse, where she is currently Vice Chairman Investment Banking & Capital Markets. In periods of financial uncertainties in particular, the Board of Directors and the Audit Committee of which she is a member can rely on her expertise.

As of the date of this report, Valérie Landon holds 500 shares of the Company.

***Eighth resolution** – Renewal of Valérie Landon 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 the corporate office of Board member of Valérie Landon for a period of four years.

The term of office of Valérie Landon will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

1.3.3. Appointment of a Board member (ninth resolution)

The term of office of Robert Peugeot as Board member expires at the end of this General Meeting.

In the context of the merger between PSA and FCA as well as the distribution of the Company's shares by Stellantis, the companies Peugeot Invest (formerly FFP) and Établissements Peugeot Frères carried out an internal reorganization and set up a vehicle dedicated to the automotive sector, Peugeot 1810. This company holds all of their stakes in Stellantis and Faurecia. Following the distribution of the Company's shares by Stellantis, the Peugeot family has become, through the intermediary of Peugeot 1810, one of the Company's largest shareholders (4,328,380 shares as of the date of this report, representing 3.14% of the share capital).

In line with the representation of the Peugeot family on the Board of Directors, and given its internal governance principles, which give preference to the representation of the family group within the governance bodies of its investments by legal entities, it is proposed that the General Meeting appoints Peugeot 1810 as Board member for a period of four years. Robert Peugeot will be appointed by Peugeot 1810 as permanent representative on the Board of Directors.

Peugeot 1810, represented by Robert Peugeot

Peugeot 1810, represented by Robert Peugeot, is not considered independent within the meaning of the AFEP-MEDEF Code given the situation of Robert Peugeot (non independent).

Information about Robert Peugeot

Robert Peugeot, a French national, is Chairman of the Board of Directors of Peugeot Invest.

He has been a Board member of the Company since May 29, 2007 and a member of the Audit Committee.

The appointment of Robert Peugeot as permanent representative enables the Board of Directors to continue to include among its members a specialist in the automotive sector and in investment management. With his experience as an executive officer acquired within Peugeot Invest, a listed company, and as a non-executive member of several listed and unlisted companies, he brings to the Board of Directors his experience in corporate governance practices. These roles also give him a great deal of expertise in financial matters and risk management. As such, he sits on the Audit Committee of Safran and also brings this experience to the Faurecia Audit Committee, of which he became a member on April 16, 2021.

As of the date of this report, Robert Peugeot personally holds 500 Company shares.

For more information on the careers, experience and skills of the Board members/permanent representative whose reappointment or appointment is proposed, please refer to Sections 3.1.2.2. "Board members' expertise, positions and corporate offices at the date of the 2020 Universal Registration Document" and 3.1.2.5. "Diversity policy within the Board of Directors."

Consequently, at the end of this General Meeting, your Company's Board of Directors will continue to have 13 members, including two Board members representing employees. Excluding the Board members representing employees, the Board will include (i) 82% of independent Board members, illustrating the strong independence of the composition of the Board of Directors and (ii) 46% of women, which is higher than the applicable legal provisions.

Ninth resolution *– Appointment of the company Peugeot 1810 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 the company Peugeot 1810 as Board member for a period of four years.

The term of office of the company Peugeot 1810 will expire following the Ordinary General Meeting held in 2025 to approve the financial statements for the past fiscal year.

1.4. Approval of the compensation for corporate officers

(TENTH RESOLUTION)

The shareholders are required, pursuant to Article L. 22-10-34-I of the French Code of commerce, to approve the information relating to the compensation of all corporate officers, 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 Code of commerce.

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 in relation to the Company's performance, or the implementation of the compensation policy.

This information appears in Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2019 and 2020" and 3.3.2 "Board members' compensation in respect of the 2019 and 2020 fiscal years" of the 2020 Universal Registration Document.

***Tenth resolution** – Approval of the information referred to in I of Article L. 22-10-9 of the French Code of commerce – 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 Code of commerce, approves, in application of Article L. 22-10-34, I of the French Code of commerce, the information indicated in Article L. 22-10-9, I of the French Code of commerce as presented, as indicated in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Sections 3.3.1 "Compensation of executive and non-executive corporate officers for fiscal years 2019 and 2020" and 3.3.2 "Board members' compensation in respect of the 2019 and 2020 fiscal years".

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

(ELEVENTH AND TWELFTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-34-II of the French Code of commerce, 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 (eleventh resolution) and to the Chief Executive Officer (twelfth resolution).

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

The elements of compensation awarded or paid in 2020 to Michel de Rosen comply with the 2020 compensation policy for the Chairman of the Board of Directors, approved by 99.99% of the votes cast at the General Meeting of June 26, 2020, under the fifteenth 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 compensation paid to the Chairman of the Board of Directors during fiscal year 2020 or awarded in respect of this same fiscal year" of the 2020 Universal Registration Document. The summary table is also included in the section dedicated to governance and compensation, part 2, of this notice.

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

The elements of compensation awarded or paid in 2020 to Patrick Koller comply with the 2020 compensation policy for the Chief Executive Officer, which was approved by 96.69% of the votes cast at the General Meeting of June 26, 2020, under the sixteenth resolution, as implemented by the Board of Directors, in 2020.

The 2020 fiscal year was affected by the historic crisis related to the Covid-19 pandemic. The automotive sector, as well as most industrial sectors, was deeply impacted by this crisis, especially during the first half of 2020. The evolution of the compensation of the Chief Executive Officer in 2020, a significant portion of which is based on the Group's performance, reflects the gravity of this crisis.

In addition to the significant commitments made by the Chief Executive Officer in the context of the Covid-19 sanitary crisis (waiver of the increases in fixed compensation and the allocation cap on performance shares for 2020 and 20% reduction in monthly fixed compensation payments for the whole of the second quarter of 2020), the annual variable compensation for 2020 has declined sharply compared to the previous year (-79% versus 2019).

As a result of the commitments made and the Covid-19 sanitary crisis, the overall level of his compensation for the fiscal year 2020 is significantly lower than that for the fiscal year 2019.

The Board of Directors did not wish to make changes or adjustments in the compensation policy for 2020 in consideration of the Covid-19 sanitary crisis, when implemented, so that the Chief Executive Officer's compensation reflects, without any cushioning, the impact of the crisis as for all stakeholders and in particular on the Group's shareholders and employees.

The Chief Executive Officer's compensation in 2020 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 compensation paid to the Chief Executive Officer during fiscal year 2020 or awarded in respect of this same fiscal year" of the 2020 Universal Registration Document. The summary table is also included in the section dedicated to governance and compensation, part 2, of this notice.

Eleventh resolution *– Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of same the 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 Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 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 corporate governance report included in the 2020 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 compensation paid to the Chairman of the Board of Directors during fiscal year 2020 or awarded in respect of this same fiscal year."

Twelfth resolution *– Approval of the elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 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 Code of commerce, approves, in application of Article L. 22-10-34, II of the French Code of commerce, the fixed, variable and exceptional elements comprising the total compensation and all benefits paid during the fiscal year ended December 31, 2020 or granted in respect of the same fiscal year to Patrick Koller, Chief Executive Officer, as presented, as they are listed in the corporate governance report included in the 2020 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 compensation paid to the Chief Executive Officer during fiscal year 2020 or awarded in respect of this same fiscal year."

1.6. Approval of the compensation policy for corporate officers

(THIRTEENTH TO FIFTEENTH RESOLUTIONS)

In accordance with the provisions of Article L. 22-10-8-II of the French Code of commerce, you are asked to approve the compensation policies applicable to the Chairman of the Board of Directors (fourteenth resolution), the Chief Executive Officer (fifteenth resolution) and the Board members (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 Universal Registration Document 2020 [1]. They are also included in the section dedicated to governance and compensation, part 2, of this notice.

In particular, please note that:

- The compensation policies for the Chairman of the Board of Directors and Board members remain stable compared to 2020.
- The compensation policy for the Chief Executive Officer is in line with the previous compensation policy approved in 2020. An additional item was included to provide for a non-recurring, long-term variable compensation intended to support the retention of the Management team and to encourage a market performance above the median of a panel of comparable companies (Executive Super Performance Initiative), after the completion of the distribution of the Company's shares by Stellantis.

(1) The corporate officers are also beneficiaries of the Faurecia's group savings plan and may, if they wish so, make voluntary contributions as part of the employees shareholding plan Faur'ESO.

Indeed, after more than 20 years with a majority controlling shareholder, the Company underwent a transformative change at the end of March 2021 with the distribution of the Faurecia shares held by Stellantis, its main shareholder, to its own shareholders. While the distribution of the Faurecia shares was contemplated since the first announcement on the PSA/FCA merger dated October 31, 2019, the timing of such distribution changed: the Faurecia shares have been distributed after the closing of the merger (and not prior as initially contemplated), and consequently, to all Stellantis shareholders and not only to PSA shareholders. This change has a significant impact on the shareholding base of the Company, with a larger number of Anglo-Saxon investors, especially coming from the FCA shareholding.

During interactions with future investors prior to the distribution, a certain number of these new investors expressed their concern about the retention of Executive Committee members following completion of this transaction, at a time when management stability is crucial.

In addition, the distribution of Faurecia shares increases the Company's visibility on the market as well as the attractivity of its pool of leaders, reinforced by their capacity to overdeliver as demonstrated by the Group's resilience in recent years.

Consequently, in the interests of shareholders and future shareholders, the Board of Directors deemed it necessary to strengthen the retention of the Executive Committee team. Collectively recognized as a key factor in the Group's long-term success, over a sufficient period of time, the Executive Committee will ensure implementation of the Company's performance and growth strategy, aiming to create long term value the best interests of all stakeholders.

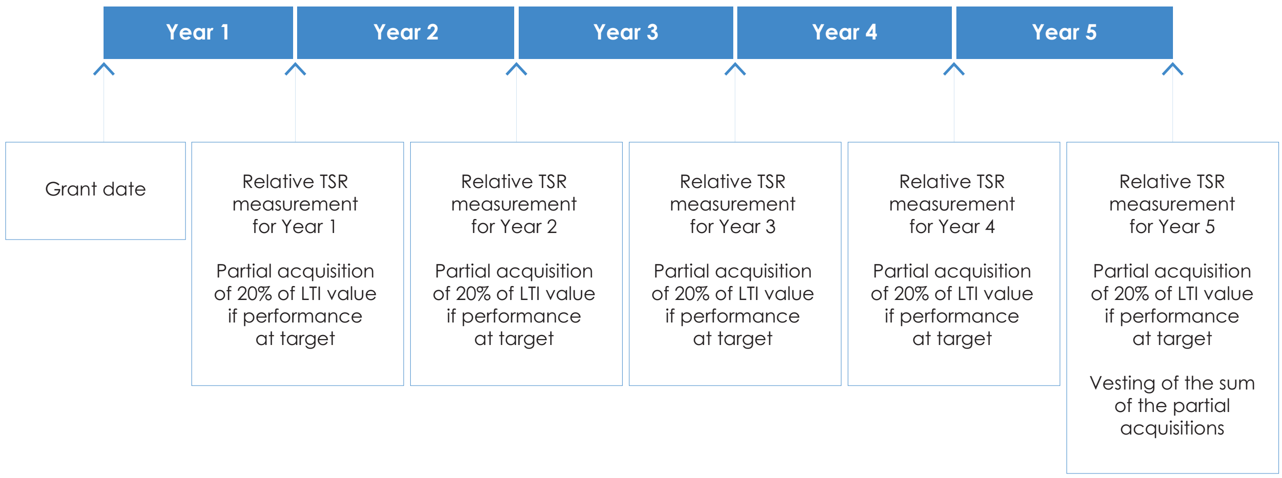
In order to achieve this primary objective, the Board of Directors intends to implement in 2021 a one-off long-term performance shares plan, known as the "Executive Super Performance Initiative" (ESPI).

The main characteristics of this plan, which is not a recurring one, are different from those of existing performance share plans regularly put in place by Faurecia and are as follows:

- Beneficiaries: the plan will be applicable to all the members of the Executive Committee, including the Chief Executive Officer;
- Duration: the vesting period will be five years, with no holding period. This five-year term is typically used for major transformational journeys and aims at ensuring the stability in the strategic post distribution of shares period. The beneficiaries will be required to be present for the full vesting period, except in usual derogation cases (death, disability), it being noted that retirement can only be recognized as a derogation at the discretion of the Board of Directors, after three years of vesting at least and subject to proratisation of the acquisition rights;
- Maximum total pay-out: the maximum amount of the grant for each beneficiary may not represent, on grant date, more than 300% of his/her fixed annual compensation, wih total payout capped at €2,000,000 (which will be the case for the Chief Executive Officer, who will therefore only be able to benefit from a maximum of 200% of his fixed annual compensation);
- Performance: the performance will be assessed by a unique condition, the Total Shareholder Return (TSR). This condition, whose very demanding objectives are described below, is in line with standard market practices and rewards the creation of long-term value. As such, it feeds the alignment of the plan with the interests of the shareholders. Performance evaluation will be carried out throughout the five-year vesting period:
  - Compared to the TSR of a peer group, which will be the same as that used to assess the net earnings per share growth condition used in the context of Faurecia's regular free share plans. The value used to calculate the TSR will be the average of the share price over the year preceding the valuation.
  - The level of achievement of the performance condition is recorded each year. The global amount of the final grant will be known at the end of the five-year period and will be equal to the sum of the five years of partial vesting. This mechanism is intended to reward the creation of value for shareholders over the entire period, year after year, and to avoid the impact of potential market volatility not representative of the performance over the whole period (an assessment over a short window at the end of the period that may result in a vesting that is not representative of performance over the entire period).

The percentage of the partial acquisition for year N is determined by measuring the percentile position of Faurecia's TSR against that of the peer group for the same period:

- if the TSR performance is at the 50th percentile (triggering threshold), the number of shares granted for year N is equal to 50% of the tranche for year N,
- if the TSR performance is ≥ to the 75th percentile (target), the number of shares granted for year N is equal to 100% of the tranche for year N,
- between the threshold and the target, the grant is linearly interpolated.



Thirteenth resolution *– Approval of the compensation policy for Board members for the 2021 fiscal year*

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 Code of commerce describing the components of the compensation policy for Board members for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for Board members as presented in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Fourteenth resolution *– Approval of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year*

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 Code of commerce describing the components of the compensation policy for the Chairman of the Board of Directors for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chairman of the Board of Directors as presented in the corporate governance report included in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

Fifteenth resolution *– Approval of the compensation policy for the Chief Executive Officer for the 2021 fiscal year*

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 Code of commerce describing the components of the compensation policy for the Chief Executive Officer for the 2021 fiscal year, approves, in application of Article L. 22-10-8, II of the French Code of commerce, the compensation policy for the Chief Executive Officer as presented in the 2020 Universal Registration Document, Chapter 3 "Corporate Governance", Section 3.3.4.1 "Compensation policy for corporate officers".

1.7. Share buy-back program

(SIXTEENTH RESOLUTION)

You are asked to renew the authorization granted by the General Meeting of June 26, 2020 under its seventeenth resolution to the Board of Directors for the purpose of transacting in the 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, 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;

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;

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 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 may never exceed 10% of the total number of shares comprising the capital stock (i.e., 13,803,580 shares as of December 31, 2020);
- the maximum purchase price would be €110 per share (excluding acquisition costs) - price unchanged compared to the previous resolution;
- the theoretical maximum purchase amount of the program (excluding acquisition costs) would be €1,518,393,800.

These transactions may be carried out during the periods that the Board of Directors deems appropriate. However, during a public offer period, buybacks may only be carried out provided that 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 26, 2020, under the seventeenth resolution.

Sixteenth 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 Article L. 22-10-62 of the French Code of commerce, 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, 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,
   b) hedge the Company's commitments under financial contracts or cash-settled options granted to Group employees and/or corporate officers,
   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 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 at any time exceed 10% of the total number of shares comprising the capital stock (or for information purposes 13,803,580 shares at the date of December 31, 2020), it being specified that (i) this cap applies to an amount of the Company's capital stock that may, if applicable, be adjusted to take into account the transactions affecting the capital stock after this 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 capital stock. 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 external growth transactions may not exceed 5% of its capital stock;
6. resolves to set the maximum purchase price at €110 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 capital stock, 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 capital stock at December 31, 2020 comprising 138,035,801 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 €1,518,393.800;
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,
   - 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, 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 26, 2020 under its seventeenth resolution.

2. Extraordinay General Meeting

2.1. Financial authorizations and delegations

(SEVENTEENTH TO TWENTY-FIRST RESOLUTIONS)

As in 2019 and 2020, 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, whether they maintain, remove or do not carry 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.

2.1.1. Delegation of authority to increase the capital stock with preferential subscription right (seventeenth 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.

Please note that this delegation of authority may also 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.

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: €290 million, which represented 30.01% of the Company's capital as of December 31, 2020. This is a total ceiling for all capital increases (issuances under the seventeenth, eighteenth, nineteenth and twenty-first 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 seventeenth, eighteenth, nineteenth and twenty-first resolutions), excluding issuances reserved for employees shareholding plans.

The Board of Directors would have full powers for the purpose of implementing the 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 the delegation of authority granted by the General Meeting of June 26, 2020, under its eighteenth resolution.

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 shares in the Company and/or a Subsidiary, with preferential subscription rights, or to increase the Company's capital stock through the capitalization of profits, reserves and/or premiums (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 Code of commerce, notably its Articles L. 225-129-2, L. 225-130, L. 22-10-50, L. 225-132 and L. 228-91 et seq.:

1. delegates to the Board of Directors its authority to decide:
   a) the issue, in one or several installments, 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 Code of commerce giving access, immediately or in the future, to shares in 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 capital stock (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,
   b) the increase in the capital stock, in one or several installments, in the proportions and under the procedures it deems appropriate, by capitalization of reserves, profits, premiums and any other amounts which can be capitalized, by issuing shares or allocating free shares, or by increasing the par value of existing shares, or by a combination of these two procedures ;
2. resolves that if the Board of Directors uses the delegation of authority defined in 1.b), that fractional shares shall not be negotiable nor transferable and the corresponding shares shall be sold; the proceeds from the sale shall be allocated to the holders of such rights within the period provided for by the regulation;
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 €290 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling constitutes the total maximum nominal value of the issues carried out pursuant to the seventeenth, eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date) 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 cases of adjustment, 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 capital stock proportionally,
   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion 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 seventeenth, eighteenth, nineteenth and twenty-first 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 Code of commerce;
4. resolves that, as part of the issues referred to in 1.a), 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 shares. 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 Code of commerce;
5. 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;
6. 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;

7. 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;
8. 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;
9. 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 26, 2020 under its eighteenth resolution.

2.1.2. Delegation of authority for the purpose of increasing the capital stock with removal of preferential subscription rights, by way of (i) public offerings (eighteenth resolution), and (ii) a private placement (nineteenth resolution)

Transactions carried out pursuant to these resolutions would be open to the public and/or through private placement with removal of 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, however, the option for the Board of Directors to institute a non-negotiable right of priority for shareholders (eighteenth resolution), or (ii) by way of an offering solely for a limited group of investors acting on their own behalf or for qualified investors (ninteenth resolution). Please note that if the subscriptions would not absorb all of an issuance, the Board of Directors may decide to limit the amount of the issuance to the amount of subscriptions, provided that this amount reaches three-quarters of the issuance, and/or the Board may decide to freely distribute all or part of the unsubscribed securities.

Please also note that the delegation of authority that allows for the issue of securities by way of a public offering (eighteenth resolution) may also be used for the purpose of paying compensation for contributions of securities as part of a public exchange offer in accordance with Article L. 22-10-54 of the French Code of commerce.

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: €95 million, which represented 9.83% of the Company's capital as of December 31, 2020. This is a ceiling shared by both of these resolutions (eighteenth and ninteenth resolutions) and the twenty-first resolution (in-kind contributions of securities), it being understood that this amount is deducted from the total ceiling of €290 million. Please note that regarding the issuances under the nineteenth resolution, the ceiling is significantly lower than the legal limit of 20% of the capital per year;

- debt ceiling: €1 billion for each of the eighteenth and nineteenth 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 the 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.

These delegations of authority, which would be granted for a period of 26 months, would invalidate the delegations granted by the General Meeting of May 26, 2020, under the nineteenth and twentieth resolutions.

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 shares in the Company and/or a Subsidiary, with removal of 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 shares 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 Code of commerce, notably its Articles L. 225-129-2, L. 225-135, 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, 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 Code of commerce giving access, immediately or in the future, to shares in the Company and/or in a company in which the Company owns, directly or indirectly, at the time of the issue over half of the capital stock (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 Code of commerce;

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 nineteenth 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 €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) 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 cases of adjustment, 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 capital stock proportionally,

   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion 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 set in the seventeenth 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 Code of commerce;

4. resolves to remove the preferential subscription rights of shareholders to the shares and securities giving access, immediately or in the future, to shares, to 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 shareholders 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 on the condition that they reach at least three-quarters of the decided issue 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 Code of commerce 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 26, 2020 under its nineteenth resolution.

***Nineteenth 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 shares in the Company and/or a Subsidiary, with removal of 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 Code of commerce, 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, 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 Code of commerce giving access, immediately or in the future, to shares in 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 capital stock (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 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 €95 million or the equivalent in any other currency or currency unit established by reference to several currencies, it being stipulated that (i) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) 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 cases of adjustment, 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 capital stock proportionally,
   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion 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 set in the seventeenth 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 Code of commerce;
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 on the condition that they reach at least three-quarters of the decided issue 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 Code of commerce 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 26, 2020 under its twentieth resolution.

2.1.3. Authorization for the purpose of increasing the amount of the initial issues provided for by the seventeenth to nineteenth resolutions (twentieth 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 (seventeenth resolution), (ii) with removal of preferential subscription rights by way of public offerings (eighteenth 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 (nineteenth resolution).

The subscription price of shares or securities issued would be the same as the initial issue price decided pursuant to the seventeenth, eighteenth and nineteenth 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 ceiling 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 filled by a third party, until the end of such offer.

This authorization, which would be granted for a period of 26 months, would invalidate the authorization granted by the General Meeting of June 26, 2020, under the twenty-first resolution.

Twentieth resolution *– Authorization to increase the amount of issues provided for in the seventeenth, eighteenth and nineteenth 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 Code of commerce:

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 seventeenth, eighteenth and nineteenth 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 26, 2020 under its twenty-first resolution.

2.1.4. Delegation for the purpose of increasing the capital stock, without preferential subscription rights, in the event of in-kind contributions to the Company (twenty-first 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 executed 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 of shares and securities giving access to the share capital of the Company.

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

- capital ceiling: €95 million, which represented 9.83% of the Company's capital as of December 31, 2020 (which is lower than the legal ceiling of 10%). This is a ceiling shared by this resolution and the two resolutions with removal of preferential subscription rights (eighteenth and nineteenth resolutions), it being understood that this amount is deducted from the total ceiling of €290 million;
- 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 the 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.

This delegation, which would be granted for a period of 26 months, would invalidate the delegation granted by the General Meeting of May 26, 2020, under the twenty-second resolution.

Twenty-first resolution – *Delegation to be granted to the Board of Directors to issue shares and/or securities giving access, immediately or in the future, to shares in the Company, without preferential subscription rights, for the purpose of compensating contributions in kind to the Company (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 Code of commerce, 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, 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 Code of commerce 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 capital stock, when the provisions of Article L. 22-10-54 of the French Code of commerce 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 €95 million or the equivalent in any other currency or currency unit established by reference to several currencies (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) this ceiling is common to the issues carried out in application of the eighteenth, nineteenth and twenty-first resolutions submitted to this General Meeting (or all resolutions that may be substituted at a later date), (ii) that all issues carried out pursuant to this delegation shall be deducted from the total ceiling of €290 million set in the seventeenth resolution (or all resolutions that may be substituted at a later date) 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 cases of adjustment, 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 capital stock proportionally,

b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion 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 set in the seventeenth 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 Code of commerce;

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 Code of commerce,
- 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 26, 2020 under its twenty-second resolution.

2.2. 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. of the French Code of commerce. Shares granted under this resolution may be existing or future shares.

Use of the authorization of June 26, 2020

The General Meeting of June 26, 2020, under its twenty-third resolution, authorized your Board of Directors to grant a maximum of 2,000,000 performance shares, the total number of shares awarded to corporate officers not exceeding 10% of this amount. The Board of Directors used this authorization in fiscal year 2020: based on the decision of October 22, 2020, it granted a maximum of 1,384,630 shares, including a maximum of 61,140 shares to the Chief Executive Officer.

All or part of the available balance may be used to grant performance shares under the specific long-term variable compensation scheme intended to support the retention of the Management team (Executive Super Performance Initiative), subject to, for the Chief Executive Officer, the approval of his compensation policy for 2021 by your General Meeting.

Number of performance share plans

Generally speaking, and not including two plans which were both granted in 2010, a performance share plan has been granted by your Board of Directors every year. To date, 12 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 vested by their beneficiaries:

- for plan No. 1, in June 2012 (for French tax residents) and June 2014 (for foreign 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 % (107.5% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of earnings per share, which is, for information, the maximum achievable). The shares were delivered to their beneficiaries in July 2019;
- plan no. 8: overall rate of achievement of 108% (93% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of earnings per share, which is, for information, the maximum achievable). The shares were delivered to their beneficiaries in July 2020;
- plan no. 9: overall rate of achievement of 89% (62% for the internal condition linked to net income (loss) after tax and 130% for the external condition linked to the weighted growth of the earnings per share, which constitutes, for information, the maximum achievable). Subject to the achievement of the presence condition at the end of the vesting period, the shares will be delivered to their beneficiaries in July 2021.

However, as the performance conditions for plans No. 2, No. 3 and No. 4 were not fulfilled, no shares were vested to the beneficiaries in respect of these plans. The same applies to plan no. 10, granted in 2018 with an assessment of the performance at December 31, 2020, where none of the conditions were achieved given the impact of Covid-19 on the industry, and more particularly on the automotive sector and the Group. Consequently, at the end of the vesting period of plan no. 10, no performance shares will be vested and delivered to the beneficiaries under this plan.

The rate of achievement of the performance conditions of plans no. 11 and no. 12, respectively granted in 2019 and in 2020, are not yet known.

Detailed information on the performance share plans expired or in force during the fiscal year 2020 is shown in the Universal Registration Document in Section 5.2.2 "Potential capital"(1).

New authorization

Under the terms of the new authorization which is submitted to your vote, the total number of free shares thus granted may not exceed, as in the previous authorization, 2,000,000 shares(2). 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 in question may be regranted, provided that the number of shares vested does not exceed the aforementioned ceiling of 2,000,000 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 amount.

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 net income before or after tax before taking into account any exceptional events. 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 related to gender diversity within the Group's "Managers and Professionals" 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 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 shares and the third fiscal year ended after the grant date of the 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.

For each performance condition referred to here above:

- a minimum, a target and a maximum quantitative objective are set. The method for calculating the difference between these different target thresholds is communicated in the Universal Regitration 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 the authorization.

This authorization, which would be granted for a period of 26 months, would come into force on July 31, 2021 and would supersede, from that date, the authorization granted by the General Meeting of June 26, 2020 pursuant to its twenty-third resolution.

(1) Plans No. 1 to No. 7, which have expired, have not been included in this 2020 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, and to the 2019 Universal Registration Document, page 330.

(2) It is reminded that, according to the provisions of the law, the total number of shares attributed can't 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 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 Code of commerce:

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 groups that are directly or indirectly affiliated with it under the meaning of Article L. 225-197-2 of the French Code of commerce and/or (ii) corporate officers that meet the conditions set by Article L. 225-197-1 of the French Code of commerce. 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 2,000,000 (two million) shares. 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. resolves that this authorization will be effective as of July 31, 2021, and acknowledges that it will 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 26, 2020 under its twenty-third resolution;
9. sets the validity of this authorization at 26 months, as of July 31, 2021.

2.3. 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 savings plan and (ii) reserved for a category of beneficiaries

(TWENTY-THIRD AND TWENTY-FOURTH RESOLUTIONS)

Operation Faur'ESO

As announced at its Capital Markets Day of February 22, 2021 and in its press release dated March 16, 2021, 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), aims to strengthen the existing bond with employees by involving them closely in the Group's development and performance. This first transaction concerns a maximum of 2% of the Company's share capital and will be rolled out in 15 countries to involve 90% of the Group's employees (including corporate officers).

This transaction, which is completed through a capital increase, implements the twenty-fourth resolution of the General Meeting of June 26, 2020 on capital increases reserved for employees. It should be noted, as necessary, that (i) this resolution has already been approved by the shareholders in 2020 and (ii) in order to neutralize the dilutive effect of Faur'ESO, the Board of Directors authorized a share buyback program up to a limit of 2% of the capital.

Delegation of authority to increase the share capital, without preferential subscription rights, in favor of a category of beneficiaries (twenty-fourth resolution)

Given the structure of the Faur'ESO offer, the resolution of the General Meeting of June 26, 2020 used as part of Faur'ESO does not allow the offer to be rolled out in all countries under identical conditions. In order to offer similar economic profiles to the beneficiaries concerned, the the shareholders are asked to grant the Board of Directors a delegation of authority to increase the share capital, without preferential subscription rights, to a category of beneficiaries (twenty-fourth resolution).

The maximum nominal amount of the capital increases completed under this resolution would be 0.6%, it being specified that this amount would be deducted from the ceiling provided for in the twenty-fourth resolution of the General Meeting of June 26, 2020, i.e. 2% of the capital (or any resolution that may be substituted for it at a later date).

The price would be equal to an average of the listed share prices 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 concurrent transaction completed under the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 (or any resolution that may subsequently be substituted for it).

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

This delegation would be granted for a period of 18 months from the date of the General Meeting.

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

In addition, insofar as (i) the Faur'ESO offer makes use of the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 and (ii) a capital increase reserved for employees should be proposed to the shareholders each time a delegation to increase the share capital is requested from the shareholders, 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 savings plan.

The price of the shares or securities giving access to the capital that may be issued under this 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 greater than or equal to 10 years) than the average of the listed share prices during the 20 trading days preceding the date of the decision setting the opening date of the subscription, nor higher than this average.

The capital and debt ceilings set for this delegation would be the same as those of the previous resolution used for Faur'ESO:

- capital stock ceiling: 2% of the capital stock on the day of this General Meeting;
- debt ceiling: €1 billion.

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

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

This delegation would be effective as of July 31, 2021 and would supersede, as of this date, for the unused portion, the delegation granted by the General Meeting of June 26, 2020 under its twenty-fourth resolution. This delayed effective date is intended to allow to finalize the Faur'ESO transaction implemented on the basis of the twenty-fourth resolution granted by the General Meeting of June 26, 2020.

Twenty-third resolution - *Delegation of authority to be granted to the Board of Directors for the purpose of increasing the capital stock through the issue of shares and/or securities giving access to shares, with removal of preferential subscription rights for the benefit of members of a company 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 Code of commerce, 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 and in the proportions that it shall decide, increase the capital stock 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 Code of commerce and Article L. 3344-1 of the French Labor Code;
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 the capital increases that may result from the use of this delegation is set at 2% of the amount of capital stock at the date of this General Meeting. If applicable, this amount may be supplemented by the nominal value of any capital increase required to preserve the rights of holders of securities giving access to the Company's share capital, in accordance with legal provisions and, if applicable, any contractual provisions providing for other types of adjustments;
   b) the maximum nominal value of debt securities that may be issued pursuant to this delegation is set at €1 billion 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 increased, if applicable, by all redemption premiums above par and (ii) 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 Code of commerce;
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; Free translation for information purposes;

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 capital stock, including the corresponding amendment to the bylaws;
8. decides that this delegation will be effective as of July 31, 2021 and will cease its effects at the same date as the end of the validity date provided for the seventeenth to twenty-first delegations submitted to this General Meeting (i.e. 26 months as of the date of this General Meeting) and acknowledges that this delegation will supersede, as of July 31, 2021, for the unused portion, the delegation granted to the Board of Directors by the General Meeting of June 26, 2020 under the terms of its twenty-fourth resolution.

***Twenty-fourth resolution** - Delegation of authority to be granted to the Board of Directors in view of carrying out share capital increases, with removal of preferential subscription rights, in favor of a category 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 Code of commerce:

1. delegates its authority to the Board of Directors to increase the Company's share capital, on one or more occasions, at the time or times and in the proportions it considers appropriate, by issuing shares or other equity securities granting access to the Company's share capital reserved for the class 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 capital stock at the date of this General Meeting, this amount being counted toward the cap provided for in the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 (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 other equity securities, and to the equity securities to which such equity securities would entitle them, that would be issued pursuant to this resolution and to reserve the right to subscribe for them to the category 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 Code of commerce 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. decides that the price of the shares that may 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 Chief Executive Officer in the context of a simultaneous operation carried out pursuant to the twenty-fourth resolution adopted at the General Meeting of June 26, 2020 (or any resolution that may subsequently substitute for it);
5. 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;

6. decides that this delegation granted to the Board of Directors shall remain valid for a period of 18 months as from the date of this General Meeting.

2.4. 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 capital stock. It is stipulated that the difference between the carrying amount 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 26, 2020, under its twenty-fifth resolution.

***Twenty-fifth resolution** – Authorization to be granted to the Board of Directors for the purpose of reducing the capital stock 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 Code of commerce:

1. authorizes the Board of Directors to reduce the capital stock, 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 capital stock (i.e. for information at December 31, 2020, 13,803,580 shares), at any time and by twenty-four month periods, it being reminded that this limit applies to an amount of the Company's capital stock that shall, if applicable, be adjusted to take into account the operations affecting the capital stock after this 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, up to a limit of 10% of the capital reduction carried out;
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 26, 2020 under its twenty-fifth resolution.

2.5. Amendments to the bylaws

(TWENTY-SIXTH AND TWENTY-SEVENTH RESOLUTIONS)

2.5.1. Amendment of Article 30 of the bylaws relating to threshold crossings in order to simplify the notification procedures (twenty-sixth resolution)

In the context of the Covid-19 sanitary crisis, it was noted that the modalities for notifying statutory thresholds were no longer adapted to the new environment. Shareholders are therefore asked to simplify them by providing that notifications must henceforth be made in writing (e.g. by e-mail), and no longer mandatorily by registered letter with acknowledgment of receipt.

***Twenty-sixth resolution** – Amendment to Article 30 of the bylaws on threshold crossing in order to simplify the notification procedure*

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, after having read the report by the Board of Directors, resolves to amend as indicated in the table below paragraph 1 of Article 30 of the bylaws on threshold crossing, with the remainder of the Article remaining unchanged:

Old draft	New draft
Article 30 Threshold crossing	**Article 30 Threshold crossing**
"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L.233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company <u>by recorded delivery mail</u> of the total number of shares and voting rights held no later than four business days after occurrence."	"In addition to the obligations for notifying thresholds provided for by law, any person or legal entity acting alone or in concert within the meaning of Article L.233-10 of the French Commercial Code who comes to own or to cease to own a number of shares taking into account the cases of assimilation provided by the law applicable to the crossing of mandatory thresholds representing 1% or more of the share capital or voting rights or any further multiple thereof, including over and above the legal thresholds, is required to notify the Company **<u>in writing</u>** of the total number of shares and voting rights held no later than four business days after occurrence."

It is stipulated, as required, that the underlining and highlighting in the text of the table above has the sole purpose of facilitating the identification of amendments and does not come from the old draft of the bylaws and/or will not be entered into the new draft of the bylaws.

2.5.2. Compliance with legal provisions (twenty-seventh resolution)

Shareholders are asked to bring the bylaws into compliance with the applicable legal provisions and to amend to this effect:

- Article 16 of the bylaws relating to the compensation of Board members in order to expressly state that the breakdown of Board members' compensation is made according to the terms and conditions provided for by the regulations, which must in fact be carried out in accordance with the Board members' compensation policy;
- Article 23 of the bylaws relating to regulated agreements in order to modify the textual reference indicated in the bylaws and replace it with the one from Order No. 2020-1142 of September 16, 2020, which created a new section in the French Code of commerce for listed companies.

***Twenty-seventh resolution** – Bringing the bylaws into compliance - Amendment of Article 16 of the bylaws relating to the compensation of Board members and Article 23 of the bylaws relating to related-parties agreements*

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 as indicated in the table below (i) paragraph 2 of Article 16 of the bylaws relating to Board members' compensation, with the remainder of the Article remaining unchanged, and (ii) paragraph 6 of Article 23 of the bylaws relating to related-party agreements, with the remainder of the Article remaining unchanged:

Old draft	New draft
Article 16 Compensation of Board Members	**Article 16 Compensation of Board Members**
"The Board of Directors shall distribute this compensation among its members in the proportions it deems appropriate."	"The Board of Directors distributes this compensation among its members in the proportions it deems appropriate **<u>under the conditions provided for by the regulations</u>**."
Article 23 Related parties agreement	**Article 23 Related parties agreement**
"The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 <u>paragraph 1</u> of the French Code of commerce."	"The provisions of this Article are not applicable to agreements referred to in Article L. 225-39 of the French Code of commerce."

It is stipulated, as required, that the underlining and highlighting in the text of the table above has the sole purpose of facilitating the identification of amendments and does not come from the old draft of the bylaws and/or will not be entered into the new draft of the bylaws.

3. Ordinary General Meeting

3.1. Powers

(TWENTY-EIGHTH RESOLUTION)

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

Twenty-eighth 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 2021

Information relating to the 2020 fiscal year, to the events that have occurred since the beginning of the fiscal year 2021 and to the Group's outlook are available in the 2020 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).

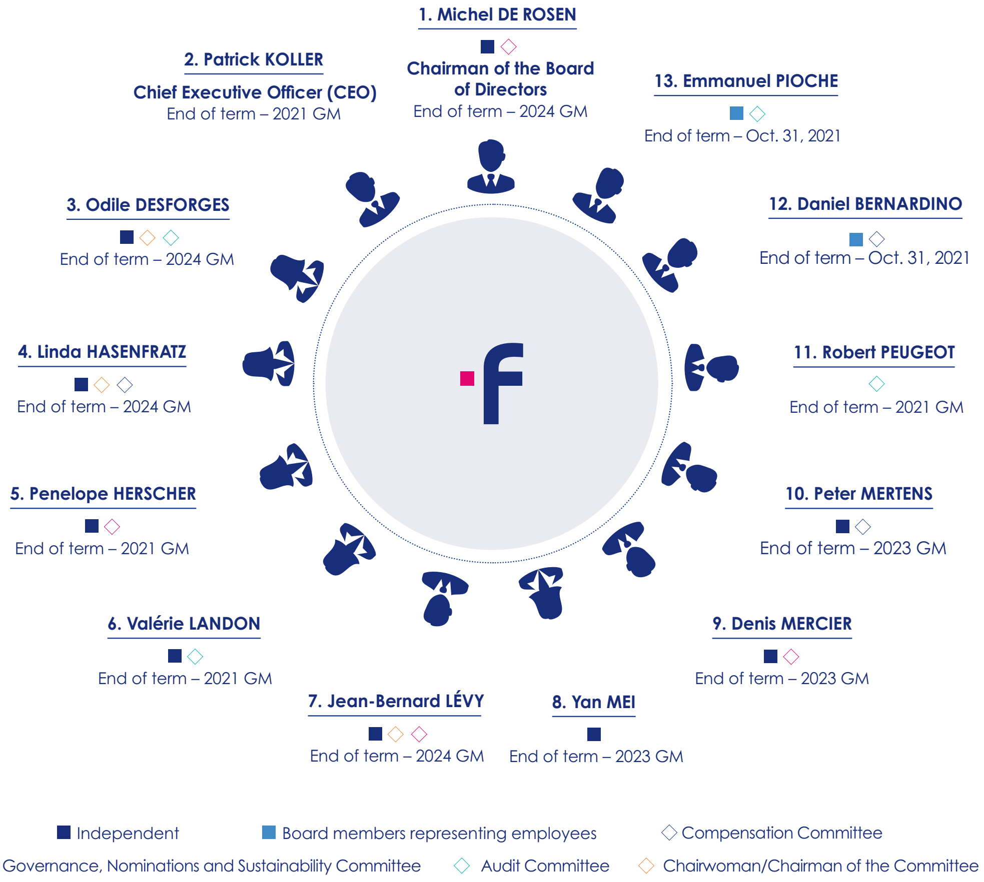
The press release relating to the first quarter of 2021 sales, available on the Company's website (www.faurecia.com), completes this information.

Governance and compensation

1. Governance

Summary presentation of the Board of Directors and key figures

The diagram below sets out briefly the composition of the Board of Directors and of the Committees as of April 16, 2021:



The table below sets out the key figures of the Board of Directors at the date of this Universal Registration Document (March 11, 2021) (unless otherwise specified).

13 Board members	82% Independent Board members (1)(3)	46% Female Board members (1)(3)	
2 Board members representing employees	7 Nationalities	4 years and 4 months Average term of office	62 years and 2 months Average age
10 MEETINGS OF THE BOARD OF DIRECTORS (2) +1 Meeting with independent members only	98% Attendance rate at Board meetings (2)(3)		
17 Committee meetings (including two meetings of the Ad Hoc Committee) (2)	99% Attendance rate at Committee meetings (2)(3)		

(1) Excluding Board members representing employees
(2) Figures as of December 31, 2020
(3) Rounded up to the nearest higher whole number

The table below sets out and completes the information mentioned in the above graph and in the key figures regarding the composition of the Board of Directors and the Specialized Committees as of April 16, 2021:

	Age	Gender	Nationality	Number of shares	Number of corporate offices in listed companies (excluding Faurecia)	Indepen-dence	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	70 years	M		5,944	3	Yes	GM of May 27, 2016	GM in 2024	4 years and 11 months	Member of the Governance, Nominations and Sustainability Committee
Patrick KOLLER Chief Executive Officer and Board member	62 years	M		87,939	1	Yes	GM of May 30, 2017	GM in 2021	3 years and 11 months	-
2. BOARD MEMBERS APPOINTED BY GENERAL MEETING										
Odile DESFORGES	71 years	F		500	2	Yes	GM of May 27, 2016	GM in 2024	4 years and 11 months	Chairwoman of the Audit Committee
Linda HASENFRATZ	54 years	F		500	1	Yes	GM of May 26, 2011	GM in 2024	9 years and 11 months	Chairwoman of the Compensation Committee
Penelope HERSCHER	60 years	F		500	3	Yes	GM of May 30, 2017	GM in 2021	3 years and 11 months	Member of the Governance, Nominations and Sustainability Committee
Valérie LANDON	58 years	F		500	1	Yes	BD Meeting of October 12, 2017	GM in 2021	3 years and 7 months	Member of the Audit Committee
Jean-Bernard LÉVY	66 years	M		500	3 [1]	Yes	BD Meeting of February 19, 2021	GM in 2024	2 months	Chairman of the Governance, Nominations and Sustainability Committee
Yan MEI	65 years	F		500	0	Yes	GM of May 28, 2019	GM in 2023	1 years and 11 months	-
Denis MERCIER	61 years	M		500	0	Yes	GM of May 28, 2019	GM in 2023	1 years and 11 months	Member of the Governance, Nominations and Sustainability Committee
Peter MERTENS	61 years	M		1,000	0	Yes	GM of May 28, 2019 (effective as from November 1, 2019)	GM in 2023	1 years and 6 months	Member of the Compensation Committee
Robert PEUGEOT	70 years	M		500	4	No	GM of May 29, 2007	GM in 2021	13 years and 11 months	Member of the Audit Committee
3. BOARD MEMBERS REPRESENTING EMPLOYEES										
Daniel BERNARDINO	50 years	M		-	0	- [2]	November 1, 2017	October 31, 2021	3 years and 6 months	Member of the Compensation Committee
Emmanuel PIOCHE	55 years	M		-	0	- [2]	November 1, 2017	October 31, 2021	3 years and 6 months	Member of the Audit Committee

(1) This figure includes a Board member position at Edison, a listed foreign subsidiary of the EDF Group, of which Jean-Bernard Lévy is Chairman of the Board and Chief Executive Officer. It also includes the corporate office as Board member of Société Générale which will expire after the General Meeting of May 18, 2021.

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

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

Skills

Daniel BERNARDINO	✓	✓		✓		✓			✓			
Odile DESFORGES	✓	✓	✓	✓	✓		✓		✓		✓	
Linda HASENFRATZ	✓	✓	✓	✓	✓	✓			✓		✓	
Penelope HERSCHER		✓	✓		✓	✓		✓	✓	✓	✓	
Patrick KOLLER	✓	✓	✓	✓	✓	✓			✓	✓	✓	✓
Valérie LANDON			✓			✓	✓				✓	
Olivia LARMARAUD (1)	✓	✓	✓				✓					
Jean-Bernard LÉVY (2)		✓	✓		✓		✓		✓	✓	✓	✓
Yan MEI			✓		✓	✓			✓		✓	
Denis MERCIER		✓	✓					✓	✓	✓	✓	
Peter MERTENS	✓	✓	✓	✓	✓	✓		✓	✓		✓	✓
Grégoire OLIVIER (1)	✓	✓	✓	✓	✓	✓			✓		✓	
Robert PEUGEOT	✓	✓	✓	✓	✓		✓		✓		✓	✓
Emmanuel PIOCHE	✓	✓		✓					✓			
Michel de ROSEN		✓	✓		✓	✓	✓		✓		✓	
Philippe de ROVIRA (1)	✓	✓	✓	✓	✓	✓	✓		✓		✓	

(1) Until January 12, 2021, the date of their resignation as directors of the Company.

(2) Since February 19, 2021, the date on which the Board of Directors co-opted Jean-Bernard LÉVY as an independent Board member.

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 fiscal year 2020 [1]

The table below indicates, for each Board member, attendance during the fiscal year 2020 at meetings of the Board of Directors and of any Specialized Committees of which they are a member.

	Attendance at Board meetings [1]	Attendance at meetings of the Audit Committee	Attendance at meetings of the Governance and Nominations Committee [2]	Attendance at meetings of the Compensation Committee	Attendance at the ad hoc Committee
Michel de ROSEN	100%	N/A	100%	N/A	100%
Daniel BERNARDINO	100%	N/A	N/A	100%	100%
Odile DESFORGES	100%	100%	N/A	N/A	100%
Linda HASENFRATZ	100%	N/A	N/A	100%	N/A
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	100%
Olivia LARMARAUD	100% [3]	100%	N/A	N/A	N/A
Yan MEI	100%	N/A	N/A	N/A	N/A
Denis MERCIER	100%	N/A	100%	N/A	N/A
Peter MERTENS	100%	N/A	N/A	100%	N/A
Grégoire OLIVIER	78% [3] [4]	N/A	N/A	N/A	N/A
Robert PEUGEOT	100%	N/A	N/A	100%	N/A
Emmanuel PIOCHE	100%	100%	N/A	N/A	N/A
Philippe de ROVIRA	89% [3] [4]	N/A	80%	N/A	N/A
TOTAL	**97.95%**	**100%**	**95%**	**100%**	**100%**

N/A: not applicable.

(1) The calculation of attendance, as presented in this table, does not take into account the additional meeting of independent Board members only that took place on October 22, 2020 for which the attendance rate was 100%.

(2) As of February 19, 2021, this Committee has been renamed Governance, Nominations and Sustainability Committee. This change in the name has been decided in order to better reflect the expansion of the Committee's missions in the fields of social and environmental responsibility. These missions were added to the Committee's scope of responsibility given the essential role of sustainability in the Group's strategy, during the Committee reorganization that occured on October 1, 2019.

(3) Percentage calculated on the basis of nine meetings. The Board members whose appointment was proposed by PSA have not been convened to the Board meeting dedicated to Company's long-term strategy review given the merger between PSA and FCA and the subsequent project of distribution of the Company's shares by Stellantis to its shareholders.

(4) Percentage rounded up to the nearest whole number.

(1) Extract of the Universal Registration Document 2020 of the Company, section 3.1.3.2 "Number of meetings of the Board of Directors and the Specialized Committees and attendance rate".

Ratification of cooptation, renewal of Board membership/appointment

Information on Board members and permanent representative

Penelope HERSCHER

Date of birth: July 15, 1960

Nationality:

Number of Faurecia shares: 500

Skills:

Independent Board member

Date of first appointment:	May 30, 2017
Date of expiry of term of office:	GM in 2021

Member of the Governance, Nominations and Sustainability Committee

Penelope Herscher is Chairwoman of the Board of Directors of Lumentum Operations LLC. (formerly JDSU) and its Governance Committee.

She has also been a Board member of (i) Verint and a member of its Governance Committee, (ii) Pros and a member of its Governance and Compensation Committees, (iii) Delphix, an unlisted company and (iv) Modern Health, an unlisted company.

Until April 2018, she was a Board member of the listed company Rambus, Inc., where she chaired the Strategy Committee and the Compensation Committee and was a member of the Governance Committee.

From March 2016 to October 2017, she chaired the Board of Savonix, Inc., a start-up in the digital health domain.

Until July 31, 2017, Penelope Herscher was Chairwoman of the Board of Directors at FirstRain, Inc., a software company, which she joined in 2004 and ran as President and CEO until 2015.

From 2002 to 2003, Penelope Herscher held the position of Executive Vice President and Chief Marketing Officer at Cadence Design Systems, Inc., an electronic design automation software company. From 1996 to 2002, she was Chairwoman and Chief Executive Officer of Simplex Solutions, which she led through an IPO in 2001 and which was acquired by Cadence in 2002. Before Simplex, she was an executive at Synopsys for eight years and started her career as an R&D engineer with Texas Instruments.

Penelope Herscher holds a Bachelor of Arts with honors and a Master of Arts in Mathematics from Cambridge University (England).

Main position held outside of Faurecia

- Companies Board member/Chairwoman.

Other positions and corporate offices in 2020 outside of Faurecia

French listed companies

-

French unlisted companies

-

Foreign listed companies

- Chairwoman of the Board of Lumentum Operations LLC (since 2019, previously Board member);
- Board member of Verint;
- Board member of Pros.

Foreign unlisted companies

- Board member of Delphix;
- Board member of Modern Health.

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

- Board member of Rambus Inc. (from 2006 to April 2018);
- Chairwoman of the Board of Directors of FirstRain, Inc. (from October 2015 to July 31, 2017);
- Chairwoman of the Board of Directors of Savonix Inc. (from March 2016 to October 2017).

Experience in an industrial company · *International experience* · *Governance/management of large companies* · *Specific knowledge of a geographic market* · *Data based technologies/digital* · *Leadership and crisis management* · *CSR* · *Risk management*

Patrick KOLLER

Date of birth: January 2, 1959

Nationality:

Number of Faurecia shares: 87,939

Skills:

Board member

Date of first appointment:	May 30, 2017
Date of expiry of term of office:	GM in 2021

Patrick Koller has been Chief Executive Officer of Faurecia since July 1, 2016.

He has held various management positions with several major manufacturing groups (Valeo, Rhodia).

In 2006, he joined the Faurecia group as Executive Vice President of the Faurecia Automotive Seating Business Group (now Faurecia Seating), a position he held until February 2, 2015. During this period, he held various offices within the Group subsidiaries.

On February 2, 2015, he was appointed Deputy Chief Executive Officer in charge of operations, a position he held until June 30, 2016.

He graduated from the École Supérieure des Sciences et Technologies de l'Ingénieur de Nancy (ESSTIN).

Main position held within Faurecia

- Chief Executive Officer (CEO).

Main position held outside of Faurecia

- Companies Board member.

Other positions and corporate offices in 2020 outside of Faurecia

French listed companies

- Board member of Legrand S.A.

French unlisted companies

-

Foreign listed companies

-

Foreign unlisted companies

-

Others

- Board member (donors' committee) of the Collège de France Foundation.

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

- Deputy Chief Executive Officer in charge of operations of Faurecia until June 30, 2016.

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* · *Leadership and crisis management* · *CSR* · *Risk management* · *Energy/electrification*

Valérie LANDON

Date of birth: August 17, 1962

Nationality:

Number of Faurecia shares: 500

Skills:

Independent Board member

Date of first appointment:	October 12, 2017
Date of expiry of term of office:	GM in 2021

Member of the Audit Committee

Valérie Landon began her career with Air France in 1985. In 1990, she joined Credit Suisse as an investment banker. Before starting her current position, she served in particular as Head of Investment Banking & Capital Markets for France, Belgium and Luxembourg.

She is an engineering graduate from École Centrale de Paris.

Main position held outside of Faurecia

- Vice Chairman Investment Banking & Capital Markets at Credit Suisse (*foreign listed company*).

Other positions and corporate offices in 2020 outside of Faurecia

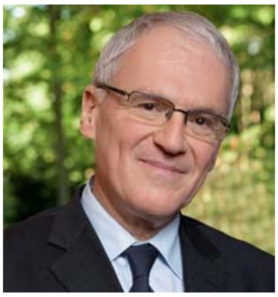
-

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

- Independent Board member of Albioma, member of the Audit, Accounts and Risks Committee, member of the Commitments Committee, from 2016 to May 2019;
- Member of the European Advisory Board of Catalyst, from 2010 to 2016.

International experience *Specific knowledge of a geographic market* *Banking/finance* *Risk management*

Jean-Bernard LÉVY



Date of birth: March 18, 1955

Nationality:

Number of Faurecia shares: 500

Skills:

Independent Board member

Date of first appointment: February 19, 2021

Date of expiry of term of office: GM in 2024

Chairman of the Governance, Nominations and Sustainability Committee

Jean-Bernard Lévy began his carreer France Télécom in 1979 as a works engineer at the Angers Division. In 1982, he became responsible for managing executive managers and HR budgets at head office, and then deputy to the head of the HR department.

In 1986, he was appointed Technical Advisor to the office of Gérard Longuet, Minister for Postal Services and Telecommunications. From 1988 to 1993, Jean-Bernard Lévy managed the Telecommunications Satellites activity of Matra Espace, now Matra Marconi Space. From 1993 to 1994, he was the Chief of Staff to Gérard Longuet, Minister of Industry, Postal Services, Telecommunications and Foreign Trade.

In 1995, he was appointed Chairman and Chief Executive Officer of Matra Communication. In 1998, he joined Oddo et Cie as Managing Director, then Managing Partner. In summer 2002, Jean-Bernard Lévy joined Vivendi. He served as its Chief Operating Officer until April 2005, and became Chairman of the Management Board and Chief Executive Officer in April 2005, until June 2012. From December 2012 to November 2014, he was Chairman and Chief Executive Officer of the Thales defense and aerospace group. Jean-Bernard Lévy has been EDF's Chairman and Chief Executive Officer of EDF since November 27, 2014.

Jean-Bernard Lévy is a graduate of the École Polytechnique and of Télécom Paris Tech.

Main position held outside of Faurecia

- Chairman and Chief Executive Officer of EDF * *(listed company)*.

Other positions and corporate offices in 2020 outside of Faurecia

French listed companies

- Board member of Société Générale.

French unlisted companies

- Chairman of the Supervisory Board for Framatome *;
- Board member of Dalkia *;
- Board member of EDF Renouvelables *.

Foreign listed companies

- Board member of Edison S.p.A * (Italy).

Foreign unlisted companies

- Board member of EDF Energy Holdings * (United Kingdom).
- **Others**
- Chairman of the Board of the EDF Foundation ;
- President of the Fondation Innovations pour les Apprentissages (FIPA);
- President of the French Energy Council (CFE) ;
- Board member of France Industrie ;
- Board member of the Global Sustainable Electricity Partnership (GESP) (Canada) ;
- Board member of Europlace ;
- Board member of AX ;
- Board member of the Fondation JJ Laffont - Toulouse School of Economics (TSE) **.

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

- Chairman of the Board of EDF Energy Holdings * (United Kingdom), from 2015 to 2017;
- Chairman of the Board of Edison S.p.A * (Italie), from 2014 to June 2019.

* *EDF Group*

** *Advisor (censeur) as of January 1, 2021*

Experience in an industrial company · *International experience* · *Governance/management of large companies* · *Banking/finance* · *Leadership and crisis management* · *CSR* · *Risk management* · *Energy/electrification*

Robert PEUGEOT, permanent representative of PEUGEOT 1810

Date of birth: April 25, 1950

Nationality:

Number of Faurecia shares: 500

Skills:

Board member

Date of first appointment:	May 29, 2007
Date of expiry of term of office:	GM in 2021

Member of the Audit Committee

Robert Peugeot has held various senior positions within the PSA Group and was a member of its Executive Committee between 1998 and 2007, in charge of Innovation and Quality. He was a permanent representative of FFP on the Supervisory Board of Peugeot S.A., a member of the Finance and Audit Committee, and he chaired the Strategy Committee, until the merger with FCA on January 16, 2021. SInce that date, he has been Vice-President and Board Member of Stellantis.

Since February 2002, he has been Chairman and CEO of FFP (Peugeot Invest) and has overseen its development. On May 19, 2020, he stepped down as Chief Executive Officer and became Chairman of the Board of FFP (Peugeot Invest).

Robert Peugeot is a graduate of the École Centrale de Paris and of INSEAD. He was made Chevalier de l'Ordre National du Mérite (2000) and a Chevalier de la Légion d'Honneur (2010) by the French Government.

Main position held outside of Faurecia

- Chairman of the Board of Directors of Peugeot Invest S.A. (previously named FFP) *(French listed company).*

Other positions and corporate offices in 2020 outside of Faurecia

Other French listed companies

- Permanent representative of FFP (Peugeot Invest) on the Peugeot S.A. Supervisory Board *;
- Permanent representative of F&P SAS on the Board of Directors of Safran S.A.

French unlisted companies

- Board member of Établissements Peugeot Frères S.A.;
- Board member of Tikehau Capital Advisors SAS;
- General Manager of SC Rodom;
- General Manager of Sarl CHP Gestion;
- Member of the Soparexo S.C.A. Supervisory Board;
- Chairman of F&P SAS;
- Permanent representative of FFP (Peugeot Invest) on the Board of Directors of Maillot I (Peugeot 1810) ;
- Permanent representative of Maillot II on the Board of Directors of SICAV ARMENE 2.

Foreign listed companies

- Board member of Sofina S.A. (Belgium).

Foreign unlisted companies

- Board member of FFP Investment UK Ltd (United Kingdom) (now named Invest UK) ;
- Member of the Signa Prime Supervisory Board (Austria).

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

- Permanent representative of FFP (Peugeot Invest) (French listed company), Chairman of FFP Invest S.A.S. ;
- Permanent representative of FFP Invest S.A.S., Chaiman and Member of the Supervisory Board of Financière Guiraud S.A.S.;
- Member of the ACE Management S.A. Supervisory Board ;
- Permanent representative of Maillot I (Peugeot 1810), Board member of SICAV Armene 2 ;
- Chief Executive Officer of FFP (Peugeot Invest) ;
- Board member of DKSH S.A. (Switzerland) ;
- Member of the Hermès International S.C.A. Supervisory Board ;
- Permanent representative of Maillot I (Peugeot 1810) on the Board of Directors of SICAV Armene ;
- Permanent representative of FFP Invest SAS on the Board of Directors of Sanef S.A. (France) ;
- Board member of Imerys (France) ;
- Board member of Holding Reinier SAS.

* *This term ended on January 16, 2021 after the completion of the merger between PSA and FCA. Since then, he has held the positions of Vice Chair of the Board and Board member of Stellantis (Dutch company listed in France, Italy, Netherlands and USA).*

Experience in Faurecia's core businesses | *Experience in an industrial company* | *International experience* | *Automotive technologies* | *Governance/management of large companies* | *Banking/finance* | *Leadership and crisis management* | *Risk management* | *Energy/electrification*

2. Compensation [1]

Tables summarizing the compensation paid during fiscal year 2020 or awarded in respect of this same year to the executive and non-executive corporate officers

The tables below present a summary of the compensation and benefits paid during fiscal year 2020 or awarded in respect of this same fiscal year to the executive and non-executive corporate officers.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHAIRMAN OF THE BOARD OF DIRECTORS DURING FISCAL YEAR 2020 OR AWARDED IN RESPECT OF THIS SAME FISCAL YEAR

Components of compensation	Amounts allocated in respect of the past fiscal year or accounting valuation	Presentation
Fixed compensation	€251,940 (paid)	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 "**2020 Compensation**"), are respectively described (i) in the compensation policy for the Chairman of the Board of Directors set out in Sections 3.3.4.1.2 "Compensation policy for the Chairman of the Board of Directors" of the 2019 Universal Registration Document and of the 2020 Universal Registration Document (the "**2020 and 2021 Compensation Policies**") and (ii) in Section 3.3.1.1.2.1. "Fixed annual compensation" of the 2020 Universal Registration Document. The amount of the 2020 fixed annual compensation was fixed at €300,000 (cap integrating the benefits in kind linked to the provision of a personal assistant). In the context of the Covid-19 sanitary crisis, monthy payments for his fixed remuneration were reduced by 20% for the entire second quarter of 2020.
Annual variable compensation	Not applicable	No annual variable compensation
Multi-annual variable compensation	Not applicable	No multi-annual variable compensation
Exceptional compensation	Not applicable	No exceptional compensation
Stock options, performance shares or any other long-term benefit	Not applicable	No stock subscription or purchase options grant, performance shares, or any other long-term benefits
Compensation as Board member	Not applicable	No compensation awarded as Board member
All benefits (including social protection)	€44,288 (including accounting valuation of €39,782)	The 2020 Compensation is respectively described in (i) the 2020 and 2021 Compensation Policies and (ii) Section 3.3.1.1.2.2 "Benefits in kind and social protection schemes" of the 2020 Universal Registration Document.
Severance payment	Not applicable	No severance payment
Non-competition indemnity	Not applicable	No non-competition indemnity
Supplementary pension schemes	Not applicable	No supplementary pension scheme benefit

(1) Extract of the 2020 Company's Universal Registration Document.

SUMMARY OF THE COMPONENTS OF COMPENSATION PAID TO THE CHIEF EXECUTIVE OFFICER DURING FISCAL YEAR 2020 OR AWARDED IN RESPECT OF THIS SAME FISCAL YEAR (1)

Components of compensation	Amounts allocated in respect of the past fiscal year or accounting valuation	Presentation
Fixed compensation	€855,000 (paid)	The principles for determining the compensation of Patrick KOLLER as Chief Executive Officer, as well as its implementation methods (the "**2020 Compensation**") are respectively described (i) in the compensation policy for the Chief Executive Officer in Sections 3.3.4.1.3 "Compensation policy for the Chief Executive Officer" of the 2019 Universal Registration Document and the 2020 Universal Registration Document (the "**2020 and 2021 Compensation Policies**") and (ii) in Section 3.3.1.2.2.1. "Fixed annual compensation" of the 2020 Universal Registration Document. The amount of fixed annual compensation for 2020 was set at €900,000, since the 11% increase decided in 2020 was not applied. Moreover, due to the Covid-19 sanitary crisis, monthly payments for his fixed compensation were reduced by 20% for the entire second quarter of 2020.
Annual variable compensation	€270,000 (amount to be paid in 2021 subject to a favorable vote by the General Meeting)	The 2020 Compensation is respectively described in (i) the 2020 and 2021 Compensation Policies and (ii) Section 3.3.1.2.2.2 "Annual variable compensation" of the 2020 Universal Registration Document. At a meeting held on February 19, 2021, 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 fiscal year ended on December 31, 2020 as follows: ■ Quantifiable criteria (operating margin and net cash flow) : 0%, which gives the right to €0 (out of a maximum of €1,350,000 corresponding to 150% of the fixed annual compensation); ■ Qualitative criterion (strategy execution): 150%, which gives the right to €270,000 (which is the maximum, corresponding to 30% of the fixed annual compensation); ■ Total amount: €270,000 (compared to €1,302,480 for fiscal year 2019). In accordance with the provisions of Article L. 22-10-34 of the French Code of commerce, the variable compensation for the fiscal year ended December 31, 2020 shall be paid only once the shareholders approved the components of compensation paid during the course of fiscal year 2020 or awarded in respect of the same fiscal year to Patrick KOLLER, Chief Executive Officer. It is also acknowledged that the payment of Patrick KOLLER's annual variable compensation for fiscal year 2019, which totaled €1,302,480, was, in accordance with the law, subject to a favorable vote at the General Meeting of June 26, 2020 on the components of compensation paid or awarded in respect of fiscal year 2019 (thirteenth resolution). Since the vote in favor of this resolution was 96.47%, payment of Patrick KOLLER's annual variable compensation for fiscal year 2019 was made after this General Meeting.
Multi-annual variable compensation	Not applicable	No multi-annual variable compensation
Exceptional compensation	Not applicable	No exceptional compensation

(1) As the prior notice and the non sollicitation covenant do not give rise to specific compensation, they are not mentioned in this table. For information, these mechanisms have not been implemented in 2020.

Components of compensation	Amounts allocated in respect of the past fiscal year or accounting valuation	Presentation
Stock options, performance shares or any other long-term benefit	Options = not applicable Performance shares = €1,619,713 (valuation according to the standards used for the consolidated financial statements)	No stock subscription or purchase options grant. The Compensation for 2020 is respectively described (i) in the 2020 and 2021 Compensation Policies and (ii) in Section 3.3.1.2.2.3 "Performance Shares" of the 2020 Universal Registration Document. ■ 2018 grant : Plan No.10: the internal condition linked to the Group net income (after tax) (weighting 60%) was not met due to the impact of the Covid-19 sanitary crisis. The external condition linked to the earnings per share (weighting 40%), will be assessed by the Board of Directors at the Board meeting revewing the sales revenue of the first quarter of 2021; ■ 2019 grant : Plan No.11: as a result of the Covid-19 sanitary crisis, the internal conditions quantitative targets related to (i) the Group net income (after tax), (weighting 60%) and (ii) gender diversity within the "Managers and Professionals" category, resulted unreachable and at a meeting held on October 22, 2020, the Board of Directors resolved to adjust them to take into account the new economic and market data, while keeping the same achievement target curve; ■ 2020 grant : Plan No.12: the Board meeting held on October 22, 2020, on the basis of the authorization from the General Meeting of June 26, 2020 (twenty-third resolution), resolved to grant 61,140 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 47,030). These 61,140 shares correspond to 0.04% of the Company's capital stock as of December 31, 2020; ■ 2016 grant : Plan No.8 - shares delivery: it is stipulated, for information purpose, that 45,771 shares attributed to Patrick KOLLER for the performance shares grant plan No.8 became available and were delivered in the course of the fiscal year.
	Other long-term benefits = not applicable	No other long-term benefits grant
Compensation as Board member	Not applicable	No compensation awarded as Board member.
All benefits (including social protection)	€22,315 (including accounting valuation of €15,351)	The 2020 Compensation is described (i) in the 2020 and 2021 Compensation Policies and (ii) in Section 3.3.1.2.2.8 "Benefits in kind and social protection schemes" of the 2020 Universal Registration Document respectively.
Severance payment	No payment made during the fiscal year	The 2020 Compensation is described (i) in the 2020 and 2021 Compensation Policies and (ii) in Section 3.3.1.2.2.5 "Severance payment" of the 2020 Universal Registration Document respectively. Patrick KOLLER benefits from a severance 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 of the French Code of commerce (now repealed), was approved by the General Meeting of May 30, 2017 (fifth 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 (sixteenth resolution).
Non-competition indemnity	No payment made during the fiscal year	The 2020 Compensation is respectively described (i) in the 2020 and 2021 Compensation Policies and (ii) in Section 3.3.1.2.2.6 "Non-competition indemnity" of the 2020 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 (sixteenth resolution).

Components of compensation	Amounts allocated in respect of the past fiscal year or accounting valuation	Presentation
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).**	No payments to during the year	The 2020 Compensation is respectively described (i) in the 2020 and 2021 Compensation Policies and (ii) in Section 3.3.1.2.2.4 "Pension schemes" of the 2020 Universal Registration Document. ■ Defined contribution pension scheme: the amount is €4,037; ■ Frozen defined benefits pension scheme : 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 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, 2020 was €23,387. The same applies to the additional defined benefits pension scheme. The amount of the pension under this additional plan was, at December 31, 2020, €232,656. These schemes were authorized by a decision of the Board of Directors of July 25, 2016, and approved by the General Meeting of May 30, 2017 (fifth ordinary resolution). ■ New defined benefits pension scheme: the Chief Executive Officer is eligible for a new defined benefits pension scheme subject to performance conditions. The implementation of this new regime was ongoing as of December 31, 2020 and will take effect retroactively as of January 1, 2020. However due to the Covid-19 sanitary crisis, the performance conditions targets were not met, and, as a consequence, no right will be granted in respect of the fiscal year ended on Decembre 31, 2020. Therefore the annuity to be awarded in respect of this pension scheme is nil.

Compensation policy 2021 for corporate officers

The compensation policy described below is established in accordance with the provisions of Article L. 22-10-8 of the French Code of commerce.

The compensation policy for corporate officers is set by the Board of Directors upon recommendation of the Compensation Committee and is reviewed annually to determine any potential adjustments to be made. Any other revision of the compensation policy outside this timetable follows the same procedure.

The Board of Directors ensures that the compensation policy is adapted to the Company's strategy and to the context in which the Company operates. 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 term. 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, in a major portion of his compensation based on performance criteria related to the implementation of strategy whose achievement benefits to all stakeholders. These elements should allow the Company to attract and retain corporate officers, and, more specifically, executive corporate officers.

The Board of Directors relies on the Compensation Committee for all matters relating to the compensation of corporate officers. The Compensation Committee is composed of, at the date of this Universal Registration Document, two-thirds of independent Board members (excluding the Board member representing employees), including its Chairwoman. When determining the compensation policy, the Compensation Committee considers the objectives defined by the Board of Directors and the general principles guiding the compensation policy for corporate officers. It also ensures that the implementation of the compensation policy, in particular in terms of amount or value of allocations and benefits, complies with the objectives and principles that guided the determination of that policy. To that end, it makes any necessary or useful recommendations to guide the choices and decisions of the Board of Directors in the determination, implementation, and monitoring of the compensation policy.

To guarantee the independence of the process for determining or reviewing the compensation policy, the Compensation Committee and the Board of Directors ensure that the conflict of interest management rules provided by applicable laws in force and those provided by the internal rules of the Board of Directors are respected.

The compensation policy takes into consideration the principles of the AFEP-MEDEF Code regarding the determination of corporate officer compensation. 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. The objectives set take into account changes in the compensation component (diversity, etc.).

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

Compensation policy for Board members

Board members are appointed by the General Meeting of Shareholders for a period of four years or, for a co-optation, for the duration of the predecessor's remaining term of office. They may resign at any time without notice and can also be dismissed at any time without notice by the General Meeting of Shareholders.

Board members representing employees are appointed, in accordance with the terms and conditions provided for in the bylaws, for a period of four years or, in the event of a replacement during their term of office, for the remaining term of office of the other Board member representing employees. They may resign at any time from their position as Board member or as an employee holding a permanent employment contract (subject, in the latter case, to giving notice), which entails the end of their term of office as Board member. The duties of the Board member representing the employees also end (i) in the event of termination of the employment contract (other than resignation) under the conditions provided for by applicable legal or contractual provisions and compliance with applicable procedures, subject, where applicable, to a notice period meeting these conditions and (ii) in the event of dismissal decided by the president of the judicial court at the request of the majority of the Board members.

The Board of Directors ensures that the amount of compensation 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, distributes the annual amount of compensation allocated by the General Meeting of Shareholders. To determine the level of the annual fixed amount requested at the General Meeting of Shareholders, the Board of Directors performs market analysis and benchmark 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 members receive as compensation for their activities an amount comprised of:

- a fixed portion, as consideration for 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 during the year; and
- a predominant variable portion based on their effective 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 a 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. The same applies to Board members with executive or managerial duties within a shareholder that controls the Company.

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 shall elect a Chairman, who must be a natural person, from among its members. He is appointed for a term set by the Board of Directors, which cannot exceed his term as a Board member. The Chairman of the Board of Directors may resign from office at any time without notice and the Board of Directors may terminate his office at any time without a notice period.

The Board of Directors ensures in particular that the compensation of the Chairman of the Board of Directors is adapted to the missions given, 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 purpose of the fixed compensation of the Chairman of the Board of Directors is to compensate the responsibilities and duties attached to that corporate office, whether they are provided by law or by the Company (internal rules of the Board of Directors). 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.

Furthermore, since 2019, a portion of that compensation is paid as a benefit in kind relating to the time of the personal assistant provided to the Chairman dedicated to his activities other those in relation to his chairmanship of Faurecia.

OTHER COMPONENTS OF COMPENSATION

The Chairman of the Board of Directors receives the following benefits in kind: (i) a personal assistant for his activities other than those relating to the chairmanship of Faurecia and (ii) a company car.

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

Compensation policy for the Chief Executive Officer

2021 CEO Compensation Policy

Fixed annual compensation	Short-term annual variable compensation	Long-term variable compensation	Other components
Determined by using European Benchmark €1,000,000	*0-180% of fixed annual compensation* Quantitative criteria From 0% to 150% of the fixed compensation Operating income (40%) + Net cash flow (60%) Qualitative criteria From 0% to 30% of the fixed compensation Generally 2 to 4 criteria covering strategic, business development and managerial objectives as well as those in line with the Group's values and its CSR convictions	*0-250% of fixed annual compensation* Performance shares subject to presence and performance conditions • Internal condition related to after-tax net income (60%) • Internal condition related to gender diversity (10%) • External condition related to growth in net EPS vs benchmark (30%)	• Executive Super Performance Initiative • Severance indemnity (24 months) • 12-month non-compete covenant in case of resignation, with a 6-month indemnity • 6-month prior notice in case of resignation • 12-month non-solicitation covenant • Pension plans • Benefits in kind and social protection

SHORT-TERM → LONG-TERM

The Chief Executive Officer is appointed by the Board of Directors. The Board of Directors shall determine the Chief Executive Officer's term of office, which may be fixed or indefinite. The Chief Executive Officer may resign at any time, with a six months' notice period, and the Board of Directors may terminate his duties at any time without notice.

In accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors ensures to structure the various components of the Chief Executive Officer's compensation so as to view his actions in the long term and enable an alignment of his interests with the interests of the Company and its shareholders. In this respect, the Board regularly reviews the characteristics of the compensation policy of the Chief Executive Officer and the components of his compensation to ensure these objectives are achieved.

It should be noted that the Board of Directors carried out an in-depth review in early 2020 with the Compensation Committee of the structure, undertakings and components of the Chief Executive Officer's compensation set forth in the compensation policy, and made stable and long term adjustments (except for very significant and duly justified exceptional events) to further protect the interests of the Company (adoption of a non-competition covenant, a notice and a non-solicitation/non-employment covenant) with in return an upward revaluation of the fixed annual compensation (+11%) and the long-term variable compensation (increased up to 250% of the fixed annual compensation).

The waiver of the fixed and long-term compensation increases decided in 2020 in the context of the Covid-19 sanitary crisis is only applicable to 2020 as indicated in the Chief Executive Officer's compensation policy for 2020. These increases in compensation, which formed part of the 2020 compensation policy, approved at 96.69% in the sixteenth resolution of the Company General meeting held on June 26, 2020, are therefore applicable in 2021 and are in line with interests of the different stakeholders, including shareholders (being notably recalled that it is proposed to the General Meeting to distribute dividends).

The 2021 compensation policy is in line with the previous compensation policy. However, a change was included in order to provide for a specific variable long-term compensation aiming at stabilizing the Management team (Executive Super Performance Initiative) after completion of the distribution of the Company's shares by Stellantis.

The compensation policy, as amended, enables the Company to provide an incentive and competitive policy for its Chief Executive Officer and a protective one for the Company, but also based on stable general principles.

FIXED ANNUAL COMPENSATION

The fixed compensation for the Chief Executive Officer aims at compensating the responsibilities and tasks associated with this position by law. The amount of compensation is also set taking into account the beneficiary's skills and experience.

The amount of the compensation is also determined in consideration of a comparative study prepared for Europe by external consultants on the basis of a group of comparable industrial companies in terms of revenue, capitalization and headcount [1].

The amount of the fixed compensation amounts, following the remuneration policy approved by the shareholders on June 26, 2020, to 1,000,000 euros.

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 annual variable compensation percentage and for valuing the performance shares.

ANNUAL VARIABLE COMPENSATION

The annual variable 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 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 the quantifiable and qualitative criteria.

1. The quantifiable criteria, which give right to variable compensation ranging from 0% to 150% of the fixed annual compensation, are linked:

- for 40%, to the operating income;
- for 60% to the net cash flow.

For each quantifiable criterion, the targets are set by the Board of Directors in relation to the budget for the current year and the variable portion varies within a range between 0% and 150% of the amount of the fixed annual compensation able to be obtained with respect to this criterion.

The expected levels of achievement of these criteria are not made public for confidentiality reasons. The achievement of the targets for these criteria is assessed annually by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of the consolidated financial statements approved by the Board of Directors.

(1) The European comparative study comprises 14 European industrial companies with a comparable sales revenue or market capitalization and that either supply components in the automotive, defense or aerospace industries, or exercise activities in the steel sector.

2. The qualitative criteria, generally from two to four, give right to variable compensation ranging from 0% to 30% of the fixed annual compensation and are set each year by the Board of Directors. They cover strategic, business development and managerial objectives as well as those in line with the Group's values and its convictions in corporate and social responsibility. 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.

It should be noted that payment of the variable compensation components described above is subject to the approval of all the compensation components by the Ordinary General Meeting of the Shareholders under the terms and conditions provided for by law.

LONG-TERM VARIABLE COMPENSATION IN THE FORM OF PERFORMANCE SHARES

Share-based compensation, which is based on both internal and external performance conditions, enables to strengthen the Chief Executive Officer's loyalty and 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 Chief Executive Officer is eligible for the performance share plans established by the Company, subject to performance and presence conditions identical to those set for all the beneficiaries of the plans (i.e. the members of the Executive Committee and of the Group Leadership Committee).

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

- performance shares are generally granted during the second half of each fiscal year;
- 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 granting 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 performance conditions are as follows:

- 60% fulfillment of an internal performance condition related to the Group's net income after tax and before taking into account any exceptional events. This internal condition is assessed by comparing the net income of the third fiscal year after the grant date of the performance shares against the one as forecasted in the strategic plan reviewed and approved by the Board of Directors.
- 10% fulfillment of an internal performance condition related to the gender diversity within the Group's "Managers and Professionals" category. This internal condition is measured by comparing the actual percentage of women in the Managers and Professionals population of the third fiscal year after the grant date of the performance shares to the target percentage set by the Board of Directors on the grant date of the performance shares.
- 30% fulfillment of an external performance condition, i.e., growth of the 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 12 comparable international automotive suppliers over the same period.

The reference group is comprised of the following European and North American automotive suppliers: Adient (Ireland/United States), Aptiv (formerly Delphi) (United States), Autoliv (Sweden), Autoneum (Switzerland), Borg Warner (United States), Continental (Germany), Hella (United Kingdom), Lear (United States), Magna (Canada), Plastic Omnium (France), Tenneco (United States) and Valeo (France).

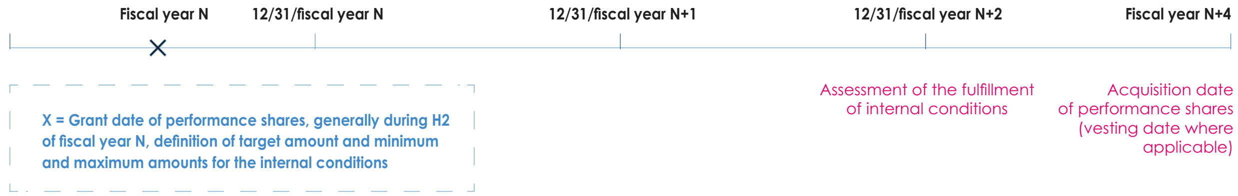
This group is intended to be stable over time and may be modified only in the event of significant evolution concerning one of its constituents, in particular in the event of a takeover, merger, de-merger, absorption, dissolution, disappearance or change in business, subject to maintaining the overall consistency of the reference group and enabling an external performance condition consistent with the external performance objective set for the grant to be applied.

The achievement of these conditions is assessed by the Board of Directors, on the recommendation of the Compensation Committee, on the basis of (i) the consolidated financial statements approved by the Board of Directors (and after necessary adjustments) concerning the internal performance condition related to the Group's net income, (ii) the Faurecia group's Human Resources reporting concerning the internal performance condition related to gender diversity and (iii) a calculation performed by an external company specialized in compensation on the basis of the consolidated financial statements approved by the competent body of companies part of the reference group and by Faurecia, concerning the external performance condition related to net earnings per share.

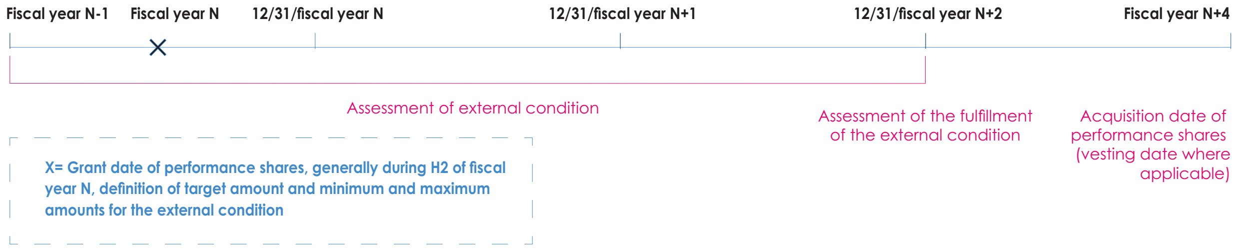
(1) Presence condition with the usual exceptions.

The plans are constructed as follows

Internal conditions (net income and gender diversity)



External condition (net earnings per share)



The maximum amount of grant represent no more than 250% of the fixed annual compensation of the Chief Executive Officer. The Company's long-term compensation practices are reexamined on a regular basis to ensure their compliance with best market practices.

The Chief Executive Officer makes a formal commitment not to hedge the risk of the performance shares granted to him.

A ONE-OFF LONG-TERM RETENTION PLAN: EXECUTIVES SUPER PERFORMANCE INITIATIVE (ESPI)

After more than 20 years with a majority controlling shareholder, the Company is facing a transformational evolution with the distribution of the Faurecia shares held by Stellantis, its main shareholder, to its own shareholders. While the distribution of the Faurecia shares was contemplated since the first announcement on the PSA/FCA merger dated October 31, 2019, the timing of such distribution changed: the Faurecia shares will be distributed after the closing of the merger (and not prior as initially contemplated), and as a consequence, to all Stellantis shareholders and not to PSA shareholders only (as initially planned). This change will have a significant impact on the future shareholding base of the Company, with a larger number of anglo-saxon investors, especially coming from the FCA shareholding.

In anticipation to the implementation of the distribution and during interactions with future investors, concern from a number of these new investors has been expressed about retention of the Executive Committee's members following completion of this transaction, at a time when management stability will be crucial.

Further, the distribution of Faurecia shares will increase the visibility of Faurecia on the market, as well as the attractivity of its pool of leaders, reinforced by their capability to manage turnaround as demonstrated by the resilience of the Group in recent years.

Consequently, in the interest of shareholders and future shareholders, the Board of Directors deemed necessary to strengthen the retention of the Executive Committee team. Collectively recognized as a key factor in the Group's long-term success, over a sufficient period of time, the Executive Committee will ensure implementation of the Company's performance and growth strategy, aiming to create long term value in the best interest of all stakeholders.

In order for this primary objective to be achieved, the Board of Directors intends to implement in 2021 a one-off long-term performance shares plan, named Executive Super Performance Initiative (ESPI).

The main characteristics of this vehicle, which is not a recurring one, are different from existing performance share plans regularly put in place by Faurecia and are the following:

- Beneficiaries: the plan will be applicable to the members of the Executive Committee, including the Chief Executive Officer;
- Duration: the vesting period will be five years, with no holding period which is a duration typically used for major transformational journeys and will ensure the stability in the strategic post distribution period. The beneficiaries will be required to be present for the full five years, except in usual derogation cases (death, invalidity), it being noted that retirement can only be recognized as a derogation at the discretion of the Board of Directors, after three years of vesting at least and subject to proratisation of the acquisition rights;
- Maximum total pay-out: the maximum amount of the grant for each beneficiary may not represent, on grant date, more than 300% of his/her fixed annual compensation, with total payout capped at €2,000,000;

- Performance: performance will be assessed over the vesting period based on one or several demanding conditions rewarding long-term value creation and feeding the alignment with shareholders' interests. In that respect, it is considered to use the Total Shareholder Return (TSR) against the TSR of a reference peer group, in line with standard market practice. Detailed information on ESPI implementation will be provided in the Board of Directors' report on draft resolutions proposed to the General Meeting to be held on May 31, 2021.

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. This defined benefit supplementary pension plan is subject to performance conditions.

Supplementary defined contributions pension scheme

The Chief Executive Officer is a beneficiary of the defined contribution plan (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.

This plan covers tranches A and B of the beneficiary's compensation and entitles the beneficiary to contributions of 1% on tranche A and 6% on tranche B of the compensation, with no contribution by the beneficiary.

Supplementary defined-benefits pension plan (Article 39 of the French General Tax Code) subject to performance conditions

Supplementary pension for periods of employment prior to January 1, 2020

The Chief Executive Officer, affiliated to the plans before July 4, 2019, is eligible for a defined benefit pension supplement comprising two components: (i) a component, which was subject to eligibility conditions and open until July 3, 2019, to all Group's executives in France described in Section 3.3.1.2.2.4 "Pensions" of the 2020 Univesal Registration Document and (ii) an additional component implemented, also subject to eligibility conditions, for the benefit of members of Faurecia's Executive Committee (PAPP). For the Chief Executive Officer, these two plans are subject to performance conditions.

Provided that he ends his professional career within the Group (subject to exception), the Chief Executive Officer is likely to receive an annuity under these plans, whose characteristics are described in Section 3.3.1.2.2.4 "Pension schemes" of this 2020 Universal Registration Document.

In order to comply with law No. 2019-486 of May 22, 2019 said "Pacte law" and Order No. 2019-697 of July 3, 2019 transposing the Directive on supplementary pension rights' portability, the two components of the defined benefits pension scheme applicable to the members of the Executive Committee, and from which the Chief Executive Officer benefits, were closed as of July 4, 2019, and the rights of potential beneficiaries were frozen as of December 31, 2019.

Given the freeze of rights, with effect from December 31, 2019, the Chief Executive Officer can no longer vest additional rights under these plans as of January 1, 2020.

Vested supplementary pension rights for periods of employment after January 1, 2020

Following the freezing of past non-vested rights under defined benefits pension schemes governed by Article L. 137-11 of the French Social Security Code, Faurecia implements a vested rights supplementary pension scheme for rights relating to periods of employment after December 31, 2019 that complies with the new legal requirements set out in Article L. 137-11-2 of the French Social Security Code.

Thus, the Chief Executive Officer would be eligible to benefit from this new vested rights supplementary pension scheme governed by Article L. 137-11-2 of the French Social Security Code, which would have the following characteristics (PAPP2):

- 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 term of office in France,
  - rights definitively vested after 3 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.

The performance conditions are as follows:

- based on Faurecia's operating income:
  - 2.7% if the operating income is higher than 100% of the budgeted operating income,
  - 1.8% if the operating income amounts to between 95% and 100% of the budgeted operating income,
  - 0.9% if the operating income amounts to between 75% and 95% of the budgeted operating income,
  - 0% if the operating income is lower than 75% of the budgeted operating income;
- based on the level of achievement of annual variable compensation (FVC) targets:
  - 0.3% if the level of targets achievement is higher than 100%,
  - 0.2% if the level of targets achievement amounts to between 95% and 100%,
  - 0.1% if the level of targets achievement amounts to between 75% and 95%,
  - 0% if the level of targets achievement is lower than 75%.

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

- Rights acquired under the plan covered by Article L. 137-11-2 of the French Social Security Code, are capped at 30 points per beneficiary.
- Furthermore, given that the current Chief Executive Officer is the beneficiary of rights provided by other supplementary plans offered by the Group (including the PAPP), 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 will be capped as follows:
  - the sum of pensions under the new plan and other supplementary plans offered by the Faurecia group (including the PAPP), is limited to eight times the Annual Social Security ceilings (€329,088 in 2020),
  - the sum of rights vested under the new plan and other supplementary plans offered by the Faurecia group (including the PAPP), may not exceed 25% of the average annual reference remuneration received over the last three calendar years,
  - 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 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 this plan.

- Financing outsourced to an insurance company, to which contributions will be paid annually.

As reminded in the introduction of this section "Pension", the Chief Executive Officer was also eligible to the Defined Benefits Plan applicable to all employees in tranche C having a cash compensation higher or equal to €164,500 (Tranche C), that has been crystalized in December 31, 2019. Faurecia intends to implement a new Defined Benefit Pension Plan (Tranche C 2) to replace this initial plan, to which the Chief Executive Officer would be eligible.

The main characteristics of the plan would be as follows : future rights will vest immediately, based on yearly reference salary, it being specified that for the Chief Executive Officer, yearly rights acquisition will be conditioned to the achievement of two performance conditions, similar to those applied to the PAPP 2, counting each for 50%. The trigger threshold for each condition will be 75% of the target to vest 50% of the related pension rights. Between 75% and 100% of achievement, the vesting will be linear. If the level of achievement of one of the two conditions is less than 75%, no pension right will be granted for the considered year. The maximum yearly rights will not exceed €1,645 euros (i.e. 1% of €164,500). In any case, the sum of the vested rights stipulated under Tranche C 2 and PAPP 2 will not exceed 3% of compensation per year in line with French regulation. The financing of the regime will be external, with an insurance company to which yearly contributions will be paid by Faurecia.

SEVERANCE PAYMENT

The Board of Directors may decide to grant the Chief Executive Officer a termination payment subject to performance conditions.

This payment is backed by granting conditions in accordance notably with the AFEP-MEDEF Code:

- the payment is due in case of termination of the Chief Executive Officer's term of office on the Company's initiative, subject to his not being terminated due to serious or gross misconduct;
- the payment is not due in case of resignation or retirement;
- the payment is subject to the achievement of the following performance conditions:
  - achievement of a positive operating income during each of the three fiscal years preceding the termination of the Chief Executive Officer's term of office,
  - achievement of a positive net cash flow during each of the three fiscal years preceding the termination of the Chief Executive Officer's term of office;
- the payment is equal to 24 months of the reference compensation calculated on a total compensation basis (annual fixed and variable) paid with respect to the 12 months preceding the termination of his corporate office (the "Reference Compensation"). This payment is due if the two conditions described above are fulfilled in each of the three fiscal years concerned, which in practice amounts to the fulfilment of six criteria;
- should one of the six criteria not be met, the termination payment is reduced proportionally by 1/6 and may equal to 0 should none of these six criteria be fulfilled;
- should the Chief Executive Officer's term of office be shorter than three years, the method of calculating the termination payment is identical, but the number of criteria is adjusted to take into account the actual length of the term of office.

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.

In case of resignation, the Chief Executive Officer is bound by a non-compete covenant prohibiting him, for a period of 12 months following the termination date of his office, (i) from soliciting the Group's customers or convincing such persons to terminate their business relationship with the Group, (ii) from exercising management, executive, administrative or supervisory duties as an employee or officer of a competitor company and (iii) from acquiring or holding shares (or other securities) representing more than 5% in the share capital of a competitor company.

In consideration for this undertaking, the Chief Executive Officer may receive throughout the period of this undertaking, a monthly payment equal to half of the reference compensation (annual fixed and variable) paid with respect to the 12 months preceding the resignation.

The Board of Directors may unilaterally waive the implementation of this undertaking, within 30 calendar days at the latest, upon the departure of the Chief Executive Officer (in which case the payment will not be due).

The maximum overall payment amount that the Chief Executive Officer will be eligible to receive with respect to the non-competition and/or severance payment may not exceed 24 months of his Reference Compensation.

In addition, in the event of the resignation of the Chief Executive Officer, the Board of Directors may decide that the latter must give six months' notice. In this case, the resignation shall become effective at the expiration of the 6-month notice period (starting from the date of notification of the resignation). The Board of Directors may waive or reduce such six-month notice period. In such a case, the notice period indemnity will be reduced accordingly to the effectively worked period.

Lastly, the Chief Executive Officer is bound by a non-solicitation/non-poaching obligation for a period of 12 months from his departure date from the Group.

BENEFITS IN KIND AND SOCIAL PROTECTION SCHEMES

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 compensation with respect to his corporate office as a Board member of the Company.

Potential change of governance and circumstances

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 elements of the compensation, in particular the objectives, performance levels, parameters, structure and maximum percentages, in relation to their fixed annual compensation.

It is specified that the Board of Directors, upon proposal from the Compensation Committee, may decide to adjust the variable compensation (annual and long-term) provided under the Chief Executive Officer's compensation policy. Exceptionnally, 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.

This option can only be used by the Board of Directors, upon proposal from the Compensation Committee, in the event of exceptional circumstances resulting in particular from an unexpected change in the competition environement, 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. Any decision on derogation must be temporary and duly motivated.

Request for documents and additional information

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

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To be sent by May 26, 2021 to:

CACEIS Corporate Trust
Direction des Opérations
Assemblées Générales
14, rue Rouget de Lisle – 92130 Issy-les-Moulineaux, France

Or to the following e-mail address: **ct-assemblees@caceis.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 May 31, 2021,** as specified in articles R. 225-81 et R. 225-83 of the French Code of commerce.

Signed in: ...., on: 2021

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 Code of commerce, 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 Code of commerce for each Shareholders' Meeting to be held after the Meeting specified above. Shareholders wishing to avail themselves of this option must mention this fact on the form.*

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