

FAURECIA

Statutory Auditors' report on capital reduction

**Annual General Meeting of May 30th, 2023
Resolution n°25**

MAZARS

ERNST & YOUNG AUDIT

MAZARS
Tour Exaltis
61 rue Henri Regnault
92400 Courbevoie
S.A. à directoire et conseil de surveillance
au capital de € 8 320 000
784 824 153 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

ERNST & YOUNG Audit
Tour First
TSA 14444
92037 Paris-La Défense cedex
S.A.S. à capital variable
344 366 315 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles et du Centre

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This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To Shareholders,

In our capacity as Statutory Auditors of Faurecia and in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code (*Code de commerce*), in the event of a capital reduction by cancellation of purchased shares, we are hereby reporting to you on our assessment of the causes and conditions for the proposed capital reduction.

The shareholders are requested to delegate to the Board of Directors with the possibility of sub-delegation, for a period of twenty-six months from the date of this Meeting, full powers to cancel the shares purchased under an authorization to buy back the Company's own shares in accordance with the provisions of the aforementioned article, without exceeding 10% of the Company's share capital and per each 24-months periods.

We performed those procedures which we deemed necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in examining whether the causes and conditions of the proposed capital reduction, which is not likely to affect the equality of shareholders, are regular.

We have no matters to report on the causes and conditions of the proposed capital reduction.

Courbevoie and Paris La Défense, May 2, 2023

The Statutory Auditors

MAZARS

ERNST & YOUNG Audit

Anne-Laure Rousselou

Grégory Derouet

Jean-Roch Varon

Guillaume Brunet-Moret