

Regulated Information

Issuance by Faurecia S.E. of 13,571,385 new shares as consideration for the contribution of shares by the members of the family pool in the context of the combination between Faurecia and HELLA.

- **Faurecia has acquired 79.5% of HELLA in the context of the transactions completed on 31 January 2022.**
- **The exchange ratio is 1.55227 share of Faurecia S.E. for one (1) contributed share.**
- **Following completion of the contribution, the family pool holds 8.95% of the share capital and 8.84% of the voting rights of Faurecia S.E.¹, the existing shareholders of Faurecia S.E. being diluted in due proportion.**

Nanterre, 31 January 2022

In the context of the transaction announced on August 14, 2021 with respect to HELLA GmbH & Co. KGaA ("**HELLA**"), Faurecia S.E. announces the definitive completion of the contribution (the "**Contribution**") to Faurecia S.E. by the members of the family pool (the "**Contributors**") of a total number of 8,742,975 shares (the "**Contributed Shares**") of Faurecia Participations GmbH, a Faurecia group entity, to which the Contributors had previously contributed 9,513,651 HELLA shares.

As a consideration for the Contribution, Faurecia S.E. has issued 13,571,385 new shares to the Contributors, representing 8.95% of the share capital and 8.84% of the voting rights of Faurecia S.E.¹. These shares are fully assimilated to all other existing Faurecia S.E. shares and will be admitted to trading on Euronext Paris on the same trading line as the existing Faurecia S.E. shares.

The reasons for and terms of the Contribution are described hereafter.

1. Reasons for the Contribution

The Contribution is part of the business combination between Faurecia and HELLA announced on August 14, 2021, which aims to create the seventh global automotive supplier with a highly advanced technology portfolio addressing all industry trends. The combination of the two highly complementary companies will generate significant commercial, financial, and operational synergies.

¹ On the basis of the total number of theoretical voting rights of Faurecia S.E. as at 31 December 2021.

2. Terms of the Contribution

(a) Parties to the Contribution

Issuer – Beneficiary Company of the Contribution

Faurecia S.E., a European company (*société européenne*) incorporated and existing under French law, with its business address at 23-27 avenue des Champs Pierreux, 92000 Nanterre, France and registered with the commercial court of Nanterre (Greffé du Tribunal de Commerce de Nanterre), France, under registration number 542 005 376 (Euronext Paris: FR0000121147).

Contributors

Individuals and entities which are party to a pooling agreement in relation to the HELLA shares representing originally approximatively 60% of the share capital of this company.

Company whose shares are contributed

Faurecia Participations GmbH, a German private limited company (*Gesellschaft mit beschränkter Haftung*) incorporated under German law, registered with the commercial register (*Handelsregister*) of the local court of (*Amtsgericht*) of Offenbach am Main. under registration number HRB 123921.

(b) Shares subject to the Contribution

The Contributed Shares correspond to 8,742,975 shares of Faurecia Participations. It is specified that prior to the Contribution, the Contributors contributed to Faurecia Participations a total number of 9,513,651 shares of HELLA (representing circa 8.5% of the share capital and voting rights of this company) against the issuance of 9,513,651 shares of Faurecia Participations. The remaining shares of Faurecia Participations which were held by the Contributors have been purchased by Faurecia S.E. at a price of 60 euros per share.

(c) Legal framework of the Contribution

The Contribution is governed by the legal regime applicable to contributions in kind provided for under articles L. 22-10-53 and L. 225- 147 of the French Commercial Code.

Pursuant to the delegation granted by the extraordinary and ordinary general meeting of the shareholders of Faurecia S.E. held on 31 May 2021, in its 21st resolution, the Board of Directors of Faurecia S.E. has, during its meeting dated 10 December 2021, (i) approved the contribution of the Contributed Shares and the contribution agreement in all of its terms and conditions and (ii) authorized to increase the share capital of Faurecia S.E. as a result of the issuance of new Faurecia S.E.'s shares as consideration for the Contribution. The Board of Directors also delegated to the managing director (*directeur général*) of Faurecia S.E., the necessary powers to acknowledge the completion of the Contribution, the issuance of the New Shares, the completion of the share capital increase as consideration for the Contributed Shares and the corresponding amendment of the articles of association of Faurecia S.E..

By a decision dated 31 January 2022 2022, the managing director (*directeur général*) of Faurecia S.E., acting upon delegation of the Board of Directors, has acknowledged the completion of the Contribution, the definitive completion of the share capital increase of Faurecia S.E. by way of a contribution in kind to the Contributors for a total nominal amount of 94,999,695 euros divided into 13,571,385 new shares with a nominal value of 7 euros each and increased by a total contribution premium of 429,578,805 euros, bringing the share capital from 966,250,607 euros to 1,061,250,302 euros divided into 151,607,186 shares with a nominal value of 7 euros each. The managing director (*directeur général*) has also proceeded to the corresponding amendment of the articles of association of Faurecia S.E.

(d) Valuation terms of the Contribution

For the purposes of the Contribution, the Contributed Shares have been valued at their fair market value, *i.e.* 60 euros per Contributed Share.

The report issued by Paper Audit & Conseil, in its capacity as contribution auditor, in relation to the value of the Contributed Shares has been filed with the Nanterre Commercial Court in accordance with applicable laws and regulations and has been made available to Faurecia S.E.'s shareholders at the registered office.

(e) Remuneration of the Contribution

The exchange ratio for the Contribution is 1.55227 share of Faurecia S.E. for one (1) Contributed Share.

The exchange ratio was calculated by taking (i) the value of each Contributed Shares at 60 euros and (ii) the volume weighted average stock-market price of the Faurecia S.E. shares traded on the last business day prior to the completion of the Contribution, *i.e.* 38.6350 euros per share of Faurecia S.E.

On this basis, the Contribution is remunerated by the issuance of 13,571,385 new Faurecia S.E. shares with a par value of 7 euros each ("**New Shares**").

Faurecia S.E.'s share capital is thus increased to 1,061,250,302 euros; the New Shares representing 8.95 % of Faurecia S.E.'s share capital after issuance.

A shareholder who held 1% of Faurecia S.E.'s share capital prior to the completion of the Contribution holds 0.91 % of the share capital following the completion of the Contribution.

(f) Date of completion of the Contribution

The New Shares were issued on 31 January 2022.

The New Shares are fully assimilated to all other existing Faurecia S.E. shares and shall be admitted to trading on Euronext Paris on the same trading line as the existing Faurecia S.E. shares.

The transaction is not subject to prior authorization of the French Autorité des marchés financiers. This press release is published in accordance with the provisions of Article 1(5)(a) of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017.