

2021 grant to the Chief Executive Officer

Executive Super Performance Initiative (ESPI)

In the context of the implementation of the ESPI, during its meeting held on July 23, 2021, the Board of Directors of Faurecia decided¹, upon proposal of the Compensation Committee, to grant a maximum of 615,370 performance shares to the members of the Executive Committee, including a maximum of 71,941 performance shares to the Chief Executive Officer (the "CEO").

The performance shares granted in the context of the ESPI are subject to a condition related to relative TSR, i.e. Faurecia's TSR compared to the TSR of a peer group² made up of 12 comparable international automotive suppliers over the same period (the « **Relative TSR** »). The assessment of the Relative TSR condition for the CEO is as follows:

- for 50 % of the grant³, an annual assessment of the Relative TSR (the « Annual Relative TSR »)⁴, with a level of achievement recorded each year over a five-year period, and giving rise to an annual maximum partial vesting of 20%. The global amount of the final grant related to the Annual Relative TSR will be equal to the sum of the five years of partial vesting;
- for 50 % of the grant, an assessment of the average relative TSR at the end of the five-year reference period (the "5 Years Average Relative TSR"), with no partial vesting as the level of achievement will be calculated at the end of the five-year reference period taking into account all Annual Relative TSR of the period.

The percentage of the acquisition, either partial for the Annual Relative TSR (for year N) or for the 5 years Average Relative TSR, is determined by measuring the percentile position of Faurecia's TSR against that of the peer group for the same period:

- if Faurecia's TSR performance is < 50th percentile, the number of shares granted is 0%, as the case may be, (i) of the tranche for year N for the Annual Relative TSR and (ii) of the 5 Years Average Relative TSR's grant;
- if Faurecia's TSR performance is at the 50th percentile (triggering threshold), the number of shares granted is 50 %, as the case may be, (i) of the tranche for year N for the Annual Relative TSR and (ii) of the 5 Years Average Relative TSR's grant;
- if Faurecia's TSR performance is ≥ to the 75th percentile (target), the number of shares granted is 100 %, as the case may be, (i) of the tranche for year N for the Annual Relative TSR and (ii) of the 5 Years Average Relative TSR's grant;
- between the triggering threshold and the target, the grant is linearly interpolated.

¹ Grant decided pursuant to the 23rd resolution of the Combined Shareholders Meeting held on June 26, 2020 and in accordance with the compensation policy for the Chief Executive Officer for the 2021 fiscal year approved by the Combined Shareholders Meeting held on May 31, 2021.

² The peer group is made of the following European and North American automotive suppliers: Adient, Aptiv, Autoliv, Autoneum, Borg Warner, Continental, Hella, Lear, Magna, Plastic Omnium, Tenneco, Valeo.

³ For the members of the Executive Committee, 100% of the grant is subject to the Annual Relative TSR.

⁴ The value used to calculate the Relative TSR will be the average of the share price over the year (12 months) preceding the assessment of the level of achievement.



The vesting period is five years, with no holding period. The beneficiary 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.

The Chief Executive Officer must retain, under registered form and until the end of his corporate office, 30% of the vested shares under this plan. This percentage threshold obligation for each plan ceases to apply once the Chief Executive Officer owns the number of shares that corresponds to three years gross base compensation, factoring in all the plans already vested. A similar obligation applies to the members of the Executive Committee (others than the Chief Executive Officer), it being specified that the retention percentage threshold is set at 20% and this obligation ceases to apply once the number of shares owned corresponds to one year gross base compensation.