

This press release does not constitute an offer in the United States or in any other jurisdiction. The Bonds (and underlying shares) may not be offered or sold in the United States, without registration or pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended. Faurecia does not intend to register any portion of the offering in the United States or to conduct a public offering in the United States.

Nanterre, November 18, 2009

## **Offering by Faurecia of OCEANE, due January 1, 2015, for an approximate amount equal to EUR 201 million, or up to an approximate maximum amount equal to EUR 231 million**

### **Granting of the AMF visa**

In the frame of its 2009 Challenge Plan, Faurecia has announced today the launch of an offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) due January 1, 2015 (the "Bonds") for an approximate amount equal to EUR 201 million. This amount may be increased up to an approximate maximum amount equal to EUR 231 million if the over-allotment option granted to Société Générale Corporate & Investment Banking, Global Coordinator, Joint Lead Manager and Joint Bookrunner, and BNP Paribas, Joint Lead Manager and Joint Bookrunner, is exercised in full.

The primary purpose of the issuance of the Bonds is to reinforce the Company's structure and financial flexibility. The Company intends to take advantage of the currently favorable market conditions in order to lengthen the average maturity of its debt and diversify its financial resources. The Company will use the proceeds of the issuance in priority for general corporate purposes. Finally, this transaction will also allow the Company to reinforce its shareholders' equity in the event that Bonds are converted and/or exchanged for new and/or existing shares.

The par value of the Bonds has been set to EUR 18.69 and will include an issue premium of 27.48% over Faurecia's share reference price of EUR 14.66<sup>1</sup>.

The Bonds will bear interest at an annual rate of 4.50 % payable annually in arrears on January 1 of each year (or on the following business day if such date not a business day), i.e. EUR 0.841 per year et per Bond. The first coupon that will be delivered against payment on January 1, 2011 (or the following business day if such date is not a business day) will amount to EUR 0.924 per Bond.

The issue date and the settlement and delivery date of the Bonds is expected on November 26, 2009. The Bonds will be redeemed on January 1, 2015. The Bonds will be convertible into or exchangeable for new and/or existing Faurecia shares, at the ratio of one share per Bond, subject to anti-dilution adjustments. The Bonds may be subject to early redemption at Faurecia's option under certain conditions.

This offering is led by Société Générale Corporate & Investment Banking acting as Global Coordinator and Joint Lead Manager and Joint Bookrunner, BNP Paribas acting as Joint Lead Manager and Joint Bookrunner, as well as Citi and HSBC acting as Co-Lead Managers.

<sup>1</sup> The reference price will equal the volume-weighted average price of Faurecia's shares on Euronext Paris between the opening of trading on November 18, 2009 and the time the final terms of the Bonds are determined.

The *Autorité des marchés financiers* (the "AMF") delivered visa No. 09-337 dated November 18, 2009 on the prospectus

The subscription will be opened to the public in France from November 19, 2009 to November 23, 2009, inclusive.

#### **AVAILABILITY OF THE PROSPECTUS**

A prospectus (the "Prospectus"), comprised of the reference document of Faurecia, filed with the AMF on April 6, 2009 under No. 09-0200 (the "Reference Document"), an update to the Reference Document filed with the AMF on November 18, 2009 under No. D.09-0200-A01 (the "Update") and a securities note including a summary of the Prospectus, received the AMF's visa No. 09-337 dated November 18, 2009. Copies of the Prospectus are available, free of charge, at Faurecia's registered office and on its website ([www.faurecia.com](http://www.faurecia.com)), as well as on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

Investors' attention is drawn to the risk factors sections included in section 2.4 of the reference document, section 6.1 of the update to the reference document and section 2 of the securities note.

#### **DISCLAIMER**

No communication and no information in respect of the offering by Faurecia of bonds convertible into and/or exchangeable for new or existing shares (the "Bonds") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Faurecia takes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (as implemented in each member State of the European Economic Area, the "Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer.

The offer and sale of the Bonds in France will first be carried out in accordance with article L. 411-2 of the "Code monétaire et financier" and in accordance with Decree no. 98-880 of October 1st, 1998 relating to qualified investors as defined therein. The offer will be made to the public in France only after the granting of the "visa" by the AMF on the prospectus.

With respect to the member States of the European Economic Area, other than France, which have implemented the Prospectus Directive (each, a "relevant member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to place securities;
- (b) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than EUR 43 million; and (3) an annual net turnover of more than EUR 50 million, as per its last annual or consolidated accounts;

- (c) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the prospectus directive.

This press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iv) are persons to whom this communication may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of FAURECIA securities should not be relied on as an indication of future performance.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

The offering of the Bonds has not been registered with or cleared by the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to the Prospectus Directive (Directive 2003/71/EC) and the Italian securities regulation and, accordingly, the Bonds have not been and will not be offered, sold or distributed in the Republic of Italy ("Italy") in an offer to the public of financial products under the meaning of Article 1, paragraph 1, letter t) of Legislative Decree No. 58 of February 24, 1998 as amended (the "Financial Services Act") unless an exception applies. Therefore, the Bonds may only be offered, transferred or delivered within the territory of Italy:

- (a) to qualified investors (investitori qualificati), as defined in Article 2 paragraph (e) of the Prospectus Directive as implemented by Article 34-ter of CONSOB Regulation No. 11971 of May 14, 1999, as amended (the "Issuers Regulation"); or
- (b) in any other circumstances where an express exemption from compliance with the restrictions on offers to the public applies, including, without limitation, as provided under Article 100 of the Financial Services Act and Article 34-ter of the Issuers Regulation.

In addition, and subject to the foregoing, any offer, sale or delivery of the Bonds or distribution of any document relating to the offering in Italy under (a) and (b) above must be:

- (i) made via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, CONSOB Regulation No. 16190 of October 29, 2007 and Legislative Decree No. 385 of September 1st, 1993 (the "Banking Law"), all as amended;
- (ii) in compliance with Article 129 of the Banking Law and the implementing guidelines of the Bank of Italy, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and
- (iii) in compliance with any other applicable laws and regulations, including any conditions, limitations or requirements that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls.

Any investor purchasing the Bonds in this offering is exclusively responsible for ensuring that any offer or resale of the Bonds it purchased in this offering occurs in compliance with applicable laws and regulations. No person resident or located in Italy other than the original addressees of this document may rely on this document or its contents.

Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placing of the Bonds is made solely with qualified investors and such Bonds are then systematically

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resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Should this occur without the publication of a prospectus, and outside of the application of one of the exemptions referred to above, purchasers of Bonds who are acting outside of the course of their business or profession are entitled to have such purchase declared void and to claim damages from any authorized intermediary at whose premises the Bonds were purchased.

This press release may not be published, distributed or transmitted in the United States (including its territories and dependencies, any state of the United States and the district of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"). They may not be offered or sold in the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from the registration requirements of the Securities Act. Faurecia does not intend to register any portion of the proposed offering in the United States or to conduct a public offering in the United States.

The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in the United States, Canada, Japan or Australia.

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**Faurecia** is one of the world's leading automotive equipment suppliers, specializing in four major activities: seats, vehicle interiors, front ends and emissions control technologies. In 2008, the Group posted sales of 12 billion euros. It has operations in 29 countries at 190 sites and 28 R&D centers. Faurecia is listed on the NYSE Euronext Paris stock exchange. For more information, visit: [www.faurecia.com](http://www.faurecia.com)

## Contacts :

Faurecia:

### Media

Olivier Le Friec  
Press Relations Manager  
Tel: +33 (0)1 72 36 72 58  
Mob: +33 (0)6 76 87 30 17  
[olivier.lefrie@faurecia.com](mailto:olivier.lefrie@faurecia.com)

### Analysts/Investors

Florent Couvreur  
Investor Relations Manager  
Tel: +33 (0)1 72 36 75 70  
Mob: +33 (0)6 61 48 29 64  
[florent.couvreur@faurecia.com](mailto:florent.couvreur@faurecia.com)