



## Press Release

*Not for distribution, directly or indirectly in the United States of America, Canada, Australia or Japan*

This press release does not constitute an offer in the United States of America or in any other jurisdiction. The Bonds (and underlying shares) may not be offered or sold in the United States of America 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 of America or to conduct a public offering in the United States of America.

Nanterre, September 10, 2012

### **Faurecia launches an offering of Bonds convertible into and/or exchangeable for new or existing shares (OCEANEs) due January 1, 2018, for approximately EUR 220 million, which may be increased up to approximately EUR 250 million.**

Faurecia ("Faurecia" or the "Company") is launching today an offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANEs), due January 1, 2018, (the "Bonds") with an initial nominal amount of approximately EUR 220 million. The initial issue size may be increased up to a maximum nominal amount of approximately EUR 250 million if the over-allotment option of 13.64 % granted to the Joint Lead Managers and Joint Bookrunners is exercised in full by no later than September 14, 2012.

This issuance is intended to allow Faurecia to extend the average maturity of its debt, diversify its financing resources, increase its financial flexibility and strengthen its long-term cash liquidity on conditions that are satisfactory. Faurecia will use the proceeds of this issuance for general corporate purposes and, in particular, to finance its industrial investments and Research and Development expenses.

The Bonds will be issued at par, representing an issue premium ranging from 32 % to 37 % over Faurecia's reference share price<sup>1</sup> on the regulated market of NYSE Euronext in Paris ("Euronext Paris"). The Bonds will bear interest at an annual nominal rate comprised between 3.25 % and 4.00 % per annum payable annually in arrear on January 1<sup>st</sup> of each year (or on the following business day if such date is not a business day). The first coupon, to be paid on January 1, 2013 (or on the following business day if such date is not a business day), will represent interest accrued during the period from and including September 18, 2012, the expected issue date, to December 31, 2012 inclusive, and will be calculated on a pro rata temporis basis. The Bonds will be redeemed in cash at par on January 1, 2018. The Bonds will be convertible into and/or exchangeable for new or existing Faurecia shares, at the ratio of one share per Bond, subject to potential future adjustments. The Bonds may be redeemed before maturity at Faurecia's option under certain conditions.

The Bonds will be offered only by way of private placement in France and outside France (excluding the United States of America, Canada, Australia and Japan) followed by a public offering in France from September 11, 2012 to September 13, 2012, subject to obtaining the visa of the *Autorité des marchés financiers* on the prospectus.

The final terms and conditions of the offering are expected to be determined on September 10, 2012. An application will be submitted for the admission to trading of the Bonds on Euronext Paris. The issue date and the settlement and delivery date of the Bonds are expected to be September 18, 2012.

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<sup>1</sup> The reference price will be equal to the volume-weighted average price of Faurecia's shares on Euronext Paris between the opening of trading on September 10, 2012 and the time the final terms of the Bonds will be determined.



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PSA Peugeot-Citroën, Faurecia's main shareholder, and the Company are subject to a 90-day lock-up, subject to certain exceptions.

This offering is lead-managed by Société Générale Corporate & Investment Banking, acting as Global Coordinator, Joint Lead Manager and Joint Bookrunner, and BNP Paribas, Credit Agricole Corporate & Investment Bank and Lazard-Natixis, acting as Joint Lead Managers and Joint Bookrunners.

### About Faurecia

Faurecia is the world's sixth-largest automotive equipment supplier with four key Business Groups: Automotive Seating, Emissions Control Technologies, Interior Systems and Automotive Exteriors. In 2011, the Group posted total sales of €16.2 billion (\$22.5 billion). At December 31, 2011, Faurecia employed 84,000 people in 33 countries at 270 sites and 40 R&D centers. Faurecia is listed on the NYSE Euronext Paris stock exchange. For more information, visit: [www.faurecia.com](http://www.faurecia.com)

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An update of the registration document of Faurecia (filed with the French Autorité des marchés financiers, (the "AMF"), on April 25, 2012 under No. D.12-0402) was filed with the AMF on September 7, 2012 under No. D.12-0402-A01, and is available on Faurecia's website ([www.faurecia.fr](http://www.faurecia.fr)) 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 set out in section 3.4 of the registration document, the section 6 of the update of the registration document, paragraph 1.6 of the interim financial report and in notes 16.1 and 17 of the interim consolidated financial statements, included in the interim financial report set out in Appendix 1 to update the registration document..

This press release does not constitute an offer to subscribe and the offer of Bonds does not constitute a public offer in any country other than France, pursuant to the terms specified below:

In France,

- the Bonds are initially subject to a private placement with institutional investors as defined in article L.411-2-II of the French Code Monétaire et Financier; and
- following such private placement, a prospectus will be submitted to the AMF for a visa in order to permit the public in France to subscribe for the Bonds for a period of three trading days. No such subscription from the public will be accepted before the AMF visa is obtained or before the opening of the subscription period.

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## DISCLAIMER

*No communication and no information in respect of the offering by Faurecia (the “Company”) 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 communication is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC (the “Prospectus Directive”) (and amendments thereto, including the provisions of Directive 2010/73/EU (the “Prospectus Directive Amendment”), to the extent implemented in the Relevant Member State – as defined below-, including any relevant implementing measure in the Relevant Member State).*

*This communication does not, and shall not 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 the form of a private placement with the persons mentioned in article L. 411-2 II of the “Code monétaire et financier”. The offer will be made to the public in France only after the granting of the “visa” by the AMF on the prospectus relevant to the issuance of the Bonds and their admission to trading on Euronext Paris.*

*In relation to each Member State of the European Economic Area, other than France, which has 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 any legal entity which is a qualified investor as defined in the Prospectus Directive;*
- (b) to fewer than 100 or, in Relevant Member States that have implemented the relevant provision of the Prospectus Directive Amendment, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant underwriter or underwriters nominated by the Company for any such offer; or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,*

*provided that none of the offers referred to in paragraphs (a) to (c) above shall require the Company or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.*

*For the purposes of this disclaimer, the expression an “offer of Bonds to the public” in relation to any Bonds in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Offering and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.*

*This EEA selling restriction is in addition to any other selling restrictions set out in each Relevant Member State.*

*In relation to the United Kingdom, this communication is directed only at persons who (i) are located outside the United Kingdom, (ii) are investment professionals within the meaning of Article 19(5) 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 Promotions) 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 Bonds are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Bonds will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this communication or any of its contents.*

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*This communication 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 (Financial Promotions) Order 2005.*

*Each Underwriter acknowledges that:*

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act) received by it in connection with the issue or sale of the Bonds which are the subject of the contemplated offering, in circumstances in which Section 21(1) of the Financial Services and Markets Act does not apply to the Company; and*
- (ii) it has complied and will comply with all applicable provisions of the Financial Services and Markets Act with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.*

*Neither the offering of the Bonds, nor the issuance or delivery of any shares upon conversion or exchange of the Bonds, has been, and will be, registered with, or cleared by, the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to the Legislative Decree no. 58 of February 24, 1998 as amended (the "Financial Services Act") and CONSOB Regulation no. 11971 of May 14, 1999 as amended (the "Issuers Regulation") and no prospectus has been, or will be, published in the Republic of Italy ("Italy"). Accordingly, the Bonds have not been, and will not be, offered, sold or distributed, directly or indirectly, in Italy in an offer to the public of financial products as defined under Article 1(1)(t) of the Financial Services Act and copies of this press release, the Offering Circular or of any document relating to the offering of the Bonds may not, and will not, be distributed in Italy unless an exemption applies. Therefore, the Bonds may only be offered, sold or delivered and copies of this press release, the Offering Circular and any other document relating to the offering of the Bonds may only be distributed in Italy:*

- (i) to qualified investors (investitori qualificati), as defined in Article 34-ter(1)(b) of the Issuers Regulation; or*
- (ii) 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 its implementing regulations, including in particular Article 34-ter(1) of the Issuers Regulation.*

*In addition, and subject to the foregoing, any offer, sale or delivery of the Bonds in Italy or distribution of this press release, the Offering Circular or any document relating to the offering of the Bonds in Italy under (i) and (ii) above must, and will, be carried out in accordance with all relevant Italian securities, tax, currency, exchange control laws and other applicable laws and regulations and, in particular, will be carried out:*

- (a) by investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, Legislative Decree No. 385 of September 1, 1993 (the "Banking Law"), and CONSOB Regulation No. 16190 of October 29, 2007, each as amended from time to time;*
- (b) in compliance with any other limitation or notification requirement that may be, from time to time, imposed by the Bank of Italy, CONSOB and/or any other Italian authority.*

*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 press release may rely on this communication, its content or any other document relating to the Bonds.*

*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 resold to non-qualified investors on the secondary market at any time in the twelve (12) months following such placing. Should this occur without the publication of a prospectus in accordance with Italian regulations, 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 may be entitled, in certain*

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*circumstances, 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 of America (including its territories and dependencies, any state of the United States of America 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 of America. The Bonds and the shares deliverable upon conversion or exchange of the Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction in the United States. They may not be offered, sold, pledged or otherwise transferred in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable state securities laws. Faurecia does not intend to register any portion of the proposed offering in the United States of America or to conduct a public offering in the United States of America. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.*

*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 of America, Canada, Japan or Australia.*

*This press release may not be published, forwarded or distributed in the United States of America, Canada, Australia or Japan.*

*In accordance with the terms of the underwriting agreement to be entered into between Faurecia and the underwriters, Société Générale, acting as stabilizing manager (or any other institution acting on its behalf) will have the ability, but not the obligation as from the moment on which the final terms of this transaction become public, i.e., on 10 September 2012, to intervene so as to stabilize the market for the Bonds and/or possibly the Faurecia's shares in accordance with applicable laws and regulations, and in particular Regulation (EC) no. 2273/2003 of the Commission dated December 22, 2003. Such interventions may be interrupted at any time, if any, but at the latest on 14 September 2012. Such interventions may stabilize the price of the Faurecia's shares and of the Bonds. Such interventions may also affect the price of the Faurecia's shares and of the Bonds and could result in such prices being higher than those that might otherwise prevail.*