



**Shareholder  
additional  
information  
brochure**

COMBINED SHAREHOLDERS' MEETING  
WEDNESDAY MAY 26, 2021, 2:30 P.M.  
BEHIND CLOSED DOORS (WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS)  
AT THE COMPANY'S HEADQUARTERS  
43, RUE BAYEN, 75017 PARIS

SMART TECHNOLOGY FOR SMARTER MOBILITY



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# Special report on stock purchase options for the financial year ended December 31, 2020

*This text is a free translation from the French language for information purposes. Only the original version in the French language has legal force.*

This special report has been drawn up pursuant to Article L. 225-184 of the French Commercial Code.

The characteristics of the Company's stock purchase option plans in force as at December 31, 2020, taking into account the three-for-one stock split decided by the General Shareholders' Meeting of May 26, 2016 (nineteenth resolution) and implemented

by the Board of Directors on that same day, as well as the related adjustment <sup>(1)</sup>, are described in the table attached in Schedule 1 to this report. The information provided in this report also takes into account the above-mentioned stock split and adjustment.

As at December 31, 2020, there are no longer any stock purchase options. The March 27, 2012 plan expired on March 26, 2020.

## Number of beneficiaries of stock purchase options as at December 31, 2020

As at December 31, 2020, there are no longer any beneficiaries of stock purchase options. The March 27, 2012 plan expired on March 26, 2020.

## Stock purchase options allotted in the course of the financial year

It is specified, as necessary, that the tenth resolution adopted by the General Shareholders' Meeting of June 4, 2012, lapsed on August 5, 2014, and that no other resolution with the same

object has been proposed by the Board of Directors at the General Shareholders' Meeting since that date.

## Exercise of stock purchase options in the course of the financial year

In the course of the financial year ended December 31, 2020, 66,550 stock purchase options were exercised pursuant to the March 27, 2012 plan. The 10 employees (other than corporate officers) with the highest number of purchased shares received, pursuant to the exercise of their stock purchase options, 58,950 shares, at an average price of 13.59 euros.

During the financial year ended December 31, 2020, no stock purchase or subscription option was exercised by the Chairman and Chief Executive Officer or the other members of the Board of Directors (the latter are not entitled to stock purchase options).

<sup>(1)</sup> For the purpose of protecting the interests of the beneficiaries of stock purchase options, the Board of Directors of May 26, 2016, decided to adjust the exercise price of the unexercised options, by dividing the exercise price by three and multiplying the number of options by three.

## Schedule 1

### Characteristics of the Company's stock purchase option plans in force as at December 31, 2020<sup>(1)</sup>

	2012 PLAN
<b>Date of Board meeting</b>	<b>03/27/2012</b>
Date of Shareholders' Meeting	06/08/2011
<b>TOTAL NUMBER OF SHARES THAT CAN BE PURCHASED</b>	<b>1,101,480</b>
• Total number of options allotted to corporate officers <sup>(2)</sup>	105,900
• Total number of options allotted to employees	995,580
• Number of corporate officer grantees <sup>(2)</sup>	1
• Number of employee grantees	282
Start of exercise period	03/27/2015
Expiration date	03/26/2020
Purchase price	€13.59
<b>PERFORMANCE CRITERIA<sup>(3)</sup></b>	
• Chairman and Chief Executive Officer, Operations Committee	Operating margin – ROCE – ROA rate
• Liaison Committee	Operating margin – ROCE rate
• Main direct reports of the Liaison Committee members	Operating margin – ROCE rate
• High-potential managers	-
• All employees	-
<b>PERFORMANCE CRITERIA – RATE OF ACHIEVEMENT</b>	
• Chairman and Chief Executive Officer, Operations Committee	100%
• Liaison Committee and main direct reports of the Liaison Committee members	100%
• High-potential managers	100%
• All employees	-
Number of options exercised at year end	967,230
Number of stock options cancelled or forfeited at year end (cumulative)	134,250
<b>Number of options outstanding at year end</b>	<b>0</b>
Number of grantees at year end	0

(1) The figures in the table have been adjusted for the three-for-one stock split approved by the Shareholders' Meeting of May 26, 2016 (nineteenth resolution) and implemented by the Board of Directors on the same date. To protect the interests of stock purchase option holders, at its meeting on May 26, 2016, the Board of Directors decided to adjust the exercise price of the unexercised options, by dividing the exercise price by three and multiplying the number of options by three.

(2) Chairman and Chief Executive Officer.

(3) For definitions of operating margin, ROCE rate and ROA rate, see the Financial Glossary in Valeo's Universal Registration Document.

# Special report on the allotment of free shares for the financial year ended December 31, 2020



*This text is a free translation from the French language for information purposes. Only the original version in the French language has legal force.*

In accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, the purpose of this report is to inform you of the allotment, in the course of the financial year ended December 31, 2020, of free existing or newly issued shares, to employees of the Company or of companies or groups related to it under the conditions set forth in Article L. 225-197-2 of the French Commercial Code and to corporate officers referred to in Article L. 225-197-1, II of the French Commercial Code.

Pursuant to the authorisation granted under the nineteenth resolution of the Ordinary and Extraordinary General Shareholders' Meeting of May 23, 2019, the Board of Directors, during its meeting of March 24, 2020, allotted a maximum number of 2,342,306 shares of the Company, the breakdown of which, by category, is as follows: 130,000 performance shares to the Chairman and Chief Executive Officer, Jacques Aschenbroich (discretionary plan), 416,421 performance shares to the members of the Operations Committee (discretionary plan), 190,885 performance shares to the members of the Liaison Committee excluding the Operations Committee (discretionary plan), 793,620 performance shares to the main direct reports of the Liaison Committee members (discretionary plan),

640,000 free shares to all employees of the Group's companies (collective plan) and an exceptional allotment of 171,380 free shares to certain high potential managers (Population B) on the basis of 410 free shares per beneficiary ("high potential managers" plan).

The IFRS value of the performance shares and free shares allotted by the Board of Directors on March 24, 2020 to Jacques Aschenbroich amounts to 14.01 euros per share (based on the average market price for the last 20 trading days (closing market price) as at March 20, 2020 inclusive). The IFRS value of the performance shares and free shares, excluding the Shares4U plan, allotted by the Board of Directors of March 24, 2020 to the other beneficiaries of the discretionary plan amounts to 14.69 euros<sup>(1)</sup> per share (based on the average market price for the last 20 trading days (closing market price) as at March 20, 2020 inclusive).

The IFRS value of the free shares allotted in connection with the implementation of the Shares4U plan amounts to 23.26 euros per share (based on the closing market price) as at October 9, 2020, the end date for the subscription period cited as the IFRS 2 value date.

## Discretionary plan

The vesting date of the performance shares was set by the Board of Directors at March 24, 2023 for all beneficiaries of the Group, provided that:

- with respect to the Chairman and Chief Executive Officer, Jacques Aschenbroich, his term of office has not ended as at the vesting date<sup>(2)</sup>. Entitlement to the performance shares will be lost in the event of (i) dismissal for gross negligence or wilful misconduct or (ii) dismissal for reasons attributable to the Chairman and Chief Executive Officer's performance, before the expiry of the vesting period. The decision of the Board of Directors to maintain the allotment of performance shares to the benefit of the Chairman and Chief Executive Officer, in cases other than those referred to above, before the expiry of the vesting period, will be taken based on an in-depth

analysis of the reasons for and circumstances surrounding his departure. By way of exception to the foregoing, in the event of termination of his corporate office in connection with the liquidation of mandatory statutory and supplementary pension plans, death or disability, entitlement to the performance shares will be maintained and the performance criteria will apply to retirement but not to death or disability;

- with respect to the other beneficiaries, their employment contract or corporate mandate is in force and the beneficiary is not in a notice period on the vesting date, due to resignation, dismissal or contractual termination, except in limited cases (death, total and permanent disability, retirement or early retirement, beneficiary whose entity was transferred or in case of discretionary decision of the Board of Directors);

(1) The difference in value between the shares allotted to Jacques Aschenbroich and to the other beneficiaries of the discretionary plan stems from the two-year holding period that only Jacques Aschenbroich is bound by after the expiration of the three-year vesting period.

(2) Or, if the roles of Chairman of the Board of Directors and Chief Executive Officer are separated before the final award date, his term of office as Chairman of the Board of Directors. For the purposes of the allotment made in 2020, in the event that, following the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer, Jacques Aschenbroich would remain Chairman of the Board of Directors until the expiry of the vesting period of performance shares granted in 2020, it was agreed that the number of performance shares to vest would be reduced prorata to the period during which he held the combined roles of Chairman of the Board of Directors and Chief Executive Officer.

- in any case, the performance criteria applicable to all of the performance shares allotted to the Chairman and Chief Executive Officer, Jacques Aschenbroich, to the members of the Operations Committee, to the members of the Liaison Committee (other than members of the Operations Committee), and to 50% of the performance shares allotted to the main direct reports of the Liaison Committee members and other Group executives, are met.

As of the vesting date and provided the above conditions are met, the beneficiaries will own the shares allotted to them for free and will benefit from all shareholder rights. A two-year holding

period as of March 24, 2023, applicable solely to the Chairman and Chief Executive Officer, will follow, during which he may not transfer his vested shares (except in the event of death or total and permanent disability), it being specified that at the end of this two-year period, the Chairman and Chief Executive Officer must hold at least 50% of vested performance shares in registered form until the end of his term of office and, in accordance with the AFEP-MEDEF Code and Valeo's Code of good conduct<sup>(1)</sup>, he shall not use hedging transactions to reduce his risk. There is no holding period for the other beneficiaries; they may transfer their shares as of the vesting date, *i.e.* March 24, 2023.

### Collective plan and "high potential managers" plan

The beneficiaries are (i) regarding the collective plan, (a) all employees of the Group's companies in France and in the countries which do not participate in the Shares4U employee shareholding plan (without performance conditions excepting members of the Liaison Committee, which includes the Operations Committee) and (b) all employees of the Group's companies who subscribed shares pursuant to the Shares4U employee shareholding plan outside France (without performance conditions) and (ii) regarding the "high potential managers" plan, 418 high potential managers.

#### (i) Collective plan

##### a) Allotment to all employees of the Group's companies in France and in the countries which do not participate in the Shares4U employee shareholding plan

The vesting date was set by the Board of Directors at March 24, 2023 for all beneficiaries, provided that their employment contract is in force and that the beneficiary is not in a notice period on the vesting date due to resignation, dismissal or contractual termination, except in limited cases (death, total and permanent disability, retirement or early retirement, beneficiary whose entity was transferred or in case of discretionary decision of the Board of Directors). No performance condition applies.

As of the vesting date and provided the above condition of presence is met, the beneficiaries will own the shares allotted to them for free and will benefit from all shareholder rights. There is no holding period applicable to the beneficiaries; they may transfer their shares as of the vesting date, *i.e.* March 24, 2023.

##### b) Allotment to all the employees of the Group's companies who subscribed shares pursuant to the Shares4U employee shareholding plan outside France

The vesting date was set (i) at November 16, 2023 for beneficiaries employed by the Group who are Italian and Spanish tax residents, (ii) at November 16, 2025 for beneficiaries employed by the Group who are Belgium tax residents, (iii) at June 30, 2025 for beneficiaries employed by the Group who are tax residents of other countries which participate in the Shares4U plan, and outside France, provided that their employment contract was not terminated before the vesting date (*i.e.* during the vesting period) due to resignation or dismissal for misconduct. In the event of termination of the employment contract before the expiry of the vesting period for any other purpose, the rights to free shares are maintained. Similarly, if the employer is no longer part of the Valeo Group, the rights to free shares are not affected. In the event of death or disability, the free shares will be delivered in advance. No performance condition is required.

As of the vesting date and provided the condition of presence is met, the beneficiaries will own the shares allotted to them for free and will benefit from all shareholder rights. However, a three-year holding period as from November 16, 2023, expiring on November 16, 2026, is required for employee beneficiaries who are Italian and Spanish tax residents, during which they may not transfer their vested shares (except in the event of death or total and permanent disability). Regarding other countries, there is no holding period and the beneficiaries may transfer their shares as of the vesting date, *i.e.* June 30, 2025 or, for beneficiaries who subscribed pursuant to the Shares4U 2020 plan in Belgium, on November 16, 2025.

<sup>(1)</sup> Since joining the Group as Chief Executive Officer on March 20, 2009, Jacques Aschenbroich has not sold any shares obtained by exercising stock purchase or subscription options allotted to him, nor sold any vested performance shares.

## (ii) “High potential managers” plan

The vesting date was set by the Board of Directors at March 24, 2023 for all beneficiaries employed by the Group, provided that their employment contract is in force and that the beneficiary is not in a notice period on the vesting date due to resignation, dismissal or contractual termination, except in limited cases (death, total and permanent disability, retirement or early retirement, beneficiary whose entity was transferred or in case of discretionary decision of the Board of Directors). No performance condition applies.

As of the vesting date and provided the above condition of presence is met, the beneficiaries will own the shares allotted to them for free and will benefit from all shareholder rights. There is no holding period applicable to the beneficiaries; they may transfer their shares as of the vesting date, i.e. March 24, 2023.

## Performance shares allotted in 2020 to the Chairman and Chief Executive Officer, Jacques Aschenbroich<sup>(1)</sup>

	Number of performance shares allotted	Value of shares (in euros)	Date of allotment
Performance shares allotted in the course of the financial year to the Chairman and Chief Executive Officer by Valeo and by its affiliates under the conditions set forth in Article L. 225-197-2 of the French Commercial Code	130,000	14.01*	03/24/2020
Performance shares allotted in the course of the financial year to the Chairman and Chief Executive Officer by controlled companies within the meaning of Article L. 233-16 of the French Commercial Code for the mandates he holds therein	N/A	N/A	N/A

\* Based on the average market price for the last 20 trading days (closing market price) until March 20, 2020 inclusive.

## Free shares and/or performance shares allotted in 2020 to the 10 employees (who are not corporate officers) with the highest number of shares allotted

	Number of free shares allotted	Value of shares (in euros)	Date of allotment
Free shares and/or performance shares allotted in the course of the financial year by Valeo and by its affiliates to the 10 Valeo employees (who are not corporate officers) with the highest number of shares allotted, under the conditions set forth in Article L. 225-197-2 of the French Commercial Code	381,778	14.69*	03/24/2020

\* Based on the average market price for the last 20 trading days (closing market price) until March 20, 2020 inclusive.

## Free shares allotted in 2020 to all employees of the Group

	Number of free shares allotted	Number of employee beneficiaries who received free shares	Value of shares (in euros)	Date of allotment
Free shares allotted in the course of the financial year to all employees of the Group's companies in France and in the countries which do not participate in the employee shareholding plan	83,235	16,647	14.69*	03/24/2020
Free shares allotted in the course of the financial year abroad as part of the employee shareholding plan	319,820	16,096	23.26**	11/16/2020

\* Based on the average market price for the last 20 trading days (closing market price) until March 20, 2020 inclusive.

\*\* Based on the closing market price as at October 9, 2020, the end date of the subscription period cited as the IFRS 2 value date.

(1) The Chairman and Chief Executive Officer, Jacques Aschenbroich, is the only corporate officer benefitting from the allotment of performance shares during the financial year.

# Summary table of powers

## CURRENTLY DELEGATED BY THE SHAREHOLDERS' MEETING TO THE BOARD OF DIRECTORS WITH RESPECT TO RAISING NEW EQUITY AND THE USE MADE OF SUCH DELEGATIONS DURING THE YEAR



Authorizations granted Date of Shareholders' Meeting (duration of authorization/ delegation and expiration date)	Maximum amount of issue	Maximum amount of debt securities	Comments on/Utilization of authorizations during the year
<b>1. AUTHORIZATION TO INCREASE CAPITAL WITH PRE-EMPTIVE RIGHTS</b>			
<b>Delegation of authority to issue shares and/or securities giving immediate or future access to the share capital of the Company or one of its subsidiaries (A)</b> Shareholders' Meeting of May 23, 2019 – 12 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	70 million euros (A) + (B) + (C) + (D) + (E) + (F) + (G) combined share capital ceiling (the "Combined Share Capital Ceiling") = 131 million euros	1.5 billion euros (A) + (C) + (D) + (E) + (F) + (G) combined debt ceiling (the "Combined Debt Ceiling") = 1.5 billion euros	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (12 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>Delegation of authority to increase the share capital by capitalization of reserves, profits, additional paid-in capital or other amounts that may be capitalized (B)</b> Shareholders' Meeting of May 23, 2019 – 16 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	30 million euros Included in the Combined Share Capital Ceiling	N/A	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (16 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>2. AUTHORIZATION TO INCREASE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS</b>			
<b>Delegation of authority to issue shares and/or securities giving immediate or future access to the share capital of the Company or one of its subsidiaries by way of a public offer (delegation that can also be used as consideration for securities tendered to a public exchange offer initiated by the Company) (C)</b> Shareholders' Meeting of May 23, 2019 – 13 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	23 million euros Ceiling for (C) + (D) + (E) Included in the Combined Share Capital Ceiling	1.5 billion euros Included in the Combined Debt Ceiling	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (13 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>Delegation of authority to issue shares and/or securities giving access to the Company's share capital by way of private placement (D)</b> Shareholders' Meeting of May 23, 2019 – 14 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	23 million euros Ceiling for (C) + (D) + (E) Included in the Combined Share Capital Ceiling	1.5 billion euros Included in the Combined Debt Ceiling	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (14 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>Delegation of power to issue shares and/or securities giving immediate or future access to the Company's share capital to be used as consideration for contributions in kind granted to the Company (E)</b> Shareholders' Meeting of May 23, 2019 – 17 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	23 million euros Ceiling for (C) + (D) + (E) Included in the Combined Share Capital Ceiling	1.5 billion euros Included in the Combined Debt Ceiling	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (17 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>Delegation of authority to issue shares and/or securities giving immediate or future access to the share capital restricted to members of an employee share ownership plan (F)</b> Shareholders' Meeting of May 23, 2019 – 18 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	5 million euros Included in the Combined Share Capital Ceiling	1.5 billion euros Included in the Combined Debt Ceiling	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (18 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Used during the year for the employee share issue made on November 16, 2020



**Summary table of powers currently delegated by the Shareholders' Meeting to the Board of Directors with respect to raising new equity and the use made of such delegations during the year**

Authorizations granted Date of Shareholders' Meeting (duration of authorization/ delegation and expiration date)	Maximum amount of issue	Maximum amount of debt securities	Comments on/Utilization of authorizations during the year
<b>3. AUTHORIZATION TO INCREASE CAPITAL WITH OR WITHOUT PRE-EMPTIVE RIGHTS</b>			
<b>Delegation of authority to increase the number of securities to be issued with or without pre-emptive rights under an overallotment option (G)</b> Shareholders' Meeting of May 23, 2019 – 15 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	The ceiling is specified in the applicable regulation (currently 15% of the initial issuance), not exceeding the ceiling applicable to the initial issuance, determined pursuant to resolution (A), resolution (C) or resolution (D)	The ceiling is determined pursuant to resolution (A), resolution (C) or resolution (D)	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2017 (15 <sup>th</sup> resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
<b>4. ALLOTMENT OF FREE SHARES</b>			
<b>Authorization to allot free existing or new shares to Group employees and corporate officers</b> Shareholders' Meeting of May 23, 2019 – 19 <sup>th</sup> resolution Expiring on July 23, 2021 (26 months)	Maximum number of shares (existing or to be issued) allotted: 4,445,000 (with a sub-ceiling of 250,000 shares for executive corporate officers), these allotments may not exceed more than 10% of the share capital at the date of the Board of Directors' decision	N/A	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting of May 23, 2018 (12 <sup>th</sup> resolution) for the same purpose Used by the Board of Directors at its meeting of March 24, 2020 (2,342,306 shares allotted)

# Statutory Auditors' report on the issue of shares and/or various securities with or without cancellation of preferential subscription rights



*This is a translation into English of the Statutory Auditors' report issued in French and it is provided solely for the convenience of English-speaking users.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, 23<sup>rd</sup> RESOLUTIONS

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Articles L. 228-92, L. 225-135 *et seq.* and L. 22-10-52 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed authorizations allowing your Board of Directors to decide on whether to proceed with various issues of shares and/or marketable securities, operations upon which you are called to vote.

Your Board of Directors proposes, on the basis of its report, that:

- it be authorized for a period of 26 months, to decide on whether to proceed with the following operations and to determine the final conditions of these issues and proposes, where applicable, to cancel your preferential subscription rights:
  - issue, without cancellation of preferential subscription rights (17<sup>th</sup> resolution) of ordinary shares and/or marketable securities that are equity securities giving rights to other equity securities of the Company or a subsidiary (including equity securities giving entitlement to the allotment of debt securities),
  - issue, with cancellation of preferential subscription rights through an offering to the public other than those referred to in I of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) (18<sup>th</sup> resolution), of ordinary shares and/or marketable securities that are equity securities giving access to other equity securities of the Company or a subsidiary (including equity securities giving entitlement to the allotment of debt securities),
    - it being specified that such securities may be issued for the purpose of paying for securities contributed to your Company through an exchange offer in accordance with Article L. 22-10-54 of the French Commercial Code (*Code de commerce*),
  - issue, with cancellation of preferential subscription rights through offerings in accordance with I of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) for an amount that does not exceed 20% of the share capital per year (19<sup>th</sup> resolution), of ordinary shares and/or marketable securities that are equity securities giving rights to other equity securities of the Company or a subsidiary (including equity securities giving entitlement to the allotment of debt securities);
- it be authorized, under the 20<sup>th</sup> resolution and in accordance with the authorization presented in the 18<sup>th</sup> and 19<sup>th</sup> resolutions, to set the price within the annual legal limit of 10% of the share capital;
- it be delegated, for a period of twenty-six months, the powers necessary to issue ordinary shares and/or marketable securities that are equity securities giving access to other equity securities, in consideration for the contributions in kind made to the Company and consisting of equity securities or marketable securities giving access to the capital (23<sup>rd</sup> resolution), within the limit of 9.52% of the share capital.

The overall nominal amount of increases in capital that can be implemented immediately or at a later date may not, under the 23<sup>rd</sup> resolution, exceed 23 million euros in respect of the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 23<sup>rd</sup> resolutions. The overall nominal amount of debt securities that can be issued may not, under 23<sup>rd</sup> resolution, exceed 1.5 billion euros in respect of the 17<sup>th</sup> to 20<sup>th</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions.

These ceilings reflect the additional number of securities to be created as part of the implementation of the delegations referred to in the 17<sup>th</sup>, 18<sup>th</sup> and 19<sup>th</sup> resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code (*Code de commerce*), if you adopt the 21<sup>st</sup> resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to these operations provided in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des Commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the issues that would be decided, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report in respect of the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions.

Moreover, as the methods used to determine the issue price of the equity securities to be issued in accordance with the 17<sup>th</sup> and 23<sup>rd</sup> resolutions are not specified in that report, we cannot report on the choice of constituent elements used to determine the issue price.

As the final conditions in which the issues would be performed have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights for the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised these authorizations in case of the issue of marketable securities that are equity securities giving access to other equity securities or giving entitlement to the allotment of debt securities, in case of the issue of marketable securities giving access to equity securities to be issued and in case of the issue of shares with cancellation of preferential subscription rights.

Courbevoie and Paris-La Défense, April 7, 2021

**The Statutory Auditors**  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Gonzague Senlis

Jean-Marc Deslandes

Jean-François Ginies

Guillaume Rouger

# Statutory Auditors' report on the increase in capital reserved for employees who are members of a company savings scheme

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.  
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## TWENTY-FOURTH RESOLUTION

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Articles L. 228-92 and R. 225-135 of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your Board of Directors to decide whether to proceed with an increase in capital by an issue of ordinary shares with cancellation of preferential subscription rights of maximum 5,000,000 euros, reserved for employees who are members of a company savings scheme, an operation upon which you are called to vote.

This increase in capital is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labour Code (*Code du travail*).

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an increase in capital and proposes to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des Commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of the shares.

Subject to a subsequent examination of the conditions for the increase in capital that would be decided, we have no matters to report as to the methods used to determine the issue price for the ordinary shares to be issued provided in the Board of Directors' report.

As the final conditions for the increase in capital have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Board of Directors has exercised this authorization.

Courbevoie and Paris-La Défense, April 7, 2021

**The Statutory Auditors**  
*French original signed by*

MAZARS

Gonzague Senlis

Jean-Marc Deslandes

ERNST & YOUNG et Autres

Jean-François Ginies

Guillaume Rouger

# Statutory Auditors' report on the authorization to allocate free existing shares or free shares to be issued

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.  
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## TWENTY-FIFTH RESOLUTION

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed authorization to allocate free existing shares or free shares to be issued, for the benefit of employees and corporate officers of your Company, or of some of them, an operation on which you are called upon to vote. The total number of shares likely to be allocated under this authorization may not represent more than 1.86% of the Company's capital.

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to allocate free existing shares or free shares to be issued.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report, if applicable, on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary in respect of the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des Commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the envisaged terms and conditions described in the Board of Directors' report comply with the legal provisions governing such operation.

We have no matters to report as to the information provided in the Board of Directors' report relating to the envisaged authorization to allocate free shares.

Courbevoie and Paris-La Défense, April 7, 2021

**The Statutory Auditors**  
*French original signed by*

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Gonzague Senlis

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# Statutory Auditors' report on the reduction in capital

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.  
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

## TWENTY-SIXTH RESOLUTION

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) in respect of a reduction in capital by the cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

Your Board of Directors requests that it be authorized, for a period of twenty-six months, starting on the date of this annual general meeting, to proceed with the cancellation of shares the Company was authorized to repurchase, representing an amount not exceeding 10% of its share capital, by periods of twenty-four months, in compliance with the above-mentioned Article.

We have performed those procedures which we considered necessary in accordance with the 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 verifying that the terms and conditions for the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

We have no matters to report as to the terms and conditions of the proposed reduction in capital.

Courbevoie and Paris-La Défense, April 7, 2021

**The Statutory Auditors**  
*French original signed by*

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