2021

UNIVERSAL REGISTRATION DOCUMENT

SMART TECHNOLOGY FOR SMARTER MOBILITY

Valeo

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

2021 UNIVERSAL REGISTRATION DOCUMENT

INTEGRATED REPORT

ANNUAL FINANCIAL REPORT

CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT REPORT

The French language version of this Universal Registration Document was filed on April 7, 2022 with the French financial markets authority (*Autorité des marchés financiers* – AMF) in its capacity as competent authority within the meaning of EU Regulation 2017/1129, without prior approval, in accordance with Article 9 of said regulation.

The Universal Registration Document may also be used for the offer to the public or the admission to trading of securities on a regulated market, provided it is accompanied by a securities note and, if applicable, a summary of all amendments applied to the Universal Registration Document. All of these items are approved by the AMF in accordance with the abovementioned regulation.

For the SEVENTH YEAR RUNNING, VALEO HAS ELECTED TO USE INTEGRATED REPORTING TO PRESENT ITS PURPOSE AND BUSINESS MODEL.

From the vantage point of Group strategy, the report provides an overview of the mechanisms through which its financial and non-financial performance, governance and outlook within its ecosystem contribute to short-, medium- and long-term value creation. Valeo complies with the International Integrated Reporting Council's (IIRC) <IR> framework and applies all the recommendations in its Integrated Report. It addresses all of the Group's stakeholders, namely employees, customers, suppliers, the financial community, institutional and non-governmental organizations, and other local partners. The report covers the Group's financial, sales and non-financial performance for 2021, and its carbon neutrality ambition.

The Integrated Report is prepared by Valeo's Investor Relations Department and is the result of a collective effort to collect information and contributions from several departments. It is included in the Universal Registration Document and the standalone version is also available on the Valeo website WWW.VALEO.COM

GOVERNANCE

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ENVIRONMENT

28

STRATEGY

Our pur-pose

AS A TECH COMPANY, VALEO'S GOAL IS TO PLAY A MAJOR ROLE IN THE MOBILITY OF TOMORROW.

In keeping with today's environmental and social issues, future mobility must be greener, safer and more diverse, and must improve the well-being and safety of citizens and consumers. We will achieve this goal thanks to our unique positioning and technological leadership in the areas that are driving the transformation of the automotive industry and sustainable mobility across the globe. This positioning and this leadership are rooted in our expertise, innovations and operational excellence.
They are supported by our values and business culture and built to serve our customers, employees, shareholders and host regions.

"2021, a year of remarkable resilience for Valeo."

JACQUES ASCHENBROICH
CHAIRMAN OF THE BOARD OF DIRECTORS[1]

In the wake of 2020, which saw a 17% decline in automotive production as a result of the pandemic, we were met with severe disruption in 2021 due to an environment heavily impacted by the shortage of electronic components. Consequently, over the last two years, automotive production has shrunk by about 13 million vehicles per year compared to pre-crisis levels.
Despite the severe global semiconductor shortage, we were able to supply all of our customers, without exception, attesting to our strong and recognized resilience. In addition, we fully achieved our EBITDA margin target of 13.4%, with an amount up 53% compared to 2020, in keeping with our ambition shared at the beginning of 2021. Lastly, the voluntary and temporary increase in inventories needed to supply our customers without disruption resulted in free cash flow generation of 292 million euros, slightly below our initial target of 330 million euros. This exceptional performance in a challenging market environment wouldn't have been possible without the unwavering commitment of all Valeo employees, whom I would like to thank once again.

Carbon neutrality by 2050, a deep-rooted sustainability commitment

In 2021, we took our ESG commitment one step further with a goal of achieving carbon neutrality by 2050, and accomplishing just under half of that goal by 2030. We are also a signatory to the "Business Ambition for 1.5°C" campaign and were the first European automotive supplier to issue a sustainability-linked bond, for a total of 700 million euros.
By 2030, Valeo's CO_2 emissions will have decreased by 45% across its entire value chain – including emissions from its suppliers, its own operating activities and the end use of its products – compared with 2019. This commitment is our contribution to a major societal issue, the fight against global warming. The goal fits perfectly with our strategy of designing and developing technologies that contribute to cleaner mobility in all its forms.

Valeo, a successful transformation

Since 2009, the scale of our business has changed: our sales have more than doubled, the workforce has grown from 45,000 to 110,000 employees, and we have expanded internationally, particularly in Asia. China is now our biggest country, with more than 20,000 employees.
We have also significantly diversified our customer base, which is now one-third German and one-third Asian. In addition, we have streamlined our organization, which has led to significant synergies, and realigned our strategy to focus on CO_2 emissions reduction and advanced driving assistance systems (ADAS).
Our capacity for innovation has made us the world's leading French patent applicant and the world leader in electrification (high- and low-voltage systems) as well as in ADAS. This strategy has allowed us to improve our profitability and at the same time prepare for the future.

Change in governance

As per our commitment in 2019, the Board of Directors unanimously decided to separate the roles of Chairman of the Board of Directors and Chief Executive Officer of Valeo.
The succession plan drawn up by the Board of Directors and initiated on October 27, 2020, with the appointment of Christophe Périllat as Associate Chief Executive Officer until his appointment as Chief Executive Officer on January 26, 2022, has been successfully implemented and has received the backing of the Group's employees and stakeholders.
I will assume the responsibility of Chairman of the Board of Directors and will support Christophe Périllat in his role.
Finally, I would like to thank all of the Group's employees in whom I have complete confidence – starting with Christophe, who is the natural leader to guide Valeo towards new horizons consistent with our strategy and values, while preparing it for the mobility challenges of tomorrow.

Jacques Aschenbroich

(1) Chairman and Chief Executive Officer until January 26, 2022.

CHRISTOPHE PÉRILLAT
CHIEF EXECUTIVE OFFICER(1)

I too would like to thank all Valeo employees for their commitment in enabling the Group to achieve good results in 2021 in a difficult automotive industry environment.
I am confident in Valeo's future as the automotive industry undergoes a major transformation in the coming two decades.
We have identified four structural growth megatrends to support the transition to safer, cleaner mobility: electrification, ADAS, reinvention of the interior experience and lighting everywhere.
This major transformation is beneficial not only to the planet, but to Valeo as well. For many years now, we have been investing in electrification and ADAS. Our decision to acquire Siemens' stake in Valeo Siemens eAutomotive is aligned with this vision.
With this transaction and the integration of Valeo Siemens eAutomotive within our Powertrain Systems Business Group, we are accelerating by strengthening our position as a major player in electrification by creating a more innovative, competitive and profitable champion with all the technologies needed to decarbonize mobility.

Move Up, the new medium-term strategic and financial plan
Presented to the market on February 25, 2022, the Move Up plan has enabled us to update our strategic ambitions and financial objectives for 2025.
It takes into account an increase in raw material prices, synergies following the integration of Valeo Siemens eAutomotive estimated at 120 million euros on an annual basis, an efficiency program worth 100 million euros on an annual basis, and 500 million euros in non-strategic asset divestitures.
The plan forms part of a longer term vision in which the electrification and ADAS markets will experience hypergrowth to reach 200 billion euros and 120 billion euros, respectively, by 2035. Thanks to Move Up, we will be ideally positioned to leverage this growth with leading-edge technologies, a robust financial performance and cash generation that will guarantee strong value creation.

Christophe Périllat

"Valeo, a Group ideally positioned to meet the future challenges of sustainable mobility."

(1) Deputy Chief Executive Officer until January 26, 2022.

FINANCIAL PERFORMANCE

€17.3bn
IN SALES

82% ORIGINAL EQUIPMENT

18% AFTERMARKET AND OTHER

SALES BY BUSINESS GROUP
*As a % of total sales**

	2020	2021
Comfort & Driving Assistance Systems*	20%	20%
Powertrain Systems	26%	27%
Thermal Systems	23%	23%
Visibility Systems	31%	30%

* *Excluding the Top Column Module business.*

OEM SALES: GROWTH, OUTPERFORMANCE* AND BREAKDOWN BY DESTINATION REGION
*Like for like***

NORTH AMERICA
5 PT* **OUTPERFORMANCE**

19%
of Group sales
OEM sales vs 2020: +5%

EUROPE (incl. Africa)
3 PT* **OUTPERFORMANCE**

45%
of Group sales
OEM sales stable vs 2020

ASIA, MIDDLE EAST AND OCEANIA (including China)
0 PT **OUTPERFORMANCE***

34%
of Group sales
OEM sales vs 2020: +8%

SOUTH AMERICA
1 PT* **OUTPERFORMANCE**

2%
of Group sales
OEM sales vs 2020: +17%

WORLD
0 PT OUTPERFORMANCE*

2 PT OUTPERFORMANCE EXCLUDING GEOGRAPHIC MIX

CHINA
3 PT* **UNDERPERFORMANCE**

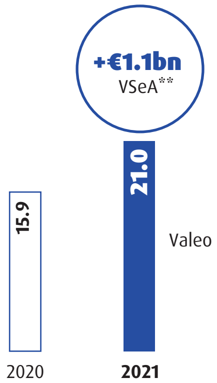
16%
of Group sales
OEM sales vs 2020: +5%

* *Versus the automotive market, based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for China.*
** *See financial glossary, page 52.*

FOR MORE INFORMATION

SEE Chapter 5 of the 2021 Universal Registration Document, "2021 Consolidated Financial Statements".

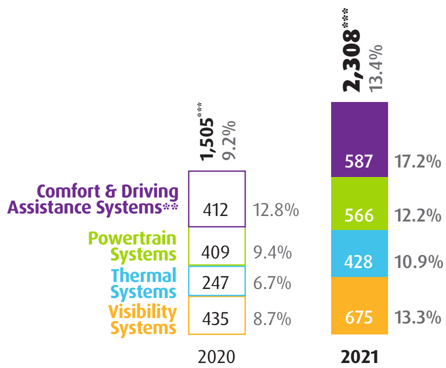
ORDER INTAKE*
In billions of euros



45%
of order intake derived from innovative products or systems in 2021*

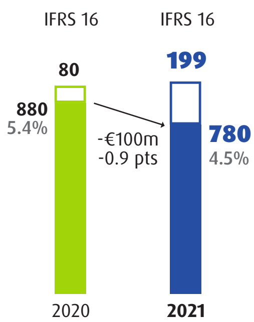
* *Products and technologies in series production for less than three years, including Valeo Siemens eAutomotive.*
** *Valeo Siemens eAutomotive.*

EBITDA* AND BREAKDOWN BY BUSINESS GROUP
In millions of euros and as a % of each Business Group's sales



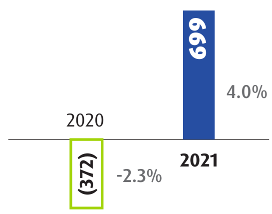
* *See financial glossary, page 52.*
** *Excluding the Top Column Module business.*
*** *Includes other items for €2 million in 2020 and €52 million in 2021.*

INVESTMENTS IN PROPERTY, PLANT AND EQUIPMENT*
In millions of euros



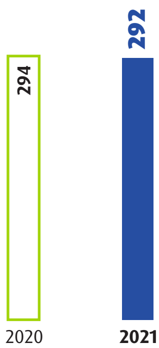
* *Excluding capitalized R&D expenditure.*

OPERATING MARGIN*
In millions of euros and as a % of sales



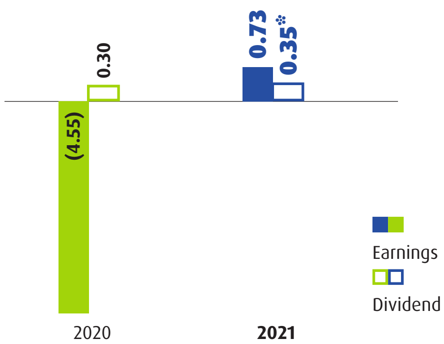
* *Excluding share in net earnings of equity-accounted companies.*

FREE CASH FLOW*
In millions of euros



* *See financial glossary, page 52.*

BASIC EARNINGS PER SHARE AND DIVIDEND PER SHARE
In euros



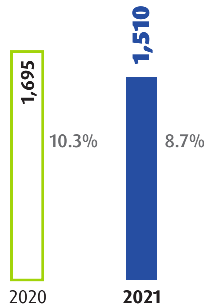
* *A 2021 dividend of 0.35 euros will be proposed at the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2021.*

SUSTAINABLE DEVELOPMENT PERFORMANCE(1)

RESEARCH AND DEVELOPMENT EXPENDITURE DRIVING CLEANER, SAFER AND SMARTER MOBILITY

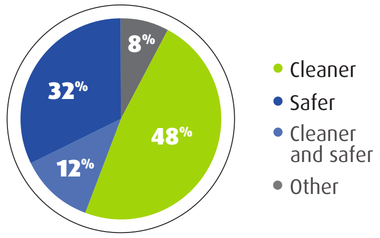
RESEARCH AND DEVELOPMENT EXPENDITURE

In millions of euros and as % of total sales



OEM SALES DERIVED FROM PRODUCTS CONTRIBUTING TO CLEANER AND SAFER MOBILITY

As a % of OEM sales



92% of our OEM sales contribute to cleaner and safer mobility

INNOVATION

14,730 employees in research and development

more than 3,100 projects managed in 2021

40% of engineers are software and systems engineers

stable compared to 2020

1,448 patents filed in 2021

+/- 4 patents filed per day

GOVERNANCE

100% average rate of attendance at meetings of the Board of Directors

83% of directors are independent(2)

50% of the members of the Board of Directors are women(3)

SOCIAL FOOTPRINT

95% of new employees took and validated the Anti-Bribery Compliance Induction Program module

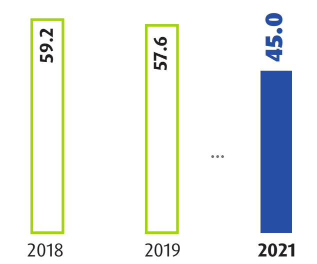
82% Share of production purchases for which the suppliers' sustainable development practices were assessed during the year

(1) The performance chart presented in section "Sustainable development goals in the Group's business" on page 43 of this report summarizes the main objectives and key performance indicators of the Group's sustainable development policy.
(2) In accordance with the AFEP-MEDEF Code, this figure does not include directors representing employees.
(3) In accordance with Article L.22527-1, II of the French Commercial Code, this percentage does not include directors representing employees.

ENVIRONMENTAL ECO-EFFICIENCY

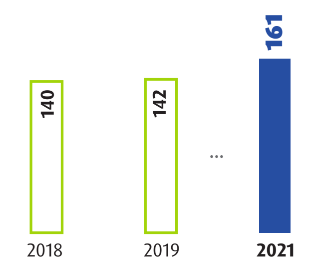
TOTAL DIRECT (SCOPE 1) AND INDIRECT (SCOPE 2) GHG* EMISSIONS AS A PROPORTION OF SALES

in tCO_2/€m



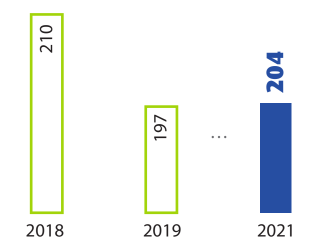
TOTAL ENERGY CONSUMPTION AS A PROPORTION OF SALES

in MWh/€m



TOTAL WATER CONSUMPTION AS A PROPORTION OF SALES

in cu.m/€m



* *See sustainable development glossary, page 52.*

31%
of sites certified ISO 50001

+13 pts compared to 2019

14.8 t/€m
Total waste generated as a proportion of sales

-10% compared to 2019

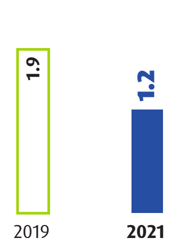
CO_2 emissions related to the use of Valeo products (downstream Scope 3)

-6% compared to 2019

VALEO AND ITS EMPLOYEES

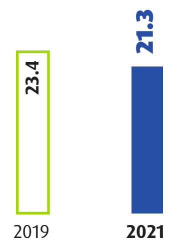
FREQUENCY RATE OF OCCUPATIONAL ACCIDENTS*

FR1



* Calculation of FR1: number of lost-time accidents x 1,000,000/number of hours worked during the year.

AVERAGE HOURS OF TRAINING PER EMPLOYEE*



* This ratio corresponds to all employees trained during the year (including those no longer in the Group)/total headcount at end-December.

86.3/100(1)
gender equality index, Group average

50%
of employees are Valeo shareholders

72%
of sites covered by employee representative bodies

(1) This index is based on the evaluation of five criteria, taking into account managers and professionals only:
- criterion 1: difference in compensation between men and women;
- criterion 2: difference in individual pay rises between men and women;
- criterion 3: difference in the percentage of men and women promoted;
- criterion 4: percentage of women employees receiving a pay rise after returning from maternity leave;
- criterion 5: percentage of women among the top ten highest paid employees.

Go-ver-nan-ce

THE GROUP'S GROWTH MODEL IS BASED ON A STRONG CORPORATE GOVERNANCE STRUCTURE, LED BY:

THE BOARD OF DIRECTORS,
whose members are all considered independent, with the exception of the Chairman and Chief Executive Officer(1), the Deputy Chief Executive Officer(2) and the two directors representing employees;

THE LEAD DIRECTOR;

THE BOARD'S COMMITTEES;

THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER(1);

THE DEPUTY CHIEF EXECUTIVE OFFICER(2); AND THE MANAGEMENT COMMITTEES
working alongside the Chairman and Chief Executive Officer(1) and the Deputy Executive Officer(2), comprising the Executive Committee and the Operations Committee.

(1) Chairman of the Board of Directors since January 26, 2022.
(2) Chief Executive Officer since January 26, 2022.

Valeo's governance structure allows the Group to define and implement its strategy in line with sustainable development commitments, while adhering to the strictest principles of compliance and ethics. This structure helps the Group manage risks and identify opportunities to drive sustainable growth.

THE BOARD OF DIRECTORS IN SUPPORT OF THE GROUP'S STRATEGY

COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2021

	PERSONAL INFORMATION				EXPERIENCE	POSITION ON THE BOARD OF DIRECTORS				
	Age	Gender	Nationality	Number of shares	Number of directorships held in listed companies[1]	Independent	First appointed	Expiration of term of office	Years' service on the Board	Membership of Board committees[2]
JACQUES ASCHENBROICH *Chairman and Chief Executive Officer[3]*	67	M	FR	838,833	2	-	03/20/2009	2023 Shareholders' Meeting	13 years	-
CHRISTOPHE PÉRILLAT *Deputy Chief Executive Officer[4]*	56	M	FR	112,984[5]	1	-	05/26/2021	2025 Shareholders' Meeting	<1 year	-
BRUNO BÉZARD	58	M	FR	3,000	0	✓	10/24/2017	2022 Shareholders' Meeting	5 years	ARC
BPIFRANCE PARTICIPATIONS *Represented by Stéphanie Frachet*	44	F	FR	12,600,000[6]	2	✓	06/21/2019	2022 Shareholders' Meeting	3 years	GACSRC/CC/SC
C. MAURY DEVINE	70	F	US	3,500	2	✓	04/23/2015	2025 Shareholders' Meeting	7 years	GACSRC/CC
FONDS STRATÉGIQUE DE PARTICIPATIONS *Represented by Julie Avrane*	50	F	FR	10,213,000[7]	2	✓	03/24/2020	2024 Shareholders' Meeting	2 years	ARC
MARI-NOËLLE JÉGO-LAVEISSIÈRE	53	F	FR	1,500	3	✓	05/26/2016	2025 Shareholders' Meeting	6 years	ARC
GILLES MICHEL *Lead Director[8]*	65	M	FR	1,500	2	✓	05/23/2018	2022 Shareholders' Meeting	4 years	GACSRC (Chairman)/ CC (Chairman)/SC
THIERRY MOULONGUET	70	M	FR	3,000	0	✓	06/08/2011	2024 Shareholders' Meeting	11 years	ARC (Chairman)/ SC
ÉRIC POTON *Director representing employees*	55	M	FR	n/a[9]	0	n/a[10]	06/30/2021	06/30/2025	<1 year	-
PATRICK SAYER	64	M	FR	11,700	2	✓	05/23/2019	2023 Shareholders' Meeting	3 years	GACSRC/CC/SC (Chair)
ULRIKE STEINHORST	70	F	G	1,500	2	✓	02/24/2011	2024 Shareholders' Meeting	11 years	GACSRC (in charge of CSR issues)/CC/SC
GRZEGORZ SZELAG *Director representing employees*	44	M	PO	n/a[9]	0	n/a[10]	11/19/2020	11/19/2024	1 year	CC
VÉRONIQUE WEILL	62	F	FR	2,390	3	✓	05/26/2016	2025 Shareholders' Meeting	6 years	ARC/GACSRC/CC

Nationalities: FR: French US: American G: German PO: Poland.

n/a = not applicable.
(1) Except for the directorship in the Company.
(2) ARC = Audit & Risks Committee; GACSRC = Governance, Appointments & Corporate Social Responsibility Committee; CC = Compensation Committee; SC = Strategy Committee.
(3) Chairman of the Board of Directors since January 26, 2022.
(4) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.
(5) Christophe Périllat also holds 27,725 shares in the Valeorizon mutual fund (Group savings plan), representing 109,950 shares.
(6) These shares are held by Bpifrance Participations.
(7) These shares are held by Fonds Stratégique de Participations.
(8) In accordance with the Internal Procedures, Gilles Michel's duties as Lead Director ended on January 26, 2022 due to the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer.
(9) In accordance with the law, the articles of association and the Internal Procedures, the directors representing employees are not required to hold 1,500 shares.
(10) Directors representing employees do not count, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.

FOR MORE INFORMATION

SEE Chapter 3 of the 2021 Universal Registration Document, "Corporate Governance."

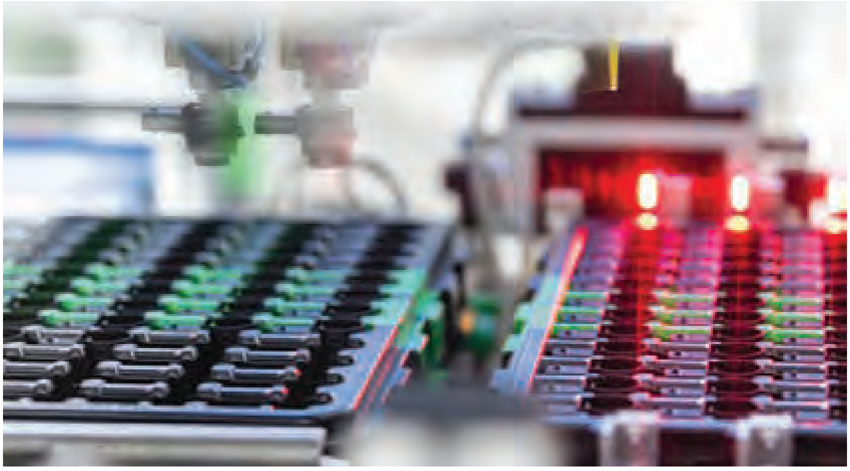
Operation of the Board of Directors

The principal role of the Board of Directors is to determine Valeo's business strategies and ensure that they are implemented effectively. The Board of Directors, chaired by Jacques Aschenbroich, has set up four committees – the Audit & Risks Committee, the Compensation Committee, the Governance, Appointments & Corporate Social Responsibility Committee, and the Strategy Committee – to issue recommendations on key matters, improve its operating procedures and, ultimately, guarantee the Group's sustainable growth. At December 31, 2021, the Board of Directors' 14 members have different backgrounds and enable the Group to benefit from their experience and skills in a variety of fields relating to economics, manufacturing and finance. 50%(1) of the Board's members are women and 79% are under 70 and, except for the two directors representing employees, who are not included in the calculation, all of the Board's members excluding the Chairman and Chief Executive Officer (Chairman of the Board of Directors from January 26, 2022) and the Deputy Chief Executive Officer (Chief Executive Officer from January 26, 2022) are considered independent(2) according to the criteria set out in both the Internal Procedures and the AFEP-MEDEF Code to which Valeo refers. Gilles Michel, an independent director, is Lead Director (until January 26, 2022) and Chairman of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee. In accordance with the recommendations of the AFEP-MEDEF Code, the operating procedures of the Board of Directors and its specialized committees are assessed each year. As the assessment of the Board of Directors was conducted by an external consulting firm in 2020, the Board decided to carry it out internally in 2021. The assessment was carried out between late 2021 and early 2022 by the Chairman of the Board of Directors using a questionnaire given to each director to obtain their insight into the Board of Directors' operation and their suggestions for improvement through individual interviews. The topics covered in the assessment included the Board of Directors' operating procedures, structure, governance, composition, duties, proceedings of meetings, directors' access to information, the choice of issues discussed, the quality of debate and directors' participation, and the general running of the Board committees. The outcome of the assessment was reviewed by the Governance, Appointments & Corporate Social Responsibility Committee at its meeting on March 23, 2022, and was presented and discussed at the Board of Directors' meeting held on the same date.

50%
OF THE BOARD'S MEMBERS ARE WOMEN(1)

83%
OF DIRECTORS ARE INDEPENDENT(2)

100%
AVERAGE RATE OF ATTENDANCE AT BOARD OF DIRECTORS' MEETINGS



The assessment revealed that the directors are unanimously satisfied with the Board's operating procedures. The main areas of satisfaction include:

- suggestions for improvement made during the previous assessment taken on board;
- the transparent, professional and effective way the succession plan was implemented;
- exemplary governance, with, among other things:
  - effective coordination of the Board by the Chairman and Chief Executive Officer through transparency and receptiveness of its work, initiating discussion and encouraging the directors to engage in active debate,
  - an open, respectful Board of Directors with a genuine ability to dialog and listen, resulting in a collegial working style and convergence of points of view on various matters;
  - a Lead Director who carried out his duties extremely well, particularly with regard to the implementation of the succession plan for the Chairman and Chief Executive Officer and leading the Board's executive sessions;
- the quality of the work performed by all the committees, with good coordination between them and the Board;
- the onboarding and training processes in place for new directors;
- the annual strategy seminar, which is considered a key event for the Board of Directors, as it provides genuine insight into Valeo's strategy and is an excellent opportunity for discussions and exchanges of views with the Executive Management team;
- the frequency and quality of the Board's executive sessions.

(1) In accordance with Article L.225-27-1, II of the French Commercial Code (Code de commerce)*, this percentage does not include directors representing employees.*
(2) For more information, see section "Director independence review", of the 2021 Universal Registration Document, page 108.

ROLES OF THE BOARD OF DIRECTORS' FOUR COMMITTEES AT DECEMBER 31, 2021

The Board of Directors has set up committees to enhance its operating procedures and provide assistance with preparing its decisions by issuing recommendations and opinions.

AUDIT & RISKS COMMITTEE

5 members, all independent

6 meetings

95% attendance rate

- **Ensure that** the accounting policies adopted to prepare the consolidated and parent company financial statements are relevant, consistent and properly applied.
- **Review the financial and accounting treatment of acquisitions or disposals** in excess of 50 million euros.
- **Monitor the implementation and efficiency of all mechanisms** designed to improve the Group's control environment, in particular risk management, internal control, compliance and internal audit.
- **Ensure that the rules,** principles and recommendations aimed at guaranteeing the independence of the Statutory Auditors are adhered to.
- **Supervise the procedure for** selecting or renewing the Statutory Auditors.
- **Seek regular updates on the Group's financial position,** particularly with regard to liquidity and cash position, and on the main thrusts of the Group's finance and tax policies.
- **Remain informed of the Group's insurance,** IT system governance, IT security and cybersecurity policies as well as the organization of the finance teams and the succession plans for their members.
- **Review external financial communications** prior to their publication.

COMPENSATION COMMITTEE

7 members, all independent(1)

6 meetings

100% attendance rate

- **Review and make recommendations** concerning the compensation paid to executive corporate officers, including the variable portion of said compensation and any benefits in kind, performance shares and stock options from any Group companies, provisions relating to post-employment benefits, and any other benefits of any kind.
- **Recommend to the Board of Directors an aggregate amount of directors' compensation** to be proposed at the Shareholders' Meeting.
- **Make recommendations to the Board on the rules for allocating** directors' compensation and the individual amounts to be paid.
- **Give its opinion to the Board of Directors on the general policy for allotting stock purchase or subscription options** and free shares or performance shares, as well as on the stock option, free share and performance share plans set up by the Group's General Management.
- **Keeping informed about the compensation policy** for the main executive managers who are not corporate officers of the Company or of other Group companies.
- **Review any questions submitted to the committee by the Chairman** about the above matters, as well as proposed share issues reserved for employees.

GOVERNANCE, APPOINTMENTS & CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

6 members, all independent

5 meetings

100% attendance rate

- **Draw up a succession plan** for executive corporate officers and directors.
- **Analyze how the Board of Directors** and its Committees operate.
- **Assess and update** corporate governance rules.
- **Prepare the composition of the governing bodies,** by making reasoned recommendations regarding the appointment of executive corporate officers, directors and committee members.
- **Review the independence** of each director.
- **Select candidates** for the position of director.
- **Review CSR and safety policy**, identify CSR objectives and challenges, oversee the gradual and increasing implementation of CSR policy, and assess the Group's contribution to sustainable development.
- **In conjunction with the Audit & Risks Committee, gaining an understanding of the risks and issues involved in corporate social responsibility,** and obtaining information about the resources the Group can call on to pursue its strategy in this area.
- As required**, issue opinions and recommendations** to help the Board make informed decisions.

STRATEGY COMMITTEE

5 members, all independent

3 meetings

100% attendance rate

- **Issue opinions and recommendations on the Group's key strategies,** market trend information, research developments, competition benchmarking and the resulting medium- and long-term outlook for the business.
- **Issue opinions and recommendations on the analysis of the Group's development projects,** particularly external growth transactions, investments or borrowings in excess of 50 million euros per transaction.

(1) Except for the directors representing employees who, in accordance with the recommendation in Article 15.1 of the AFEP-MEDEF Code, do not count.

TWO MANAGEMENT COMMITTEES TO IMPLEMENT THE GROUP'S STRATEGY

Composition of the Executive Committee and Operations Committee at December 31, 2021.


1/


2/


3/


4/


5/


6/


7/


8/

1/ **Jacques Aschenbroich** Chairman and Chief Executive Officer[(1)] 2/ **Christophe Périllat** Deputy Chief Executive Officer[(2)] 3/ **Robert Charvier** Chief Financial Officer 4/ **Fabienne de Brébisson** Senior Vice-President, Communications 5/ **Catherine Delhaye** Chief Ethics and Compliance Officer – Data Protection Officer 6/ **Éric Antoine Fredette** General Counsel and General Secretary 7/ **Bruno Guillemet** Senior Vice-President, Human Resources 8/ **Detlef Juerss** Senior Vice-President, Business Development

Executive Committee

On January 26, 2022 The Board of Directors of Valeo decided to appoint Christophe Périllat as Valeo Chief Executive Officer, in accordance with the succession plan announced on October 27, 2020. Jacques Aschenbroich will continue to act as Chairman of the Board of Directors until the end of his current term of office as a director[(4)]


9/


10/


11/


12/


13/


14/

9/ **Geoffrey Bouquot** President, Corporate Strategy and Research & Development[(3)] 10/ **Xavier Dupont** Vice-President, Powertrain Systems 11/ **Maurizio Martinelli** Vice-President, Visibility Systems Business Group 12/ **Francisco Moreno** Vice-President, Thermal Systems Business Group 13/ **Eric Schuler** Vice-President, Valeo Service 14/ **Marc Vrecko** Vice-President, Comfort & Driving Assistance Systems Business Group

Operations Committee

(1) Chairman of the Board of Directors since January 26, 2022.
(2) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.
(3) Member of the Operations Committee and Secretary of the Executive Committee.
(4) In a press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board of Orange following its General Shareholders' Meeting to be held on May 19, 2022, subject to his appointment as Director by such General Shareholders' Meeting. The press release states that if this appointment is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as Director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than 2022 year's end.

The Executive Committee coordinates and provides guidance on the various functions of the Group's General Management

The Executive Committee works alongside the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and the Operations Committee. It has eight members (six men and two women) and meets on a weekly basis.
Its role is to drive, guide and coordinate the various functions of the Group's General Management through multi-functional discussion.

The Operations Committee coordinates the Group's management and operations

Under the authority of the Chairman and Chief Executive Officer, Valeo's Operations Committee meets once a month and comprises 14 members. Its role is to review operational management, coordinate projects and implement the Group's strategy. The Committee is responsible for ensuring that the Group meets its objectives and adheres to the continuous improvement process through the 5 Axes methodology. The Group Operations Committee reflects the Group's organization into functional networks, and four operational Business Groups and Valeo Service.

Balanced compensation to support short- and long-term value creation

For the preparation and determination of the compensation policy, Valeo takes into account the Company's general interest, the shareholders' interest, market practices and the performance of the executive corporate officers, as well as the other stakeholders in the Company. The Board of Directors considers that the compensation policy for the corporate officers is in line with the corporate interest by contributing to the implementation of its strategy and long-term development and by taking into account the social and environmental impacts of its operations, thus assuring its long-term future.

COMPENSATION POLICIES FOR THE 2022 FINANCIAL YEAR(2)

	FIXED PORTION	VARIABLE PORTION	PERFORMANCE SHARES	SUPPLEMENTARY PENSION	FIXED + VARIABLE
BENEFICIARIES	Jacques Aschenbroich and Christophe Périllat(1)(2)(3)/members of the Operations Committee				Directors
FORM OF PAYMENT	Cash	Cash	Shares	Cash	Cash
PERFORMANCE TYPE	Short-term	Short-term	Long-term	Long-term	Short-term
PERFORMANCE PERIOD	Continuous	1 year	3 years	Continuous	Continuous
DECISION-MAKER	**Jacques Aschenbroich and Christophe Périllat:** Board of Directors on recommendation of the Compensation Committee(3) **Members of the Operations Committee:** Christophe Périllat in liaison with the Compensation Committee and the Board of Directors	**Christophe Périllat:** Board of Directors on recommendation of the Compensation Committee(3) **Members of the Operations Committee:** Christophe Périllat in liaison with the Compensation Committee and the Board of Directors	Board of Directors on recommendation of the Compensation Committee(3)	Board of Directors on recommendation of the Compensation Committee, which sets the eligibility criteria(3)	Board of Directors based on the aggregate amount approved by the Shareholders' Meeting, terms of payment subject to an *ex ante* vote
PERFORMANCE METRIC	Not applicable	**Christophe Périllat(4): Quantifiable criteria** (EBITDA, free cash flow, net income, order intake(5)) **Qualitative criteria** (strategic vision, risk management, corporate social responsibility, reduction of CO_2 emissions) **Members of the Operations Committee:** (financial and non-financial criteria)	**2 internal performance criteria(4)** (EBITDA, ROCE(5)) **1 external performance criterion(4)** (TSR(5)) **2 criteria relating to corporate social responsibility(4)** (CO_2 emissions, the number of women within the Group's management committees)	**Christophe Périllat(4):** supplementary retirement benefits allotted based on variable compensation **Members of the Operations Committee:** additional retirement benefits not subject to performance criteria	Attendance

(1) Since January 26, 2022, Jacques Aschenbroich has been Chairman of the Board of Directors and Christophe Périllat has been Chief Executive Officer.
(2) For the compensation policies for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer until January 26, 2022, then for the Chairman of the Board of Directors and the Chief Executive Officer as from the separation of roles on January 26, 2022, see Chapter 3 of the 2021 Universal Registration Document, "Corporate Governance".
(3) The compensation policies for Jacques Aschenbroich and Christophe Périllat are subject to ex ante *and* ex post *votes. In 2022, Jacques Aschenbroich will not receive any variable or long-term compensation, nor any supplementary pension rights, see Chapter 3 of the 2021 Universal Registration Document, "Corporate Governance".*
(4) Criteria applicable for 2022 compensation.
(5) See financial glossary, page 52.

Compensation of Jacques Aschenbroich

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

paid during or awarded in respect of 2021[(1)].

FIXED PORTION €1,100,000

> **EXCLUDING BENEFITS IN KIND AND SUPPLEMENTARY PENSION**

SHORT-TERM

Variable portion €1,396,230

> **126.93% OF FIXED COMPENSATION VERSUS MAX. 170%**

4 quantifiable criteria

75.26% of fixed compensation (max. 115%)

- EBITDA[(3)]
  30% of fixed compensation (max. 30%)
- Free cash flow[(3)]
  0% of fixed compensation (max. 30%)
- Net income[(3)]
  25% of fixed compensation (max. 25%)
- Consolidated order intake[(3)]
  20.26% of fixed compensation (max. 30%)

3 qualitative criteria

51.67% of fixed compensation (max. 55%)

- Strategic vision
  20% of fixed compensation (max. 20%)
- Risk management
  15% of fixed compensation (max. 15%)
- Corporate social responsibility
  16.67% of fixed compensation (max. 20%)

LONG-TERM

118,536 performance shares[(4)]

> **€2,672,987[(5)] I.E., 243%/270%**

Compensation of Christophe Périllat

DEPUTY CHIEF EXECUTIVE OFFICER

paid during or awarded in respect of 2021[(1)].

FIXED PORTION €434,425[(2)]

> **EXCLUDING BENEFITS IN KIND AND SUPPLEMENTARY PENSION**

SHORT-TERM

Variable portion €390,331[(2)]

> **89.85% OF FIXED COMPENSATIONE VERSUS MAX. 120%[(2)]**

4 quantifiable criteria

52.18% of fixed compensation (max. 80%)

- EBITDA[(3)]
  21% of fixed compensation (max. 21%)
- Free cash flow[(3)]
  0% of fixed compensation (max. 21%)
- Net income[(3)]
  17% of fixed compensation (max. 17%)
- Consolidated order intake[(3)]
  14.18% of fixed compensation (max. 21%)

3 qualitative criteria

37.67% of fixed compensation (max. 40%)

- Strategic vision
  14% of fixed compensation (max. 14%)
- Risk management
  12% of fixed compensation (max. 12%)
- Corporate social responsibility
  11.67% of fixed compensation (max. 14%)

LONG-TERM

57,871 performance shares

> **€1,304,991[(5)] I.E., 180%/200%**

Performance criteria:

- **2 internal criteria:** EBITDA[(3)] and ROCE[(3)] (maximum of 60% of the shares allocated, 30% for each);
- **1 external criterion:** TSR[(3)] (maximum of 20% of the shares allotted);
- **2 criteria relating to CSR:** quantity of CO_2 emissions and number of women on the Group's management committees (maximum of 20% of shares allotted, 10% for each);
- **3-year vesting period followed by a 2-year holding period;**
- **At the end of the holding period, at least 50% of the performance shares allotted must be held until the term of office expires.**

Weighting/measurement of performance criteria:

- See Chapter 3 of the Universal Registration Document, section "Compensation policies for corporate officers", pages 160 to 182.

(1) Subject to ex post vote at the Shareholders' Meeting to be held on May 24, 2022.
(2) Pro rata to the period served in 2021 (from May 26, 2021 to December 31, 2021), see Chapter 3 of the 2021 Universal Registration Document, "Corporate Governance".
(3) See financial glossary, page 52.
(4) This number of shares will be reduced pro rata to the period served as Chairman and Chief Executive Officer in 2021.
(5) Performance shares measured in accordance with IFRS (unit value of 22.55 euros at the allotment date).

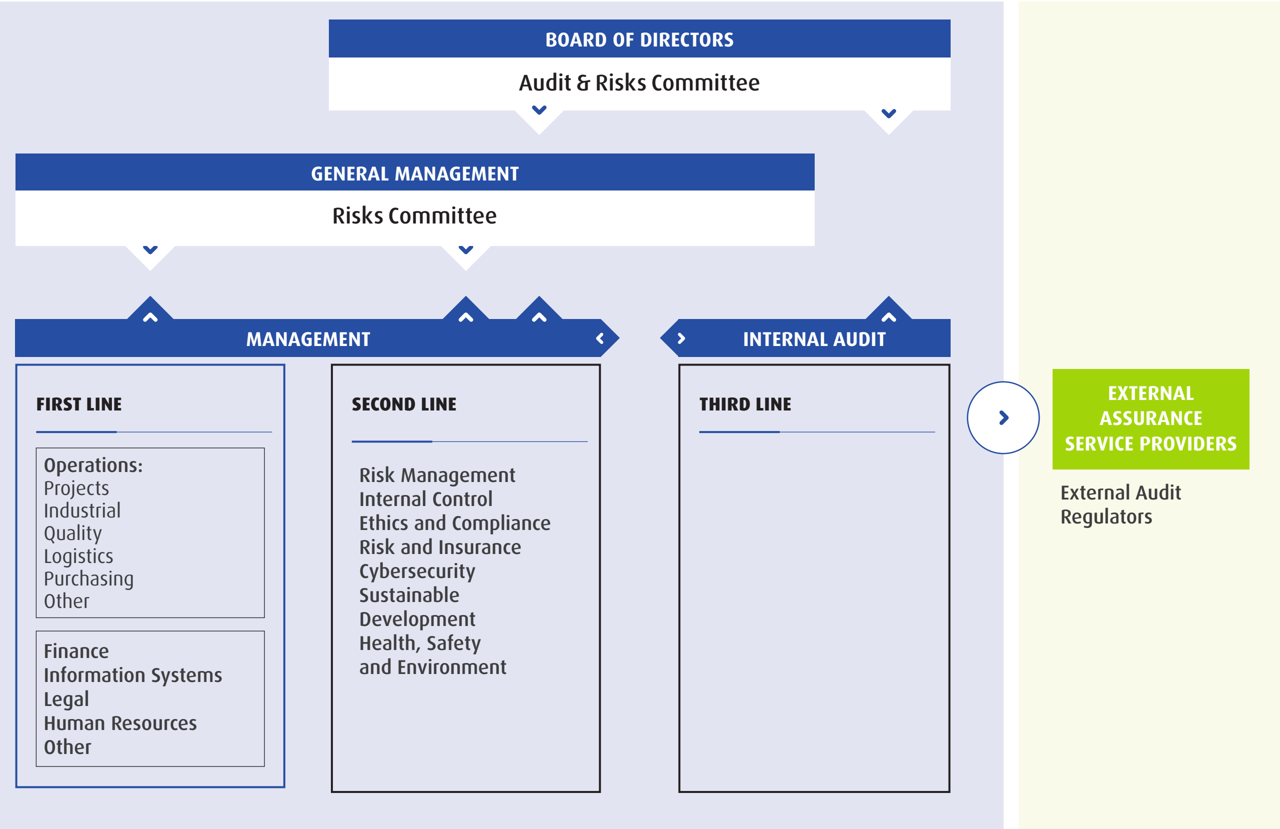
FOR MORE INFORMATION

SEE Chapter 3 of the 2021 Universal Registration Document, "Corporate Governance."

RISK MANAGEMENT, A KEY PRIORITY FOR VALEO

Organizational structure geared towards effective risk management

The Group's risk control system can be illustrated with the Three Lines model.



Main risks identified

The main risks identified by Valeo are assessed based on their potential impact and likelihood of occurrence.

OPERATIONAL AND STRATEGIC RISKS	LEGAL RISKS	FINANCIAL RISKS
• Risks related to changes in the technological environment • Risks related to the development and launch of new products • Risks related to attracting and retaining talent • Risks related to the quality and safety of products and services sold • Cybersecurity and IT systems failure risk • Risks related to the loss of operational control of a site • Risks related to the automotive equipment industry • Supplier and supply chain failure risk	• Intellectual property risks (patents and trademarks)	• Commodity risk • Foreign currency risk

Criticality:
- High
- Medium

FOR MORE INFORMATION

SEE Chapter 2 of the 2021 Universal Registration Document "Risks and Risk Management".

STRICT ADHERENCE
TO ETHICS AND COMPLIANCE PRINCIPLES

Fair trade practices, mutual respect and integrity among partners, customers, suppliers and other stakeholders are the foundation of Valeo's current and future success. The Group's commitments in this area are formalized in its Code of Ethics and extended to third parties through the Valeo Business Partner Code of Conduct. Due to the Group's global footprint and its growing number of employees, the Ethics and Compliance Department continued in 2021 its work to extend and strengthen its various programs to fight corruption and anti-competitive practices, and to promote compliance with economic sanctions and export controls, and the protection of personal data (the Compliance Programs). Built to the highest international standards, including France's Sapin II law, the Foreign Corrupt Practices Act (FCPA) and the General Data Protection Regulation (GDPR), the programs break down into different policies, instructions, recommendations, tools and training modules. Run by General Management and the Ethics and Compliance Office, endorsed by all management teams and relayed worldwide by Compliance Champions, Data Protection Champions and Data Protection Officers, the Group's Compliance Programs are designed to prevent a number of risks associated with inappropriate behavior.

Ethics and compliance, everyone's business

The Ethics and Compliance Office is tasked with proposing, managing, and coordinating the global and local implementation of the Compliance Programs, as validated by the Operations Committee.

Testimony to a strong commitment from the Chief Executive Officer, the pursuit and deepening of compliance initiatives, especially with regard to the risk map, is a criterion used to evaluate the allocation of his variable compensation.

The Audit & Risks Committee ensures, on behalf of the Board of Directors, that Valeo follows a full program that enables it to comply with the legislation and regulations applicable to the Group's activities.

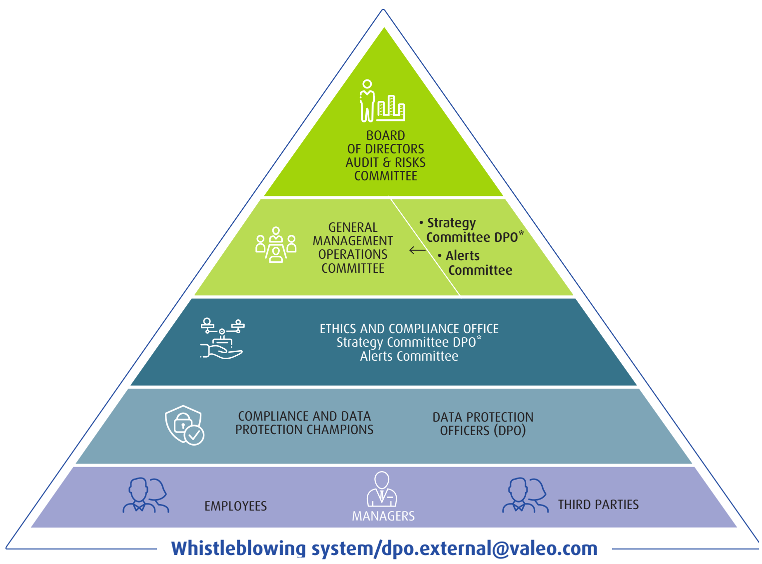
The Executive Committee and Operations Committee are responsible for determining the focuses and priorities of the Compliance Programs, allocating the funds and resources necessary and ensuring that its implementation is supervised and verified.

The Compliance Champions, Data Protection Champions and Data Protection Officers, ambassadors of the Ethics and Compliance Office and Business Group management in the country or function to which they belong, promote the Group's ethics and compliance policies, mechanisms and priorities.

CATHERINE DELHAYE, Chief Ethics and Compliance Officer - Data Protection Officer

"Compliance is an integral part of Valeo's culture. It is an intrinsic everyday feature running through all of the Group's operations, reflected in the adherence to Compliance Programs, in workforce-wide commitment, vigilance and mobilization, and in an efficient risk management and prevention approach."

ETHICS AND COMPLIANCE, EVERYONE'S BUSINESS



* Data Protection Officer.

A COMPREHENSIVE FRAMEWORK

VALEO'S COMMITMENTS

- A Code of Ethics
- Corruption risk mapping
- The commitment of the governing body
- A Business Partner Code of Conduct
- Policies, procedures and practical guides
- Valeo Data Protection Principles (VDPPs)

› **96%**
of employees that joined the Group in 2021 received a copy of the Code of Ethics

› **75 live training sessions**
organized and delivered by the Ethics and Compliance Office

A PREVENTIVE APPROACH

- Continuous program of in-depth, targeted, mandatory training
- Regular internal audit and internal control operations
- A multilingual, secure and confidential whistleblowing mechanism accessible to employees and third parties
- A free training program available to Valeo business partners

› **95%**
of new employees took and validated the Anti Bribery Compliance Induction Program module

› **e-learning**
on personal data protection
40,097 employees completed the module in 2021

A WHISTLEBLOWING AND REPORTING SYSTEM

In 2020, the whistleblowing line set up in 2013 was replaced by a more user-friendly system, from an established European service provider. This is accessible via a secure dedicated platform, available free of charge 24/7 to any internal or external whistleblower. Users can launch a detailed, confidential and documented alert in the language of their choice. The new system is accessible on PC, smartphone or tablet, via a link or a QR code. It has been rolled out at all Group sites.

A WHISTLEBLOWING AND REPORTING SYSTEM

- Regular assessment of the framework's effectiveness
- Corrective action plans
- Regular overhaul and improvement of rules and policies

FOR MORE INFORMATION

SEE Chapter 4 of the 2021 Universal Registration Document, sections 4.1.4 "Compliance Programs" and 4.3.3 "Risk of individual corruption".

Envi-ron-ment

ON THE ROAD TO CLEANER AND SAFER MOBILITY

2021 was marked by an unprecedented electronic component shortage.

But this environment did not impact the growth megatrends of accelerating electrification and ADAS.

ACCELERATION OF ELECTRIFICATION AND ADAS IN AN ENVIRONMENT IMPACTED IN 2021 BY THE ELECTRONIC COMPONENTS CRISIS

The automotive industry is undergoing an unprecedented revolution. The impact of climate change and the commitment of stakeholders to carbon neutrality is changing the way we move. Road safety is also a major concern for the United Nations, which hopes to halve annual road deaths by 2030.

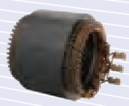
Automakers and automotive suppliers are working together to make mobility cleaner, safer, more sustainable and more accessible. To achieve this goal, the industry must rise to numerous challenges: developing electric mobility, making driving assistance technologies more widely available and facilitating the emergence of new forms of transportation.
In addition to technology-related challenges, the automotive industry must also comply with new standards and regulations and offer solutions that are attractive to consumers.

Technology to meet the challenges of electric mobility

Iconic electric vehicles such as the Mercedes EQS and Volkswagen's ID models are already fitted with Valeo's electric powertrains. Committed to always offering its customers the best possible technologies, Valeo innovates by developing, for example, 800V silicon carbide (SiC) inverters and electrically excited motors that are rare-earth free. Valeo has the product portfolio, and hardware and software expertise needed to be a fully-fledged participant in the electric revolution.

INNOVATIONS IN ELECTRIC MOBILITY

800V SiC switching cell (inverter)



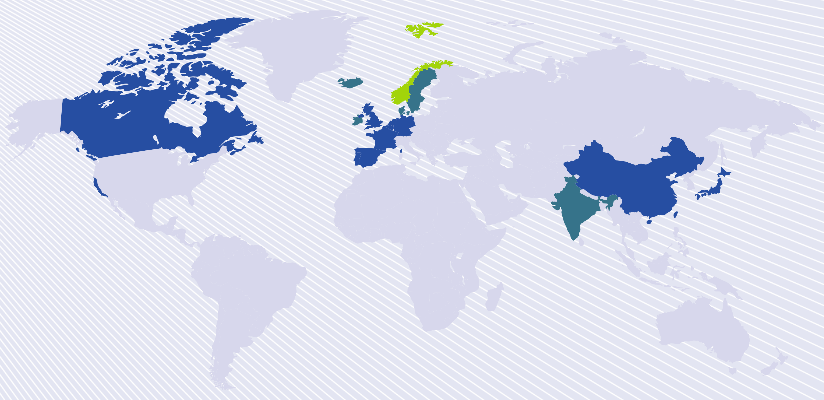
eMotor Stator (EESM)

Regulation as a vector for accelerating electric mobility in all its forms: low- and high-voltage

Governments and even some municipalities have introduced regulations and incentives to accelerate the development of electric mobility.

Considered an international reference on climate action, the European Union has set out its goals in the "Fit for 55" plan. For the automotive industry, the aim is a 55% reduction in emissions from passenger cars by 2030 versus 2021 (limited to 95g CO_2/km by the European Union's CAFE standards, which came into effect on January 1, 2021). The CAFE (Corporate Average Fuel Economy) standards provide for a 15% reduction in passenger vehicle CO_2 emissions by 2025 versus 2021. To comply with these new standards, automakers are turning to 48V mild-hybrid systems – a segment in which Valeo currently has a 40% global market share – and, in the medium term, high-voltage electric solutions (above 60V).
In the United States, the Biden Administration has set a target of 50%[1] electric vehicle sales by 2030.
Many countries have already announced plans to ban the sale of passenger vehicles powered by internal combustion engines, including the United Kingdom (2030), India (2030), Sweden (2030), Japan (2035), France (2040), Germany (2040) and China (2040). To achieve these national objectives, more than half the passenger cars produced between now and 2040 will need to be all-electric.
In the same vein, cities across the world are also lining up as new regulators, adapting urban infrastructure and encouraging new mobility behaviors through coercive regulations and incentives intended to curb air (nitrogen oxide and fine particle emissions) pollution.

WORLDWIDE, SEVERAL COUNTRIES HAVE ANNOUNCED PLANS TO BAN THE SALE OF VEHICLES WITH INTERNAL COMBUSTION ENGINES



Countries that have announced they will ban sales of ICEs

2025 — **0.2%[2]** OF SALES VOLUMES

From 2030 — **16%[2]** OF SALES VOLUMES

2030 2030 2030
2030 2030 2030
2030 2030 2035
2030 2035

From 2040 — **56%[2]** OF SALES VOLUMES

2040 2040 2050
2040 2040 2040
2040

(1) FACT SHEET: President Biden Announces Steps to Drive American Leadership Forward on Clean Cars and Trucks (August 2021).
(2) Cumulative share of global sales of the corresponding passenger vehicles (based on 2020 sales volumes).

Diesel engines are already being banned in cities today, and the same fate awaits all internal combustion engines in the not-so-distant future. There are currently 700 regulations limiting access to cities across the European Union. Cities like Paris (France), Madrid (Spain), Athens (Greece) and Mexico City (Mexico) have committed to a full ban on diesel vehicles by 2025. Auckland (New Zealand), Barcelona (Spain), Cape Town (South Africa), Copenhagen (Denmark), London (England), Los Angeles (United States), Mexico City (Mexico), Milan (Italy), Quito (Ecuador), Seattle (United States), Vancouver (Canada) and Paris (France) have all pledged to phase out vehicles with internal combustion engines by 2030. In addition to regulatory incentives, many countries have introduced subsidy systems to encourage the adoption of green vehicles.
And the European Commission's taxonomy for sustainable activities, also known as the green taxonomy, requires vehicle CO_2 emissions to be below 50g/km (under WLTP conditions) for automakers and automotive suppliers to be considered eligible. This obligation is also expected to encourage automakers to expand their offering of electric vehicles.

Market adoption of electric vehicles and need for more charging infrastructure

Regulatory requirements provide automakers with a strong incentive to expand their electric vehicle lineup. In 2019, automakers brought 143 new electric vehicles to market, and are expected to release 600 more models by 2025 (including 450 battery electric vehicles)[1].
Consumer opinion about electric vehicles has also evolved in recent years. According to a study by Ernst & Young[2] released in July 2021, 41% of consumers across 13 major markets (Australia, Canada, China, Germany, India, Italy, Japan, New Zealand, Singapore, South Korea, Sweden, United Kingdom and United States) are considering buying a battery electric vehicle or a plug-in hybrid, versus just 30% in September 2020.
In an environment impacted by soaring fossil fuel prices, electric vehicles seem to have found their place and offer numerous benefits, particularly for inter-urban travel and for commuting between home and work.

- Electric vehicles offer consumers a brand-new experience, with driving pleasure enhanced by better acceleration and reduced noise and vibrations.
- Electric vehicles are environmentally responsible, emitting no particulate matter, NOx or other pollutants during use and especially no greenhouse gas emissions (CO_2).

Improvements in battery range and the efficiency of fast charging systems also make electric vehicles a viable option for longer trips.

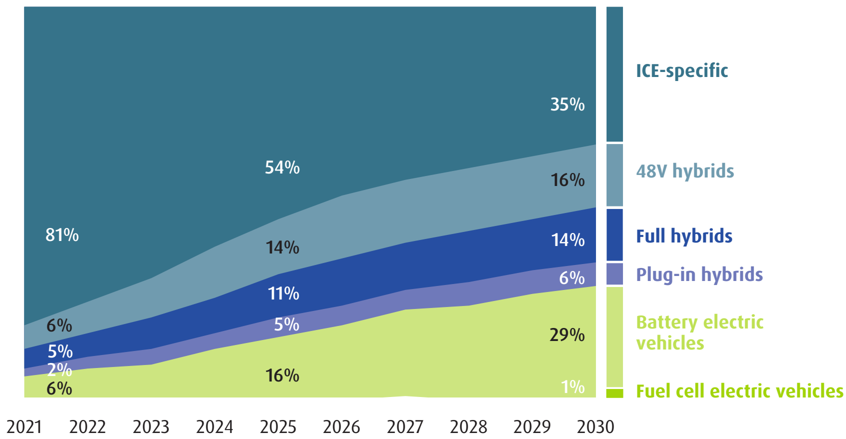
However, charging infrastructure coverage remains a key concern for consumers.
To address this issue, Valeo has developed charging stations suitable for all types of electric vehicles, with intelligent energy management functions such as charging when electricity is cheapest.

In 2021, global sales of electric vehicles (BEVs + PHEVs) was up by 108% versus 2020, with 6.8 million units sold[3]. The share of electric vehicles (BEVs + PHEVs) in global light vehicle sales was 8.3% in 2021 versus 4.2% in 2020, with battery electric vehicles (BEVs) accounting for 71% of total EV sales and plug-in hybrid electric vehicles (PHEVs) for 29%. Demand for electric vehicles (BEVs & PHEVs) was up strongly in the second half of 2021, with penetration rates of more than 20% in Europe, more than 15% in China and close to 5% in the United States[4].

Valeo estimates that plug-in hybrids (PHEVs) and battery electric vehicles (BEVs) will represent almost 21% of the market by 2025 and 35% by 2030. Electrification is fast accelerating.

TRANSFORMATION OF THE AUTOMOTIVE INDUSTRY THROUGH ACCELERATING ELECTRIFICATION

Change in production volumes of light vehicles by powertrain type



Source: IHS, Valeo

(1) McKinsey Electric Vehicle Index (July 2020); https://www.mckinsey.com/industries/automotive-and-assembly/our-insights/mckinsey-electric-vehicle-index-europe-cushions-a-global-plunge-in-ev-sales.
(2) EY article, How did a global crisis pave the way for EV sales? (July 2021); https://www.ey.com/en_gl/automotive-transportation/how-did-a-global-crisis-pave-the-way-for-ev-sales.
(3) According to EV-Volumes; https://www.ev-volumes.com/.
(4) Based on IHS data.

IMPROVING SAFETY WITH ADAS

The development of advanced driving assistance systems (ADAS) and more particularly autonomous driving systems is a growth megatrend for Valeo. Basically, higher levels of automation mean more complex driving situations and therefore a larger number of onboard sensors and control units, which has a positive impact on average content per vehicle.

Driven by consumer interest in automation features, the application of new safety standards and regulations, and the innovation race being played out across the automotive industry, the ADAS market is accelerating sharply.

On the road to safer, more autonomous and more technology-focused mobility solutions

Driving assistance systems (ADAS) use advanced technologies such as cameras and LiDAR sensors, which Valeo and many other automotive industry players believe are essential for level 3[(1)] and higher automation systems, such as on-road conditional automation and traffic jam assist.
In fact, to ensure comprehensive environment perception and 100% reliability of the information processed, a significant increase in the number of detection and measurement technologies is necessary. This concept is known as redundancy.
Valeo also develops hardware and software components with the intelligence necessary to help vehicles understand what their sensors are measuring, be prepared for whatever situation might arise and make the right decisions in all circumstances.

(1) *As defined by SAE International.*

Regulatory and other initiatives that promote the development of driving assistance systems

According to the United Nations (UN), more than 1.3 million people die in road accidents every year. And it forecasts that road accidents will account for 4 million fatalities per year by 2030 to become the fifth most common cause of death worldwide. Improving road safety is not just the responsibility of governments. Automotive industry players, including automakers and their suppliers, can also make a difference, by developing driving assistance systems and continuously enhancing vehicle safety.

Regulations on vehicle safety are strict, and only models that meet all the requirements are approved for manufacture. The European Union leads the way in this regard, with the strictest regulations in the area of active safety. The safety measures soon to be made mandatory by the EU's General Safety Regulation(1) (GSR) cover complex driving assistance functions such as driver drowsiness detection, intelligent speed assistance, advanced emergency braking and lane centering. Applicable to all new vehicle models from July 2022, the GSR will result in higher installation rates for certain safety components, including front cameras and driver monitoring cameras.

In addition to regulations, the automotive industry is also subject to independent safety standards such as the New Car Assessment Program (NCAP), which rates vehicles' safety performance out of a maximum of five stars. These ratings are very important for buyers, particularly for managers of vehicle fleets. Once again, the European standard – Euro NCAP – is the most strict. Valeo estimates that more than 50% of new vehicles will have a five-star rating by 2026.

In terms of both regulations and standards, the European Union is a pioneer, taking an assertive approach to active safety that will undoubtedly be adopted by all regions, with a gap of two to five years.

Automation: an extension of active safety features

Automated driving functions are part of automakers' innovation strategy but they are also subject to regulations. The regulator's role is to monitor the introduction of driving assistance systems in order to ensure that all vehicles on the road comply with safety standards. The UN is also trying to harmonize regulations relating to driving assistance systems globally via an ADAS regulation. To date, the highest level of automation that has been approved is level 2. With this level of automation, drivers can delegate driving temporarily, on freeways, but must be ready to resume control of the vehicle at a moment's notice. The reason vehicles with higher levels of automation are not yet on the road is the absence of a legal framework. Legislators still need to address issues such as how to manage the switch between automated and manual driving modes, who is responsible if the system fails and how important decisions should be taken. Nonetheless, automakers are getting ready for higher levels of automation, by introducing models that offer level 3 functions, notably thanks to LiDAR. Examples include Honda's Legend and Mercedes' S-Class and EQS models, launched in 2021. Other automakers have announced the launch of vehicles with level 3 capacities for 2022 and 2023.

ADAS, an important feature for customers

Customers are concerned about their safety: more than 50% of consumers in Europe and the United States say that safety is the key criterion in their decision to buy a new vehicle.
Another factor to consider is that time spent at the wheel could be used for other tasks. ADAS for level 3 and above will enable drivers to use this time for leisure, thanks to infotainment systems, or for work, thanks to advanced connectivity.
ADAS for low-speed maneuvers such as parking have been widely adopted by consumers, as have high-speed assistance systems such as cruise control and lane centering.
Automated driving systems such as autopilot and traffic jam assist should also be readily adopted by consumers, thanks to the expected safety and time-related benefits.

(1) European Commission; https://ec.europa.eu/growth/sectors/automotive-industry/safety-automotive-sector_en.

TOP 5 BIGGEST BUYERS OF ELECTRONIC COMPONENTS IN THE AUTOMOTIVE INDUSTRY

- Around **50 billion** components purchased each year
- More than **20,000 specifications**

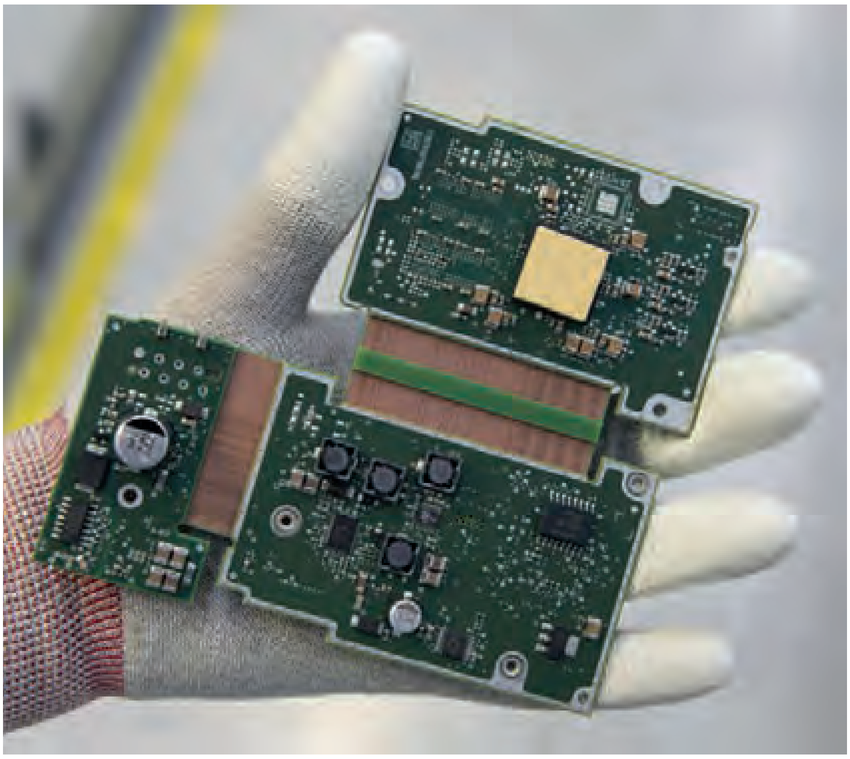
VALEO'S ACCELERATION IN ELECTRIFICATION AND ADAS IN AN ENVIRONMENT IMPACTED BY THE ELECTRONIC COMPONENTS CRISIS IN 2021

Valeo's growth strategy is based on the automotive industry megatrends of acceleration in electrification and ADAS.

These structural growth megatrends remain valid despite the global market environment, which was impacted in 2021 by an unprecedented shortage of electronic components.

First, the Covid-19 pandemic revealed a structural gap between supply and demand in the semiconductor market. Then, successive lockdowns drove up demand for consumer electronics and led to faster digitalization of the economy, which also heightened demand for semiconductors for digital infrastructure applications. Starting in 2020, the increase in demand for electronic components generated an imbalance between demand and available production capacity, which turned out to be insufficient to meet the needs of the automotive industry.
Unfortunately, this situation was exacerbated in 2021 by several unexpected events:

- In February 2021, power outages caused by unprecedented cold weather in Texas affected production at several semiconductor plants in the United States.
- In March 2021, a fire at a Renesas plant in Japan, which primarily supplies the automotive industry, impacted the production of microcontrollers.



- Between July and October 2021, several Southeast Asian countries were hard hit by the Covid-19 crisis (particularly Malaysia, which accounts for around 13% of global semiconductor testing and electronic component packaging capacity), resulting in lockdown measures that severely affected the industry.

Valeo continued to supply its customers in 2021 without causing any interruptions in production – a remarkable performance that was lauded by customers.

Strategy

MOVE UP, READY FOR THE FUTURE OF MOBILITY FEBRUARY 25, 2022

Valeo's Move Up plan is part of this long-term vision for cleaner and safer mobility. Post-2025, the electrification and ADAS markets will experience hyper-growth to reach 200 billion euros and 120 billion euros, respectively, in 2035.

Thanks to Move Up, Valeo will be ideally positioned to leverage this growth with leading-edge technologies, a robust financial performance and cash generation that will guarantee strong value creation for all the Group's stakeholders, including its shareholders.

VALEO MOVE UP,
A VALUE CREATION STRATEGY BUILT ON THE FOUR SUSTAINABLE MOBILITY MEGATRENDS

Valeo's growth model is based on the four megatrends shaping tomorrow's automotive industry.

Valeo's solid foundations form the backbone of the Group and will enable it to capitalize on the extraordinary acceleration to come in the markets where it is ideally positioned:

- a diversified customer portfolio;
- recognized operational excellence;
- decrease in exposure to internal combustion engines to 4% of sales in 2030;
- extensive system and software expertise involving nearly 40% of the Group's engineers;
- a foothold in the highly resilient and profitable aftermarket;
- best governance practices;
- recognized ESG performance.

Valeo's four Business Groups are leaders in their respective businesses with a global manufacturing footprint underpinned by an international R&D network and proven operational efficiency. Thanks to their critical mass and standardized technological and industrial platforms in their respective markets, the Business Groups will deliver the best levels of competitiveness and returns.

ACCELERATION OF ELECTRIFICATION
(POWERTRAIN SYSTEMS AND THERMAL SYSTEMS BUSINESS GROUPS)

The acceleration of electrification will drive the growth of the Powertrain and Thermal Systems Business Groups over the coming years.

POWERTRAIN SYSTEMS

Thanks to the integration of Valeo Siemens eAutomotive into its Powertrain Systems business[(1)], Valeo will be able to leverage a wide range of skills and resources to develop a comprehensive offering of low- and high-voltage electric powertrain solutions. Valeo Siemens eAutomotive is a recognized technological and industrial leader in high-voltage electric mobility, present on the main mass-market and premium platforms of 21 automakers[(2)]. By the end of 2022, more than 90 electric and plug-in hybrid models will be fitted with Valeo's electric powertrain (eDrive) systems, motors, inverters or onboard chargers.

In an accelerating electric vehicle market, recording annual growth of 17.5%[(2)] in high-voltage solutions (automotive e-powertrain market worth 92 billion euros[(2)] in 2030, 40%[(2)] of which will be outsourced), and 22%[(2)] in 48V by 2030, Valeo is also stepping up the pace and intends to increase its content per vehicle to outperform the market by more than 8 percentage points[(3)] over the next four years. The Group will use its expertise in 48V systems to seize growth and diversification opportunities in adjacent land transportation solutions, such as two-wheeled motorized vehicles (electric bicycles and scooters, etc.), three-wheeled vehicles (tricycles) and four-wheeled vehicles (small urban electric cars, droids, etc.).

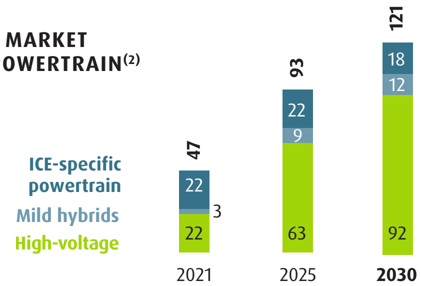
› OEM SALES IN 2025
~€7.5bn

15%
CAGR
2021-2025

› OUTPERFORMANCE IN 2021-2025
>8 points[(3)]

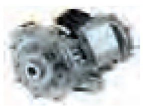
› EBITDA MARGIN[(4)] IN 2025
>11%

AUTOMOTIVE MARKET BY TYPE OF POWERTRAIN[(2)]
In €bn



** OBC: onboard chargers*

HIGH VOLTAGE – ADDRESSABLE MARKET

eMotor

30%
OUTSOURCED

Inverters

40%
OUTSOURCED

OBC* DCDC

90%
OUTSOURCED

MILD HYBRID

48V AUTOMOTIVE MARKET IN 2025

€4bn

Valeo's target market share in 2025

~45% ON iBSG

~15% ON DCDC

NEW MOBILITY SOLUTIONS

2021 order intake[(4)] **€200m**
Sales ambition **€250m in 2025** **>€500m in 2030**


eBike


eScooter


eRickshaw


eDroid & eChassis


Small electric vehicle

2 WHEELS | 3 WHEELS | 4 WHEELS

** OBC: onboard chargers.*
(1) The integration will take place after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in the Valeo Siemens eAutomotive joint venture. The transaction is subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted.
(2) Based on Valeo estimates.
(3) Based on IHS estimates (February 2022).
(4) See financial glossary, page 52.

THERMAL SYSTEMS

Thermal management is essential for ensuring that electric vehicles perform effectively, and in particular for providing end consumers with ultra-fast battery charging as well as preserving the battery range in all weather conditions.

The Thermal Systems Business Group, which develops thermal interior and battery management solutions, plans to use the acceleration in electrification to increase its content per vehicle and thereby outperform global automotive production by more than 4 percentage points[(1)].

The Thermal Systems Business Group notably develops battery cooling systems, air conditioning systems specific to electric vehicles, including heat pumps and radiators.

The combination of these three areas of expertise in low-voltage, high-voltage and electric thermal solutions make Valeo a champion of electric mobility.

› **OEM SALES IN 2025**
~€5bn

11% CAGR 2021-2025

› **OUTPERFORMANCE IN 2021-2025**
>4 points[(1)]

› **2025 EBITDA MARGIN**[(2)]
~13%

CONCENTRATED MARKET

50% OF THE MARKET HELD BY THE TOP 4

#2 IN MARKET SHARE

Valeo

ELECTRIFICATION: INCREASE IN THERMAL CONTENT PER VEHICLE[(3)]

Content per vehicle multiplied by **2.5**[(4)]

eThermal market in 2025 **€21bn**

PRESENCE ON MAIN PLATFORMS

STELLANTIS DS 3 eTENSE — Battery cooler, eCompressor, Heat pump

TOYOTA BZ4x — Coolant eHeater

VOLKSWAGEN ID.3 & ID.4 — Coolant eHeater, Battery cooler, Heat pump exchangers

(1) Based on IHS estimates (February 2022).
(2) See financial glossary, page 52.
(3) BEV: battery electric vehicles.
(4) Vs internal combustion engine vehicles.

ACCELERATION IN ADAS
(COMFORT & DRIVING ASSISTANCE SYSTEMS)

Valeo has a comprehensive range of advanced driving assistance systems (ADAS) including components, instrumentation (sensors) and control units (domain and zone controllers), as well as functional software that provides all active safety features and enables automation at level 2+ and above. With expertise in these three different areas (i.e., sensors, electronics and software), Valeo is positioned as an integrator and validator of ADAS, in which the Group is now world leader, equipping one in three new cars with its technology. Thanks to the increase both in content per vehicle and the penetration rate of these new technologies, Valeo's ADAS business is aiming to outperform global automotive production by more than 12 percentage points(1) by 2025, by doubling its 2021 sales figures.

The Group now has extensive expertise in ADAS, enabling it to produce ever more efficient solutions at optimal cost. Valeo has sold more than 1.5 billion ADAS sensors over the past 30 years and plans to sell more than 3 billion sensors over the next 5 years.

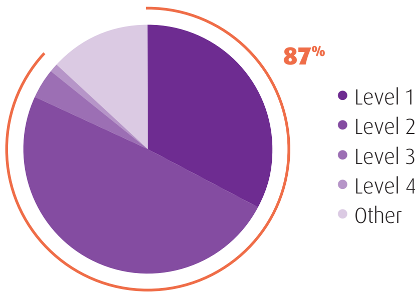
› **OEM SALES IN 2025**
~€4bn

19%
CAGR
2021-2025

› **OUTPERFORMANCE IN 2021-2025**
>12 points(1)

› **2025 EBITDA MARGIN(2)**
~21%

AUTOMATION LEVEL OF VEHICLES SOLD IN 2030



A HIGH-GROWTH MARKET

15%
CAGR
2021-2025

~90%
OF VEHICLES
WITH ADAS IN 2030

1.5+ billion
ADAS sensors sold
over the past 30 years

MARKET SHARE

ULTRASONICS

44% 2021  **47%** 2025

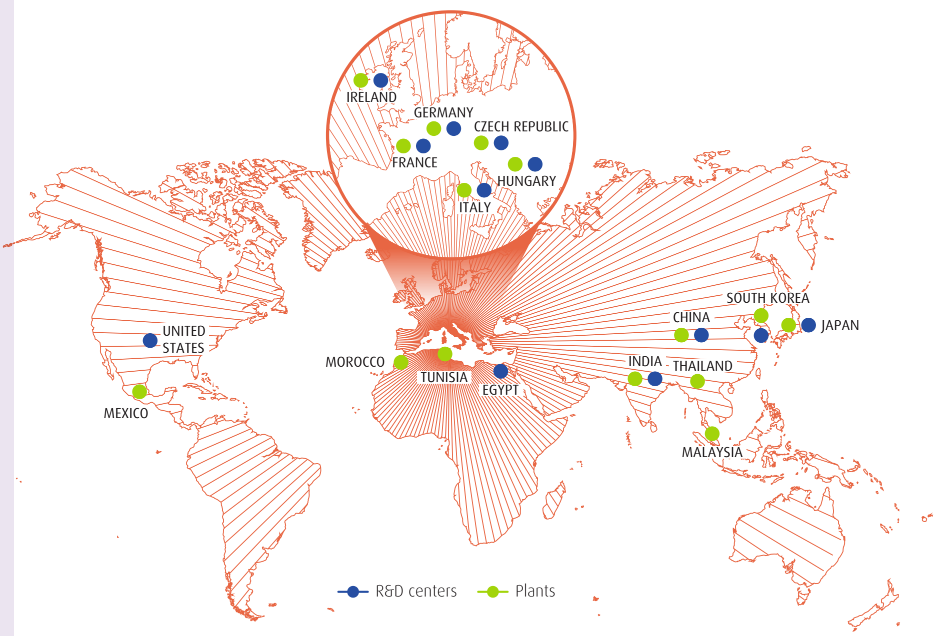
SATELLITE CAMERA

21% 2021  **25%** 2025

FRONT CAMERA

11% 2021  **20%** 2025

VALEO HAS DEVELOPED A GLOBAL LEADERSHIP POSITION IN ADAS



(1) Based on IHS estimates (February 2022).
(2) See financial glossary, page 52.

LiDAR

More than 160,000 units of LiDAR SCALA 1 & 2 shipped to date, enabling up to level 3 automation:

SCALA 1

SCALA 2

World premiere (level 3)

&

Honda Legend

Mercedes S-Class & EQS

SCALA 3

The third generation of the LiDAR SCALA was presented at CES 2022 in Las Vegas

LiDAR Gen. 3 vs Gen 1

Detects infrastructure
Vertical field of view **x8**

Detects lost cargo
Resolution **x265**

Detects vulnerable road users
Point cloud density **x175**

REINVENTION OF THE INTERIOR EXPERIENCE
(COMFORT & DRIVING ASSISTANCE SYSTEMS BUSINESS GROUP)

The Group has the hardware and software needed to meet passenger demands for a safer, more immersive and more connected driving experience. Thanks to its market-aligned solutions, Valeo plans to take full advantage of growth opportunities in "Reinvention of the interior experience". Valeo is therefore aiming to outperform global automotive production by more than 8 percentage points[(1)] over the next four years.

ACCELERATING MARKET

10%
CAGR
2021-2025

~90%
OF VEHICLES WITH
CONNECTIVITY IN 2030

Growing content per vehicle

14%
IN 2025 VS 2021

OEM SALES IN 2025

~€2bn

14%
CAGR
2021-2025

OUTPERFORMANCE IN 2021-2025

>8 points[(1)]

2025 EBITDA MARGIN[(2)]

~14%

(1) Based on IHS estimates (February 2022).
(2) See financial glossary, page 52.

LIGHTING EVERYWHERE
(VISIBILITY SYSTEMS BUSINESS GROUP)

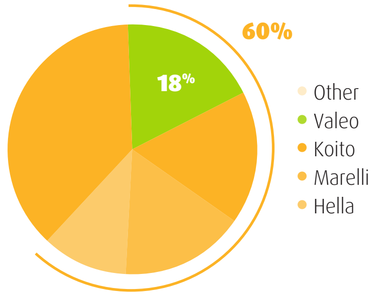
The phasing out of radiator grilles has given designers the freedom to completely rethink the front end of the electric vehicle, enabling brands to assert their identity with more lighting. In reality, this trend is resulting in more lighting not only at the front of the car, but also in and all around the vehicle, as a way of reasserting brand style and identity, improving communication between the car and its surroundings, and enhancing comfort inside the car.
Valeo will use its position as world leader in interior and exterior visibility and the increase in content per vehicle for its technologies in value terms to outperform global automotive production by over 4 percentage points(1) by 2025.

This performance is based on a tried and tested value creation model supported by:

- the competitiveness and standardization of its technological platforms. To take just one example, the ThinLens optical unit module is already used in more than 21 models and has a hardware standardization rate of nearly 94%;
- recognized multidisciplinary expertise in design, digital simulation, optics, plastic injection molding, electronics and software.

CONCENTRATED MARKET

60%
OF MARKET HELD BY THE TOP 4



› OEM SALES IN 2025
~€6bn

10%
CAGR
2021-2025

› OUTPERFORMANCE IN 2021-2025
>4 points(1)

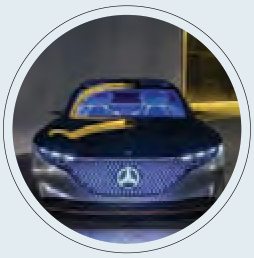
› 2025 EBITDA MARGIN(2)
~15%

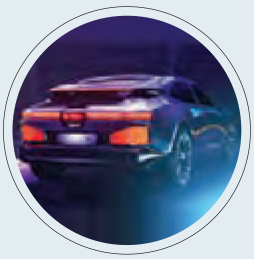
#1
IN MARKET SHARE

Growing content per vehicle
x1.2
IN 2025 VS 2021

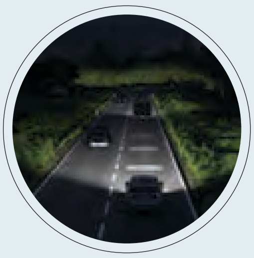
TODAY

TOMORROW





NEW FEATURES



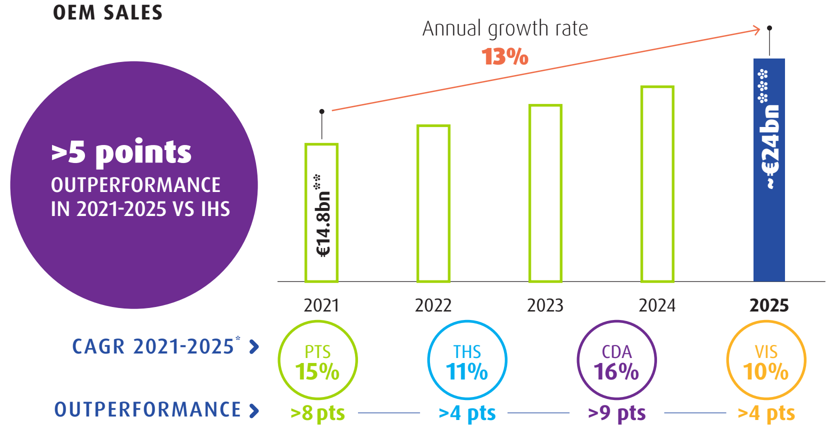
(1) Based on IHS estimates (February 2022).
(2) See financial glossary, page 52.

FINANCIAL OUTLOOK

Outperformance of more than 5 percentage points over the 2021-2025 period

After two years impacted by the Covid-19 crisis and the electronic component shortage, Valeo intends to take full advantage of the recovery in volumes forecast for the 2022-2025 period. Assuming global automotive production of around 98.5 million vehicles[1] in 2025, corresponding to annual growth of 6.3% over the 2021-2025 period, Valeo is aiming to grow its OEM sales by around 13% and to outperform the market by more than 5 percentage points[1]. Valeo's sales should therefore total around 27.5 billion euros in 2025, including around 24 billion euros in OEM sales.

OEM SALES



* CAGR 21/25 after non-strategic assets divestiture & with 100% of VSeA, including FX impact.
** With 100% of VSeA sales.
*** Sales after non-strategic assets divestiture.

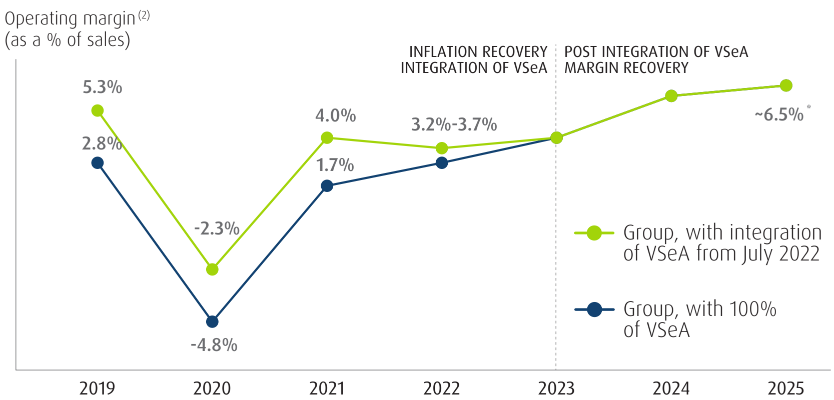
Improved profitability

Amid the current sharp increase in raw material and energy prices, by 2025, the Group is aiming to increase its EBITDA[2] margin and operating margin to around 14.5% and 6.5% of sales, respectively, compared with 13.4% and 4.0% of sales in 2021.

Over the 2021-2025 period, Valeo will see its profitability (as per pro forma data) accelerate in line with:

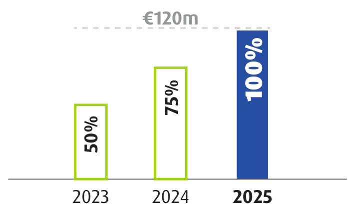
- a recovery in volumes of over 21 million[1] vehicles;
- synergies following the integration of Valeo Siemens eAutomotive (VSeA) estimated at 120 million euros[3] on an annual basis by 2025;
- an efficiency program worth 100 million euros[4] on an annual basis by 2023;
- improved profitability of high-tech projects launched by the Group.

PRO FORMA OPERATING MARGIN

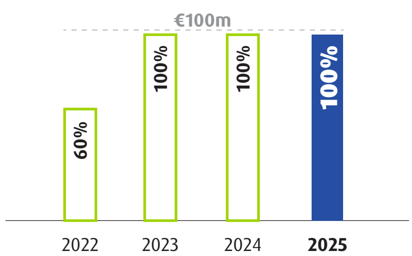


* After non-strategic assets divestiture.

PTS SYNERGY OBJECTIVES AFTER INTEGRATION OF VSeA



MOVE UP EFFICIENCY PLAN



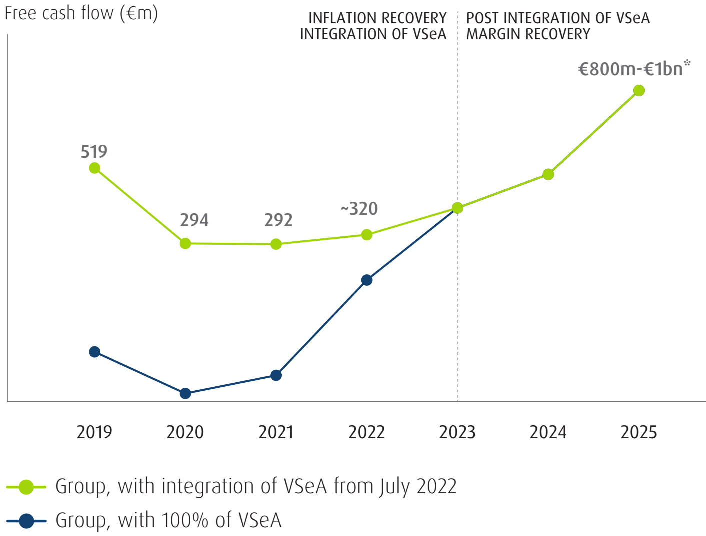
(1) Based on IHS estimates (February 2022).
(2) See financial glossary, page 52.
(3) 50% in 2023, 75% in 2024 and 100% in 2025.
(4) 60% in 2022 and 100% in 2023/2024/2025.

Increased free cash flow generation(1)

Valeo aims to accelerate its free cash flow generation over the term of the plan to reach between 800 million and 1 billion euros in 2025, by:

- increasing the EBITDA(1) margin from 13.4% to around 14.5% over the 2021-2025 period;
- leveraging its technological platforms and synergies to achieve a significant reduction in R&D expenditure, which should fall to around 6.5% of sales in 2025 (compared with 7.9% of sales in 2021);
- exercising strict control over capital expenditure, keeping it below 6% of sales over the next four years;
- the positive contribution of working capital to free cash flow generation, thanks to the reduction in inventories following the end of the electronic components crisis and a return to normal supply chain conditions.

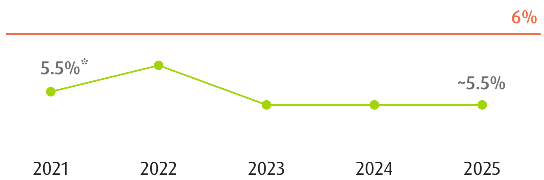
PRO FORMA FREE CASH FLOW



* *After non-strategic assets divestiture.*

PRO FORMA CAPEX

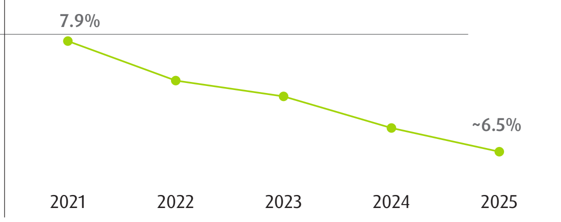
% of sales, including 100% of VSeA & excluding capitalized R&D



* *Excl. exceptional 2021 lease.*

PRO FORMA NET R&D

% of sales, including 100% of VSeA



500 million euros in non-strategic asset divestitures and optimized capital allocation

The Group aims to divest from around 500 million euros' worth of non-strategic assets over the term of the plan. These divestitures, combined with accelerated cash generation, will allow us to deleverage, with the aim of bringing the leverage ratio (i.e., net debt/EBITDA(1)) below 0.7x in 2025.

The Group is targeting a gradual recovery in its dividend per share (in value terms). A dividend of 35 euro cents per share for 2021 (vs 30 euro cents per share for 2020, i.e., +17%) will be proposed at the 2022 Shareholders' Meeting.

GROUP GUIDANCE FOR 2022 AND TARGETS FOR 2025

	2022*	2025 TARGETS***
SALES	**€19.2bn/€20.0bn**	**~€27.5bn**
EBITDA(1) (as a % of sales)	**11.8%/12.3%**	**~14.5%**
OPERATING MARGIN (as a % of sales)	**3.2%/3.7%**	**~6.5%**
FREE CASH FLOW(1)	**~€320m****	**€0.8bn/€1.0bn**
LEVERAGE RATIO (Net debt to EBITDA)	**~1.7x****	**<0.7x**

These objectives do not take into account the potentially unfavorable impacts of recent developments in the Russia-Ukraine crisis on the economic and financial environment such as a decline in production volumes or an increase in energy or raw material prices to above those seen in early 2022.

* *After integration of VSeA in July 2022.*
** *Based on IHS automotive production estimates for 2022, reduced by 1.5%.*
*** *After divestiture of non-strategic assets.*

(1) See financial glossary, page 52.

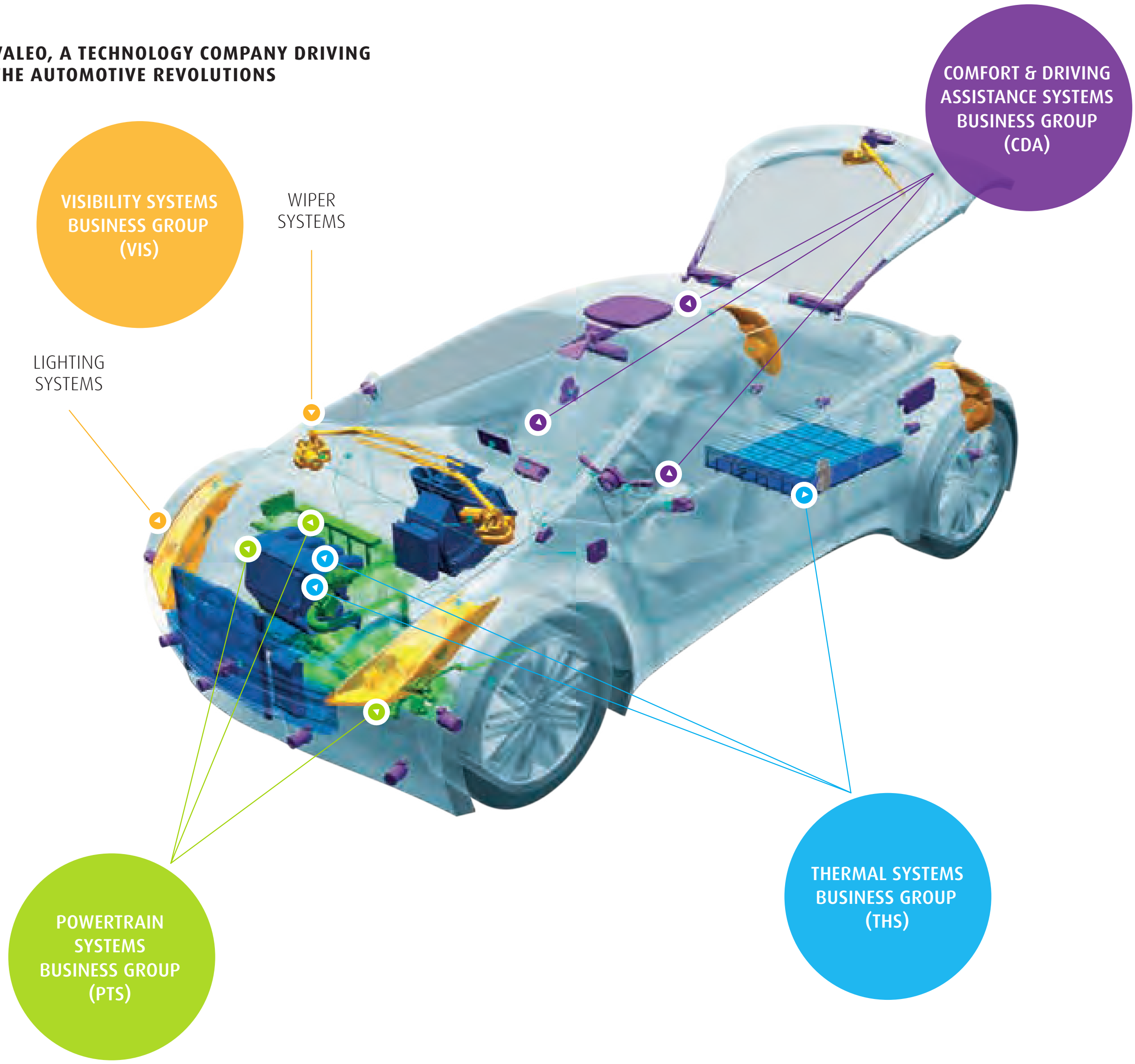
AN ORGANIZATIONAL STRUCTURE BUILT ON FOUR MARKET-LEADING, HIGH-GROWTH POTENTIAL BUSINESS GROUPS

In a fast-changing environment, Valeo is strongly positioned to address the challenges of market shifts towards cleaner, safer and smarter mobility. The four Business Groups are constantly innovating, to offer technology that is widely affordable and closely matched to individual needs.

2021-2025 OUTLOOK BY BUSINESS GROUP

	Annual growth in OEM sales 2021-2025	Outperformance 2021-2025	EBITDA margin(1) in 2025
PTS Acceleration of electrification	15%	>8 points	>11%
THS Acceleration of electrification	11%	>4 points	~13%
CDA Acceleration of ADAS and reinvention of the interior experience	16%	>9 points	~18%
VIS Lighting everywhere	10%	>4 points	~15%

VALEO, A TECHNOLOGY COMPANY DRIVING THE AUTOMOTIVE REVOLUTIONS



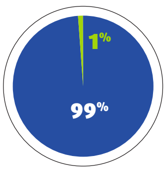
(1) See financial glossary, page 52.

4 Business Groups positioned in the megatrends shaping tomorrow's mobility

COMFORT & DRIVING ASSISTANCE SYSTEMS BUSINESS GROUP (CDA)

Developing a safer and more immersive driving experience

The Comfort & Driving Assistance Systems Business Group is exposed to two of the mobility megatrends: acceleration in ADAS and reinvention of the interior experience. The Business Group develops ADAS including sensors (cameras, LiDAR, etc.) and software and hardware to make driving safer and more autonomous. The Comfort & Driving Assistance Systems Business Group also develops interior systems for driver monitoring (interior cameras) and improving life on board the vehicle (head-up displays), making the driving experience safer and more immersive.



OEM sales
derived from products contributing to cleaner and safer mobility[1]
As a % of OEM sales

● Cleaner ● Safer 8%

› **€3.4bn[1]**
TOTAL CONSOLIDATED SALES

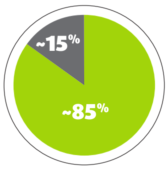
20% OF SALES

› **20,800**
EMPLOYEES

POWERTRAIN SYSTEMS BUSINESS GROUP (PTS)

Targeting low-carbon mobility

The Powertrain Systems Business Group is benefiting from the acceleration of electrification. Following the integration of Valeo Siemens eAutomotive[2], the Powertrain Systems Business Group develops a comprehensive range of electrification solutions for hybrid and electric vehicles, from mild-hybrid 48V systems to high-voltage electrification systems (electric motors, inverters, onboard chargers, etc.). The Powertrain Systems Business Group also offers automated and hybrid transmission systems.



OEM sales
derived from products contributing to cleaner and safer mobility[1]
As a % of OEM sales

● Cleaner ● Other

› **€4.7bn**
TOTAL CONSOLIDATED SALES

27% OF SALES

› **21,300**
EMPLOYEES

(1) Total consolidated sales, excluding the Top Column Module business.
(2) The integration will take place after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in the Valeo Siemens eAutomotive joint venture. The transaction is subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted.

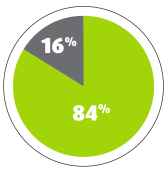
FOR MORE INFORMATION

SEE Chapter 1 of the
2021 Universal Registration Document, "Presentation of Valeo".

THERMAL SYSTEMS BUSINESS GROUP (THS)

Decarbonizing mobility and optimizing energy management

The Thermal Systems Business Group is also benefiting from the acceleration of electrification. It develops solutions for electric vehicles, ranging from thermal battery management (designed to preserve battery range and longevity and enable fast charging) to thermal cabin management (including high value-added equipment such as heat pumps). The Group's innovations, such as the Flex Heater, are helping to shape the transportation of the future by reducing pollutant emissions, purifying the air in the cabin, improving the efficiency of thermal systems and enhancing comfort onboard.



OEM sales
derived from products contributing to cleaner and safer mobility[1]
As a % of OEM sales

● Cleaner ● Other

~40% cleaner and safer

8%

› **€3.9bn**
TOTAL CONSOLIDATED SALES

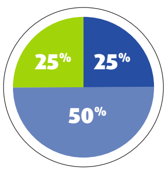
23% OF SALES

› **22,700**
EMPLOYEES

VISIBILITY SYSTEMS BUSINESS GROUP (VIS)

Optimizing visibility for improved safety and design freedom

Lighting everywhere is becoming a differentiating factor for automakers, offering them a means to better showcase their brands' lighting signatures.
Smart signaling and lighting systems also help prevent accidents and improve road safety.
The Visibility Systems Business Group develops smart and innovative exterior and interior lighting, as well cleaning systems for the wipers and sensors that assist the driver in all driving situations, thereby enhancing safety.



OEM sales
derived from products contributing to cleaner and safer mobility[1]
As a % of OEM sales

● Cleaner ● Safer
● Cleaner and safer

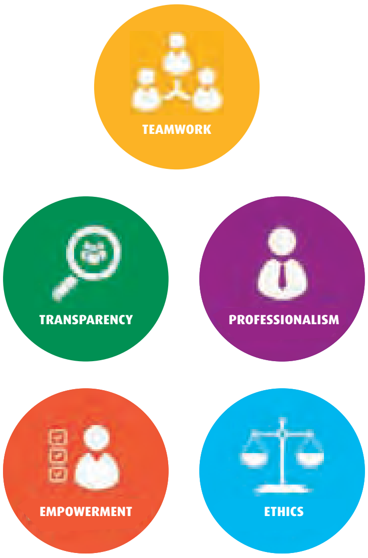
› **€5.1bn**
TOTAL CONSOLIDATED SALES

30% OF SALES

› **33,400**
EMPLOYEES

A CORPORATE CULTURE IN SUPPORT OF STRATEGY

Valeo's culture is underpinned by its 5 core values and the 5 Axes for operational excellence:

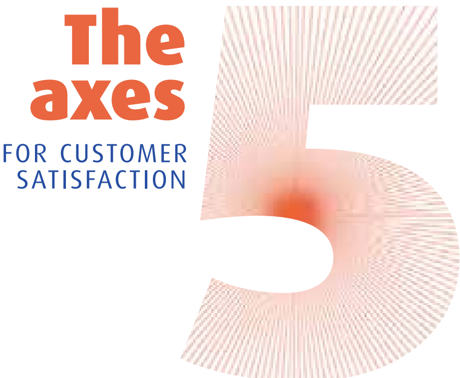


Operational excellence is a founding principle of the Valeo culture, and a day-to-day reality in each of the Group's Research and Development centers and plants worldwide and across all functions. It is driven by a simple goal: satisfy customers by meeting their requirements in terms of quality, cost and time. This is achieved through the strict application by all employees of a methodology known as The 5 Axes Based on the principle of continuous improvement and a "right first time" approach, this method is meticulously implemented at all Valeo sites. Involvement of personnel, a flexible production system, constant innovation, supplier integration and total quality are the central pillars of a culture that facilitates the integration of teams acquired by the Group and represents a key driver of Valeo's organic growth. Valeo is proud to have the world's leading automakers as its customers. The Group's sales strategy consists of going beyond the basic supplier-customer relationship to drive advances in its customers' markets around the world.

CHRISTOPHE PÉRILLAT
Deputy Chief Executive Officer(1)

"The 5 Axes methodology is **the cornerstone of the Group's operating culture.** It was thanks to the 5 Axes culture that we were able to avoid disrupting our customers' production during the electronic components crisis in 2021."

THE 5 AXES, A CULTURE OF EXCELLENCE AND CONTINUOUS IMPROVEMENT



TOTAL QUALITY

PRODUCTION SYSTEM

SUPPLIER INTEGRATION

INVOLVEMENT OF PERSONNEL

PRODUCT DEVELOPMENT

56

customer quality awards received in 2021

(1) Chief Executive Officer since January 26, 2022.

SUSTAINABLE DEVELOPMENT, EMBEDDED IN VALEO'S DNA

A commitment to sustainable development is embedded in Valeo's DNA. As a technology company, the Group offers innovative products and systems that make vehicles cleaner, safer and smarter, and are affordable yet adapted to individual needs. At Valeo, sustainable development is built on four key pillars: innovation, environmental eco-efficiency, employees and commitment to corporate citizenship. It pervades all the areas where Valeo interacts with its stakeholders, both internally and outside the Group.

Recognition of Valeo's commitment to sustainable development

Valeo reaffirms its growth and value creation ambition in line with the ongoing transformations in mobility and its commitment to sustainable development. The Group's efforts in this area are recognized by the key ESG rating agencies (CDP, ISS-oekom, MSCI, S&P Global and Sustainalytics), which rank Valeo as one of the best automotive suppliers in terms of non-financial performance. In 2021, as in 2019 and 2020, Valeo once again ranked as the leading player in the automotive industry in the Corporate Knights annual global ranking of the 100 most sustainable corporations.

Valeo is also the most widely represented automotive supplier in ESG indices.

Lastly, in 2021 Valeo became the first European player in the automotive industry to issue sustainability-linked bonds, raising €700m.

JACQUES ASCHENBROICH
Chairman and Chief Executive Officer[1]

"On February 4, 2021, we committed to achieving carbon neutrality by 2050 and to **reaching 45% of this objective by 2030.** This "CAP 50" carbon neutrality plan includes our suppliers, our own operating activities and the end use of our products (Scopes 1, 2 and 3). From this year, we will work intensively to roll out our carbon reduction ambition at all of our sites."

MAIN NON-FINANCIAL RATINGS

ORGANIZATION	RATING
CDP (CARBON DISCLOSURE PROJECT)	**A-**
MSCI ESG RATING	**AAA** leader (ranked #1 among automotive suppliers)
ISS-OEKOM	**B-** Prime, Industry leader, ranked #1 among automotive suppliers, excluding tire manufacturers
S&P GLOBAL CORPORATE SUSTAINABILITY ASSESSMENT (CSA)	**72/100** Ranked #1 among automotive suppliers (excluding tire manufacturers)
SUSTAINALYTICS	**10.7 LOW RISK** ESG Industry Top Rated
CORPORATE KNIGHTS	**#1** in the automotive sector (automotive suppliers and automakers)

IN ADDITION TO THESE RATINGS ASSIGNED BY RATING AGENCIES, VALEO FEATURED IN THE MAIN NON-FINANCIAL INDICES, IN PARTICULAR:

EURONEXT — CAC 40 ESG

STOXX — GLOBAL ESG LEADERS

FTSE4Good

MSCI — ESG LEADERS

(1) *Chairman of the Board of Directors since January 26, 2022.*

Sustainable development challenges

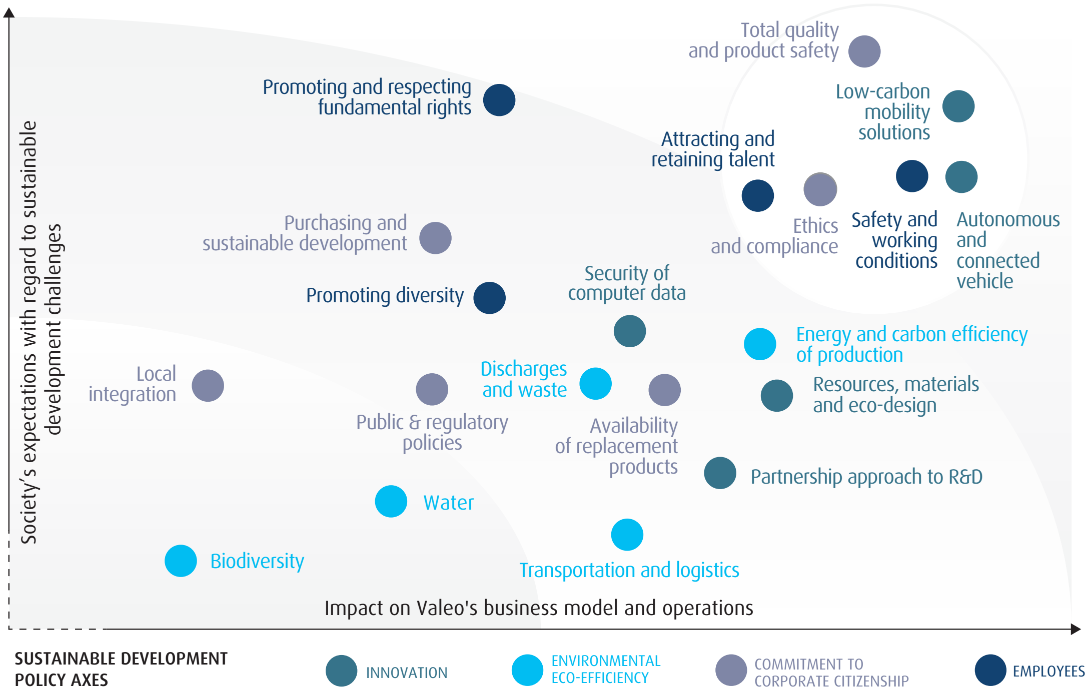
To identify its key sustainable development challenges, Valeo conducts a materiality analysis to:

- enable stakeholders to better comprehend their interactions with Valeo;
- give its Research and Development, environmental, labor-related and social data sharper focus on key issues of significance for the Group and its stakeholders;
- reinforce the relevance and quality of information put forward by the Group.

The materiality analysis aims to compare Valeo's internal ambitions in respect of sustainable development with its stakeholders' expectations.

The Group closely monitors each challenge on a regular basis using action plans and performance indicators.

MATERIALITY MATRIX PLOTTING VALEO'S SUSTAINABLE DEVELOPMENT CHALLENGES



Non-financial risks

Valeo has carried out an analysis of its non-financial risks, in compliance with the French legal framework aimed at improving the transparency of non-financial reporting. This analysis, begun in 2018, resulted from the joint work of the Risk Management and Sustainable Development and External Affairs departments. For 2021, Valeo has identified the following seven main risks (classified in accordance with Valeo's four sustainable development axes). The risk analysis and associated mapping were presented to the Risks Committee, which validated the assessments of the non-financial risks identified. These serve as the basis for the management of sustainable development policies, allowing initiatives to be prioritized.

SUSTAINABLE DEVELOPMENT AXES	RISKS	PAGES
INNOVATION	Risk of non-achievement of Valeo's Carbon Plan commitments	238 to 244
ENVIRONMENTAL ECO-EFFICIENCY	Risk associated with accidental pollution of water and/or soil	244 to 247
EMPLOYEES	Health and safety risk	247 to 251
	Risk related to attracting talent	251 to 253
	Risk related to developing and retaining talent	253 to 257
COMMITMENT TO CORPORATE CITIZENSHIP	Risk of individual corruption	257 to 258
	Risk related to suppliers' sustainable development practices	258 to 262

Sustainable development goals in the Group's business

The Group's sustainable development initiatives are designed to support the United Nations' Sustainable Development Goals (SDGs).
The Group's initiatives contribute to the seven following objectives:

PERFORMANCE CHART SHOWING THE KEY OBJECTIVES AND PERFORMANCE INDICATORS OF THE GROUP'S SUSTAINABLE DEVELOPMENT POLICY

AXES	CHALLENGES	KEY INDICATORS	2019 RESULTS[1]	2021 RESULTS	2021 OBJECTIVES	2025 OBJECTIVES	REFERENCE SECTIONS
INNOVATION	Carbon Plan and Low-Carbon Mobility Solutions	CO_2 emissions reduction across all operating activities, suppliers and the end use of its products (Scopes 1, 2 and 3) – Approved by SBTi *(in $MtCO_2$)*	49.6	46.2	48.1	45.3	4.3.3, page 238
		Share of products contributing to the reduction of CO_2 emissions *(as a % of sales)*	57%	60%	>50%	>50%	4.1.4, page 219
ENVIRONMENTAL ECO-EFFICIENCY	Energy and carbon efficiency of production	Direct (Scope 1) and indirect (Scope 2) emissions as a proportion of sales *(tCO_2/€m)*	57.6	45.2 -22%	50.0 -13%	40.0 -31%	4.5.3, page 280
		Energy consumption as a proportion of sales *(MWh/€m)* and change vs 2019 *(%)*	142	161 13%	140 -1%	134 -6%	4.5.3, page 280
		ISO 50001 energy management certification *(% of sites)*	18%	31%	23%	40%	4.5.3, page 275
	Discharges and waste	Production of hazardous and non-hazardous waste as a proportion of sales *(t/€m)*	16.4	14.8 -10%	16.0 -2%	15.0 -9%	4.3.3, page 244
	Water	Water consumption as a proportion of sales *(cu.m/€m)*	197	204 +4%	193 -2%	185 -9%	4.5.3, page 276
EMPLOYEES	Health and safety	Accident frequency rate *(FR1: number of accidents with lost time per million hours worked)*	1.9	1.2	<1.9	<1[3]	4.3.3, page 247
	Promoting diversity	Gender equality index	82.0	86.3	85	90	4.5.4, page 288
	Skills	Number of hours of technical training *(in thousands of hours)*	1,772	1,743	2,500	3,000	4.3.3, page 253
	Quality of life at work	Rate of compliance with the "Building a well-being environment" roadmap	61%	74%	70%	75%	4.5.4, page 286
COMMITMENT TO CORPORATE CITIZENSHIP	Purchasing and sustainable development	Share of production purchases for which the suppliers' sustainable development practices were assessed during the year *(% of total purchases)*[2]	80%	82%	81%	82%	4.3.3, page 258
	Local integration	Organization of initiatives and events by the Valeo sites with educational and vocational training institutions *(% of sites)*	68%	70%	77%	85%	4.5.5, page 294
	Local communities	Share of sites participating in the "One Plant, One Initiative" program	50%	55%	66%	100%	n/a

(1) 2019 is the reference year under the new 2020-2025 plan.
(2) In application of the Sustainability-Linked Bond (SLB) principles, which highlight as a second criterion the extent to which Valeo's suppliers adhere to its sustainable development principles, the Group has undertaken to increase the percentage of the smallest suppliers assessed from 2021. The assessment target of 82% of purchase volumes by 2025, set in 2019, was actually achieved in 2021, pointing to rapid progress in the granularity of the hundreds of smaller suppliers to be assessed. This is exactly the type of progress expected in the value chain, where the Group must now capitalize on deeper awareness of sustainability principles among SMEs. Constant work is done within the strict perimeters of large groups.
(3) The continuous improvement of FR1 since 2020 has encouraged the Group to adjust its 2025 target from <1.7 to <1.

CORPORATE GOVERNANCE COMMITTED TO SUSTAINABLE DEVELOPMENT

BOARD OF DIRECTORS

Governance, Appointments & Corporate Social Responsibility Committee

Audit & Risks Committee

Monitoring of non-financial risk mapping

SUSTAINABLE DEVELOPMENT AND EXTERNAL AFFAIRS DEPARTMENT (PILOT AND COORDINATOR)

Human Resources Department

Health, Safety and Environment (HSE) Department

Ethics and Compliance Office

External stakeholders

Research and Development Department

Operational Departments (Purchasing, Quality and Industrial)

Risk and Insurance

The sustainable development policy spans all of the Group's functions and networks, and is designed to dovetail with Valeo's business objectives and policies.

The Sustainable Development and External Affairs Department lays down policies and plays the role of pilot and coordinator for the Group's various departments. It ensures the appropriate level of interface between the Group and external stakeholders in order to satisfy their growing requirements.

The Human Resources, Health, Safety and Environment (HSE), Ethics and Compliance and Research and Development departments and the Operational departments all contribute to Valeo's sustainable development policy.

The Governance, Appointments & Corporate Social Responsibility Committee has been given the following responsibilities in particular:

- reviewing the main thrusts of the Group's corporate social responsibility policy;
- identifying corporate social responsibility objectives and challenges;
- making sure that the previously defined objectives are met;
- overseeing the gradual and increasing implementation of the corporate social responsibility policy, and assessing the Group's contribution to sustainable development;
- in conjunction with the Audit & Risks Committee, gaining an understanding of the risks and issues involved in corporate social responsibility, and obtaining information about the resources the Group can call on to pursue its strategy in this area.

CARBON NEUTRALITY PLAN: 2030 OBJECTIVES

SCOPES 1 AND 2

-75% by 2030(1)
(1.1 MtCO_2eq. in 2019)

SCOPE 3

UPSTREAM

-15% by 2030(1)
(9.5 MtCO_2eq. in 2019)

DOWNSTREAM

-50% by 2030(1)(2)
(39 MtCO_2eq. in 2019)

By 2050, Valeo commits to achieving:

- carbon neutrality across all of its operating activities and its supply chain worldwide (Scopes 1 & 2 and upstream Scope 3);
- 100% carbon neutrality in Europe (Scopes 1, 2 and 3, including the end use of its products).

Carbon Neutrality Plan

Valeo, a signatory of the "Business Ambition for 1.5°C" campaign, has committed to achieving carbon neutrality by 2050.

On February 4, 2021, Valeo announced its Carbon Neutrality Plan for 2050, covering its entire value chain, including emissions from its suppliers, its own operating activities and the end use of its products (Scope 1, 2 and 3 emissions). The aim is to reduce the Group's carbon footprint across its entire value chain from 49.6 million metric tons of CO_2 emissions in 2019 to 27.9 million metric tons in 2030, representing a reduction of close to 45% in its greenhouse gas emissions by 2030 compared with 2019.

Progress on this plan will be tracked based on annualized CO_2 emissions reduction objectives: achievement of these objectives will be reviewed by General Management on a quarterly basis. From 2021, these objectives will be used as a criterion for determining the variable compensation of more than 1,500 senior executives.

European Taxonomy

The European Taxonomy and related indicators are presented in Chapter 4 of the 2021 Universal Registration Document, section 4.3.4 "European Taxonomy and other sustainable activity indicators".

Carbon footprint in 2021

46 MtCO_2eq.

-7%
COMPARED TO 2019

Reduction in Valeo's carbon footprint by 2030

21.7 MtCO_2eq.

-45%
COMPARED TO 2019

FOR MORE INFORMATION

SEE Chapter 4 of the 2021 Universal Registration Document, section 4.1.3 "Valeo's Carbon Plan for 2050".

(1) Compared to 2019 (reference year).
(2) NET 2030 objective = SBTi absolute value + additional reduction in CO_2 emissions in the year compared to the 2019 reference year taking into account the emissions avoided thanks to Valeo's electrification technologies.

Innovation

Research and Development are central to Valeo's growth strategy and its identity as a technology company.
With more than 20,000 engineers, a network of around 200 experts in artificial intelligence (valeo.ai) and a global open innovation ecosystem (see alongside), Valeo has demonstrated its ability to adapt to a changing environment.
Through its investments in Research and Development, the Group is helping to make **urban mobility safer and more sustainable** by developing: environmentally responsible solutions that reduce vehicles' greenhouse gas emissions; intuitive solutions that minimize the risk of accidents and improve the driving experience.
This innovation strategy is recognized across the industry.

Valeo is also committed to rolling out a **eco-design strategy** for its products to reduce their carbon impact well beyond the simple use phase. This approach aims to:

- reduce CO_2 emissions;
- increase the recyclability of materials and systems;
- ensure that materials are safe.

The strategy is now an integral part of Valeo's carbon neutrality plan. It is based on internal standards, such as the EcoDesign Checklist, which guide the project teams in their life cycle analyses in the upstream research phase, and is backed up by a requirement for product quality and reliability right from their design phase.
Project teams refer to this checklist in their qualitative and quantitative analysis in respect of electricity consumption, hazardous materials use and component weight to reduce the number of components and the volume of materials that do not benefit the environment or the consumer and increase the recyclability of the systems produced.

AN OPEN INNOVATION ECOSYSTEM

Environmental eco-efficiency

For nearly 30 years, Valeo has demonstrated its commitment to limiting the impact of its activities on the environment. Its commitments have been made official in its Sustainable Development Charter:

- **ensure the compliance of its activities** with applicable laws and international agreements;
- **deploy the** ISO 14001 environmental management system(1) across all sites and the ISO 50001(1) energy management system across eligible sites;
- **improve the environmental performance** of its processes;
- **optimize the transportation of people and goods in order to reduce greenhouse gas emissions;**
- **limit the use** of natural resources and promote the use of renewable resources and energy;
- **eliminate the use** of substances that are hazardous to the environment or health.

FOR MORE INFORMATION

SEE Chapter 4 of the 2021 Universal Registration Document, section 4.3.3 "Risk of non-achievement of Carbon Plan commitments".

Research and Development expenditure	Patents filed	Research and Development employees	Low-carbon energy consumption
€1,510M	1,448	14,730	5.5%
8.7% OF SALES	AROUND 4 PATENTS FILED PER DAY	MORE THAN 3,100 PROJECTS MANAGED	TARGET OF 50% BY 2025 AND 80% BY 2030

(1) See sustainable development glossary page 52.

Employees

Valeo owes its success to the women and men who work for it.
To protect their health and well-being, Valeo is committed to:
guaranteeing employee health and security with a safe work environment free of the risk of accidents. This is the first way to improve the quality of working life of employees and to ensure their involvement in the Group's activities. In light of the Covid-19 pandemic, Valeo's priority is to ensure the health and safety of its employees and their families. After discussions with employee representatives, a mandatory and audited safety protocol was set up at all of the Group's sites to reconcile employee protection and business continuity.
Valeo's goal is to reduce the frequency rate of lost-time accidents (FR1)(1) to less than 1 by 2025. To achieve this objective, Valeo, through its risk management manual, rolls out policies and directives on a range of topics (building and facility safety, employee health and safety, data security and the environment).
Attracting and retaining the best talent. This is a key challenge for Valeo in a competitive environment that is undergoing profound transformation. Valeo's recruitment policy is based on a strong employer brand, which enhances the Group's visibility and its appeal for the talents of tomorrow. Managing relationships with schools and forging strong and special partnerships are a priority for the Group. Similarly, to maintain relationships with its customers worldwide, Valeo pledges to recognize and value its talent through an ambitious compensation, professional development, training and internal mobility policy.
Promoting diversity. In March 2019, Valeo extended the gender equality index, which is mandatory in France, to all of its host countries. It did so on the basis of a slightly different methodology (under which only Managers and Professionals are taken into account), for instance, the index calculates the weighted differences in the proportion of women and men given pay rises or promotions, and the percentage of women among the 10 highest earners. The Group's score improved by 3.7 percentage points in 2021. Valeo has also set the ambitious objective of having 32% women on its different management committees (Operations Committee, as well as among the people reporting to the Operations Committee's members, in the Business Groups, Product Groups and National Directorates of the Group's main operating countries) by 2030.
Promoting and respecting fundamental rights. Valeo believes that employee progress is inseparable from financial performance.
As employee trust is essential to its business and development, Valeo has undertaken to respect fundamental rights, and promotes open communication between employers and unions, as demonstrated by the number of information and negotiation meetings that took place at the Group and country levels in 2021.

BRUNO GUILLEMET
Senior Vice-President, Human Resources

"Like the rest of the automotive industry, Valeo has come up against a series of external events, including the pandemic and the semiconductor crisis. In these unprecedented circumstances, our teams must continuously adapt in order to become even stronger during this in-depth transformation of our operations."

FOR MORE INFORMATION

SEE Chapter 4 of the 2021 Universal Registration Document, "Sustainable Development".

An innovative tool to support transformation

In light of the transformation taking place across the industry, Valeo has decided to deploy a new human resources information system (HRIS) called Workday, which will be operational in 2023.

All employees will have access to this new tool, which aims to facilitate interaction and data sharing between managers and their teams. It will also enable employees to take control of their information and their careers.

Frequency rate (FR1(1)) of occupational accidents	Sites that implemented at least one action to promote quality of life at work	Percentage of employee shareholders at Valeo	Gender equality index
1.2	**95%**	**50%**	**86.3%**
-0.7 VS 1.9 IN 2020		**STABLE** COMPARED TO 2020	**+3.7 PTS** AVERAGE GENDER EQUALITY INDEX(2) UP ALMOST 4 PTS VS 2020

(1) Number of lost-time accidents x 1,000,000/number of hours worked during the year. This indicator takes into account category 1 and 3 accidents.
(2) This index is based on the evaluation of five criteria: criterion 1 – difference in compensation between men and women; criterion 2 – difference in individual pay rises between men and women; criterion 3 – difference in the percentage of men and women promoted; criterion 4 – percentage of women employees receiving a pay rise after returning from maternity leave; criterion 5 – percentage of women among the top ten highest paid employees. The index takes into account Managers and Professionals only.

Commitment to corporate citizenship

Valeo's social policy is structured around three main challenges:

- **Policies to combat fraud and anti-competitive practices** (see section "Strict adherence to ethics and compliance principles", page 20).
- **Sustainable development requirements with regard to suppliers**
  - As a tier-one automotive supplier, Valeo is at the heart of the automotive industry supply chain. Broad change in supplier chains, the emergence of new forms of indirect subcontracting and the desire to control risks of disruption in the supply chain by taking into account a wider range of risk factors have prompted Valeo to formalize over recent years a demanding policy in terms of sustainable development with regard to its suppliers. Valeo has begun implementing a policy to monitor its suppliers in the following key areas: governance, human rights, the environment, health and safety and supplier relations.
  - Sustainable development is an integral part of Valeo's decision to enter into business relationships with suppliers.
  - Suppliers must meet Valeo's ethics, integrity and sustainable development requirements included in the Valeo Business Partner Code of Conduct.
  - Suppliers are selected based on economic, financial risk, logistics, corporate governance, environmental and social factors (respect for fundamental rights, environmental protection, employee health and safety, and quality). Questions on non-financial criteria represent over 90% of all the mandatory items in the supplier qualification questionnaire, sustainable development criteria are given a weighting of almost 20% in the supplier's final score, and any failure to meet these criteria automatically disqualifies them from Valeo's supplier panel.

Valeo continued its program of in-depth sustainable development supplier assessments, based on its annual self-assessment questionnaire of sustainable development choices, with a representative sample of suppliers covering 82% of the Group's production purchases in 2021. This annual self-assessment is rounded out by a campaign of audits of suppliers' sustainable development practices.

- **A commitment to ecosystems and local populations**
  Valeo's sites contribute to the economic and social fabric of the regions where the Group operates. Its sites have multiple impacts. They are consumers, employers, local economic agents, and participate in the creation and attraction of new businesses through transfers of competences. Valeo has a policy of encouraging its sites to take responsibility and to support local initiatives around the world. To achieve this, the Group has set the following two guidelines:
  - commit to building local ecosystems conducive to local development and reinforcing the local economic fabric, through partnerships with local education and training bodies, and involvement in the organization and operation of local research ecosystems;
  - promote plants' initiatives in favor of and alongside local populations;

  - as part of the Plant's Initiatives programs, the themes of which are chosen by employees, joint events were held by certain plants in the area of:
    - road safety,
    - respect for biodiversity, with cleaning operations.

For two years, Valeo has encouraged the Group's sites to establish academic partnerships at all levels.
In 2021, 80% of sites established partnerships with local universities and engineering schools, and nearly 47% with primary and secondary schools.

Fight against corruption: percentage of new employees who have taken and validated the Anti-Bribery Compliance Induction Program module

95%

Share of production purchases for which the suppliers' sustainable development practices were assessed during the year

82% — **+2 pts** vs 2020

Sites that have established partnerships with local universities and engineering schools

80% — **+3 pts** vs 2020

FOR MORE INFORMATION

SEE Chapter 4 of the 2021 Universal Registration Document, "Sustainable Development".

VALEO AND ITS STAKEHOLDERS

Valeo has relationships with the different stakeholder groups throughout the process, from design, to production and product sales.

Research and Development partners

Over the past few years, Valeo has established cooperative and industry-oriented Research and Development to organize exchanges of competences, techniques and know-how. The Group pursues a proactive strategy with regard to start-ups, through various channels, from simple cooperation to investments and acquisitions. This strategy is backed by Valeo's presence in the leading global innovation ecosystems and interests in venture capital funds.

Employees

Valeo is careful about maintaining ongoing dialog with its employees and with representatives from the various trade unions and other professional associations. In 2021, 72% of Valeo plants had formal bodies representing employees and unions. In 2021, 87% of the Group's registered headcount worked in accordance with the working organization and salary condition rules provided for in collective bargaining agreements.

Partners and suppliers

Together with its suppliers, the Group cooperates and co-constructs solutions in compliance with competition law and respect for fundamental rights. Since 2013, Valeo has regularly surveyed its suppliers to gain a better understanding of their sustainable development approach, based on economic (plant optimization), environmental (certification) and labor-related (labor law) criteria.

Institutions

Placing great importance on its involvement in different consultation bodies in the automotive industry, Valeo actively participates in French, European and international working groups.

Financial community and individual shareholders

The Group's Investor Relations Department closely and consistently interacts with the financial community. The department places great importance on holding meetings throughout the year with shareholders, investors and financial and non-financial analysts, whether at the Group's headquarters, at roadshows held in major global centers (Europe, North America and Asia) or during conferences.
In all, the Investor Relations team met more than 1,500 institutional investors and analysts at these events during 2021, with the Group's Management present at a large number of these meetings.

Regions

Valeo's sites contribute to the economic and social fabric of the regions where the Group operates. Its sites have multiple impacts: they are consumers, employers, spending centers, local economic agents, and actors in the development of human capital, and contribute to creating and enhancing the appeal of businesses through transfers of expertise.

Credit and non-financial rating agencies

The financial and non-financial ratings assigned by numerous agencies reflect Valeo's transparent, rigorous and relevant communications. Moody's rating confirms Valeo's investment grade status[1]. The Group's non-financial performance is acknowledged by ESG rating agencies[2].

Automaker customers and distributors

Valeo undertakes to its customers to design, develop, manufacture and market innovative products and systems for sustainable mobility. Customers worldwide continued to recognize the high standard of the Group's performance, earning Valeo 56 quality awards in 2021.

(1) See Chapter 5 of the 2021 Universal Registration Document, section 5.4.6, Note 9.1.2.1, paragraph "Group credit ratings" page 384.
(2) See section "Sustainable development, embedded in Valeo's DNA", page 41.

VALUE CREATION SHARED

SALES

Automotive production	+ = −
OEM sales outperformance	+
Resilience of aftermarket business	+
Group structure and FX	+ = −

PURCHASING AND OTHER COSTS(1)

Operational efficiency	+
Raw materials	+ = −
Electronic components	+ = −
Energy and logistics costs	+ = −
FX rate	+ = −

May contribute + positively to; = to maintaining; − to the erosion of value creation

A BUSINESS MODEL CENTERED ON ESG

ENVIRONMENT

- **€23m** in environmental investments
- **€17m** in operating expenses related to the environment
- **88%** of waste recovered
- **80%** low-carbon energy in 2025 (vs 5.5% in 2021)

HUMAN RESOURCES

- **Employees**: **103,300** employees; **138** nationalities; **72%** of sites covered by employee representative bodies
- **Diversity**: **32%** women; **86.3%** gender equality index; **82%** of sites run by local directors
- **Safety**: accident frequency rate (FR1[8]) of **1.2** (vs 1.9 in 2020)
- **Training**: **21.3 hours** of training per employee; **94%** of employees trained

GOVERNANCE

- Separation of the roles of Chairman of the Board of Directors and Chief Executive Officer since January 2022
- **50%** of the Board's members are women[6]
- **83%** of directors are independent[7]
- ESG criteria included in calculation of variable compensation and performance shares

SOCIAL

- **82%:** share of purchases for which suppliers' ESG performance is assessed
- **2,166** suppliers representing **95%** of purchases
- Business Partner Code of Conduct

-45% **reduction in CO_2 emissions**

-15% **reduction in upstream Scope 3 CO_2 emissions by 2030** (vs 2019)

-75% **reduction in CO_2 emissions by 2030** (vs 2019)

NB: Figures relate to the year ended December 31, 2021. The main indicators are defined in the sustainable development glossary, page 52.
(1) Net income for the year excluding share in net earnings of equity-accounted companies, personnel expenses and employee benefits, depreciation of property, plant and equipment and amortization of intangible assets, income taxes and levies included in operating items, and cost of net debt.
(2) Personnel expenses and benefits (of which pension costs and restructuring costs).
(3) 2021 retained earnings plus depreciation of property, plant and equipment and amortization of intangible assets.
(4) Income taxes and levies included in operating items.

VALUE GENERATED BY VALEO IN 2021

Employees[2] As a % of value generated	**Investment in the Group's future growth**[3] As a % of value generated	**States**[4] As a % of value generated	**Lenders**[5] As a % of value generated	**Shareholders**[5] As a % of value generated
65%	**29%**	**4%**	**1%**	**1%**

FOR SAFER, MORE ELECTRIFIED MOBILITY

INNOVATION

- **35,400 patents,** of which 1,448 filed in 2021
- **45%** of order intake for innovative products
- **14,730** R&D employees working in 64 centers worldwide

HIGH-PERFORMANCE PLANTS

- **184 plants** in 31 countries
- Customer return rate of **3.7 parts per million** products delivered

The 5 axes for customer satisfaction

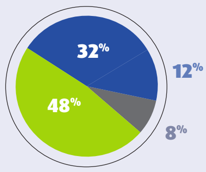
PRODUCT PORTFOLIO

GROWTH DRIVERS

Acceleration of electrification	**PTS** (Powertrain systems) **THS** (Thermal Systems)
Acceleration of ADAS	**CDA** (Comfort & Driving Assistance Systems)
Reinvention of the interior experience	**CDA** (Comfort & Driving Assistance Systems)
Lighting everywhere	**VIS** (Visibility Systems)

EXPOSURE OF VALEO'S SALES TO CLEANER AND SAFER MOBILITY

- Cleaner
- Safer
- Cleaner and safer
- Other



(Scopes 1+2)

-50%(9)

Reduction in downstream Scope 3 CO_2 emissions by 2030 (vs 2019) **thanks to the electrification of our portfolio**

(5) Shareholders and bondholders: dividend proposed to the Shareholders' Meeting in respect of 2021 and cost of net debt.
(6) Excluding directors representing employees, in accordance with Article L. 225-27-1, II of the French Commercial Code.
(7) Excluding directors representing employees, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.
(8) Number of lost-time accidents x 1,000,000/number of hours worked during the year. This indicator takes into account category 1 and 3 accidents.
(9) NET 2030 objective = SBTi absolute value + additional reduction in CO_2 emissions in the year compared to the 2019 reference year taking into account the emissions avoided thanks to Valeo's electrification technologies.

FINANCIAL GLOSSARY

EBITDA	Corresponds to (i) operating margin before depreciation, amortization and impairment losses (included in the operating margin) and the impact of government subsidies and grants on non-current assets, and (ii) net dividends from equity-accounted companies.
FREE CASH FLOW	Corresponds to net cash from operating activities (excluding changes in non-recurring sales of receivables and net payments for the principal portion of lease liabilities) after taking into account acquisitions and disposals of property, plant and equipment and intangible assets.
GROSS MARGIN	Corresponds to sales less cost of sales.
LIKE FOR LIKE (OR LFL)	The currency impact is calculated by multiplying sales for the current period by the exchange rate for the previous period. The Group structure impact is calculated by (i) eliminating, for the current period, sales of companies acquired during the period, and (ii) adding to the previous period full-year sales of companies acquired in the previous period, and (iii) eliminating, for the current period and for the comparable period, sales of companies sold during the current or comparable period.
NET CASH FLOW	Free cash flow less (i) cash flows in respect of investing activities, relating to acquisitions and disposals of investments and to changes in certain items shown in non-current financial assets, (ii) cash flows in respect of financing activities relating to dividends paid, treasury share purchases and sales, interest paid and received, and acquisitions of equity interests without a change in control, and (iii) changes in non-recurring sales of receivables.
NET DEBT	Comprises all long-term debt, liabilities associated with put options granted to holders of non-controlling interests, short-term debt and bank overdrafts, less loans and other long-term financial assets, cash and cash equivalents and the fair value of derivative instruments hedging the foreign currency and interest rate risks associated with these items.
OPERATING MARGIN INCLUDING SHARE IN NET EARNINGS OF JOINT VENTURES AND EQUITY-ACCOUNTED COMPANIES	Corresponds to operating income before other income and expenses.
PURCHASE PRICE ALLOCATION	As part of the accounting for business combinations and on first-time consolidation, purchase price allocation consists in measuring at fair value the assets acquired and liabilities assumed from the acquired subsidiary, joint venture or investment and recognizing them in the statement of financial position for these amounts. The allocation may result in the recognition of certain assets and liabilities that were not previously recognized. The acquirer may also recognize identifiable intangible assets acquired such as trademarks, patents or customer relationships. Accordingly, the newly consolidated company's net equity is remeasured. The difference between the price paid by the parent company for the shares in the acquiree and the parent company's share in the acquiree's remeasured net equity is called "goodwill". Goodwill is recognized within intangible assets in the statement of financial position.
ROA	ROA, or return on assets, corresponds to operating income divided by capital employed (including investments in equity-accounted companies) including goodwill.
ROCE	ROCE, or return on capital employed, corresponds to operating margin (including share in net earnings of equity-accounted companies) divided by capital employed (including investments in equity-accounted companies) excluding goodwill.
TSR	Total shareholder return measures share profitability, taking into account, over a given period, the dividends received by the shareholder and the unrealized gains and losses on fluctuations in the share price.
VALEO ORDER INTAKE	Corresponds to business awarded by automakers during the period to Valeo, and to joint ventures and associates based on Valeo's share in net equity (except Valeo Siemens eAutomotive, for which 100% of orders are taken into account), less any cancellations, based on Valeo's best reasonable estimates in terms of volumes, selling prices and project lifespans. Unaudited indicator.

SUSTAINABLE DEVELOPMENT GLOSSARY

CDP	Carbon Disclosure Project: an independent, non-profit organization working to drive greenhouse gas emissions reductions for companies and cities by collecting, environmental data and analyzing their carbon emissions policy. www.cdproject.net
GHG	Greenhouse gas: gases which absorb infrared rays emitted by the Earth's surface, contributing to the greenhouse effect.
ISO 14001	International standard on environmental management systems.
ISO 50001	International standard on energy management systems.
OHSAS 18001	International standard on occupational health and safety management systems.
OPEN INNOVATION	Open Innovation is a concept that involves promoting innovation by deriving the maximum possible benefit from the ecosystem surrounding the company, primarily through collaboration between various players (governmental organizations, private companies, academic and research companies, innovative start-ups, etc.).
SAE INTERNATIONAL	Society of Automotive Engineers International: a US-based association. Similarly to the VDA, this organization has defined six levels of driving automation, from 0 (no automation, the driver must control everything) to 5 (full automation, no driver input required). Levels 3 and 4 correspond respectively to "conditional automation" and "high automation".
SCOPES 1, 2 AND 3	**Scope 1** covers CO_2 emissions directly emitted by the Group's activities (including combustion emissions from stationary sources on sites, emissions from fuel combustion by Group vehicles, direct emissions from non-energy processes such as the incineration of VOCs, and direct fugitive emissions relating to refrigerant leaks. **Scope 2** covers CO_2 emissions linked to the consumption of electricity, steam, compressed air and other energy sources. **Scope 3** covers other CO_2 emissions related to purchases of products used in industrial processes, and the transportation of goods and people, as well as indirect CO_2 emissions related to the use of Valeo products.

PRESENTATION OF VALEO

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

1.1 History and development of the Group

1923 – 1990: the Group's beginnings

The Group's story began in 1923, with the incorporation of Société Anonyme Française du Ferodo. The company started by distributing, then manufacturing, brake linings under license from the British company Ferodo Ltd. In 1932, the year it was first listed on the Paris Stock Exchange, it began manufacturing clutches.

The period that followed was a time of industrial expansion, diversification into thermal systems and electrical equipment, and international development in Europe (Spain, Italy, Germany, United Kingdom, Turkey), South America (Brazil), North America (United States and Mexico), Asia (South Korea) and North Africa (Tunisia).

In 1980, the Company adopted the name Valeo, a Latin word meaning "I am well", with a view to uniting the various brands under a single name.

1990 – 2009: a new company culture and new international horizons

In the 1990s, the Company deployed "5 Axes", its new company culture, and its forward-looking strategy based on a sustained innovation effort with the opening of new research centers in France specialized in electronics, lighting systems and clutches. Valeo also launched operations in Asia (China, India and Japan) and Eastern Europe (Czech Republic, Poland, Hungary and Romania).

The 1998 acquisition of the Electrical Systems activity of ITT Industries, with its production plants in Germany, the United States and Mexico and its expertise in electronics and sensors (parking assistance systems), marked the beginning of the shift toward technology-driven solutions in the 2000s.

In 2001, the Company launched a new innovation program focusing on driver assistance features, powertrain system efficiency and enhanced comfort. This program is supported through a number of technology partnerships and acquisitions, such as that of Connaught Electronics Ltd. (onboard cameras).

Since 2009: an increasingly innovative, high-growth tech company

In 2009, a new strategy was implemented around two main drivers: innovation, with technologies focused on CO_2 emissions reduction and autonomous driving, and geographic expansion in Asia and developing countries. It involved putting in place a new organizational structure, to improve profitability and efficiency, incorporating four new Business Groups (Comfort & Driving Assistance Systems, Powertrain Systems, Thermal Systems and Visibility Systems) and Valeo Service.

Since then, Valeo's position as a leading technology company has gone from strength to strength, with accelerating sales growth and innovation-driven order intake.

Valeo's innovation strategy is underpinned by:

ACQUISITIONS AND JOINT VENTURES:

- **Niles** (2011) – interior controls;
- **PT Valeo AC Indonesia** (2012) – air conditioning systems – acquisition of the minority shareholder's stake (51%);
- **Detroit Thermal Systems** (2012) – thermal systems joint venture between Valeo and V. Johnson Enterprises;
- **The VTES (Variable Torque Enhancement System) business of CPT** (2012) – electric superchargers;
- **Tianjin Valeo Xinjue** (2013) – cooling systems joint venture;
- **Eltek Electric Vehicles** (2013) – onboard chargers for hybrid and electric vehicles;
- **Valeo Sylvania** (2014) – lighting systems: acquisition of the interest of Osram GmbH;
- **peiker** (2016) – onboard telematics and connectivity;
- **Spheros** (2016) – air conditioning systems for buses;
- **Valeo Siemens eAutomotive GmbH** (2016) – high-voltage powertrain systems (above 60V): joint venture, with integration of Valeo Siemens eAutomotive into Valeo's Powertrain Systems business after July 1, 2022;
- **Smexx Gmbh** (2016) – cloud-based vehicle access management software and equipment;
- **Ichikoh** (2017) – lighting systems: takeover;
- **gestigon** (2017) – cabin 3D image processing software;
- **FTE automotive** (2017) – hydraulic actuators;
- **Valeo-Kapec** (2017) – torque converters;
- **Precico** (2017) – plastic components, printed circuit board assemblies;
- **Kuantic** (2017) – development of onboard telematics;
- **Transfrig** (2018) – mobile cooling systems;
- **Asaphus** (2019) – driving assistance software (including facial recognition). In December 2021, Valeo held a 60% stake.

INVESTMENTS IN TECHNOLOGY START-UPS:

- **Aledia** (2015) – development of 3D LED technology;
- **Navya** (2016) – development of innovative and intelligent mobility solutions.

INVESTMENTS IN VENTURE CAPITAL FUNDS:

- **Cathay Innovation** (2015) – innovative companies, mainly French, American and Chinese;
- **Trucks Venture** (2016) – emerging transportation-sector companies, mainly American;
- **Iris Capital** (2017) – innovative French and German companies;
- **Maniv Mobility** (2017) – emerging transportation-sector companies, mainly Israel;
- **Cathay CarTech** (2017) – innovative Chinese automotive-sector companies.

RESEARCH AND TECHNOLOGY PARTNERSHIPS WITH:

- **Safran** (aerospace, defense, security) (2013) – driving assistance and autonomous vehicles;
- **Mobileye** (2015) – microprocessors, computer vision algorithms and laser scanner technology;
- **NTT Docomo** (2018) – development of new mobility services for connected cars;
- **Baidu** (2018) – strategic partnership with Apollo, the open autonomous driving platform;
- **Meituan** (2019) – strategic cooperation agreement in last-mile autonomous delivery services;
- **Renault Group** (2022) – Renault Group, Valeo and Valeo Siemens eAutomotive join forces to develop and manufacture the new-generation automotive electric motor in France;
- **Motherson** (2022) – Motherson and Valeo sign a partnership to create the automotive interior of the future.

1.2 Overview

1.2.1 Company profile

Valeo is an automotive supplier that partners with all automakers worldwide. As a technology company, Valeo proposes innovative products and systems that contribute to the reduction of CO_2 emissions and to the development of more autonomous driving.

In 2021, the Group generated sales of 17.3 billion euros and invested 8.7% of its original equipment sales in Research and Development. At December 31, 2021, Valeo had 184 plants, 21 research centers, 43 development centers and 16 distribution platforms, and employed 103,300 people in 31 countries worldwide. Valeo is listed on the Paris Stock Exchange.

1.2.2 Legal structure

The Group's legal structure is based on three main holding companies interposed between the parent company, Valeo, and its operating subsidiaries:

- Valeo Finance, which holds shares in French companies and manages R&D projects;
- Valeo Bayen, which holds shares in non-French companies;
- VIHBV, registered in the Netherlands, which previously performed the function of investing in non-French companies, and which retains certain investments.

At an intermediate level, in some countries, investments can be held directly or indirectly by one or more companies, which play the role of holding company to form a local sub-group. This structure permits the centralization and optimization of the financial management of the sub-group and, where legally possible, the creation of a tax group.

Valeo has also formed jointly owned companies with industrial or technological partners in order to break into new markets, consolidate its systems offering for customers and develop new product offerings.

1.2.3 Valeo's tax policy

Valeo's tax policy is aligned with the Group's strategy to create value for its shareholders, customers, employees and local communities whilst maintaining its reputation and complying with laws and regulations applicable in the countries in which it carries out and is growing its business activities.

The tax policy adopted by Valeo and its subsidiaries reflects the Group's ethical rules and responsible approach to taxation. It is based on the following three principles:

Giving priority to operations

Valeo's tax policy is based on accepting all the tax consequences that arise as a result of the Group's operations. Accordingly, Valeo does not use tax optimization strategies if such strategies do not meet its operating requirements. An efficient tax structure is implemented provided it is in accordance with the law, supports a genuine business activity and is not artificial. Consequently, the Group has not set up any entity within a particular territory for the sole purpose of benefiting from favorable tax arrangements.

The same principle underpins the Group's transfer pricing policy, which takes into account the operating environment in which transactions are carried out, the location of intangible assets (know-how, Research and Development, patents, etc.), relevant functions and economic circumstances.

The Group's tax policy complies with the principles defined by the OECD (Organisation for Economic Co-operation and Development) with respect to declaring income where the value is actually created.

Applying tax regulations fairly

The Group adheres strictly to tax regulations and ensures that it complies with local tax laws, and international treaties and guidelines. While all of these regulations must be complied with, the Group should not overpay tax as a result.

The Group takes a proactive but fair approach in its tax management and, if necessary, seeks the advice of external consultants, particularly when legislation is open to interpretation.

Developing strong professional relationships with the tax authorities and carrying out operations in full transparency are vital to ensuring the fair application of tax regulations.

In the event of a dispute, if it is legally possible to do so and does not result in the Group's tax liability being unfairly increased, Valeo favors reaching a compromise with the tax authorities as this minimizes the uncertain consequences of litigation.

Ensuring tax costs are correctly calculated

The Group seeks to ensure that tax costs are correctly calculated by using reliable data, documenting tax positions, training local teams, drawing on the advice of external consultants and cooperating with local tax authorities in full transparency.

Valeo ensures that the tax liability recorded in its financial statements has been correctly estimated. To do this, a reporting process has been put in place to provide the Group with the information required to evaluate the tax situation and costs of its subsidiaries.

Regular training is provided to ensure that the Group's tax policy is correctly implemented by those concerned.

1.3 Operational organization

The Group's operational structure is based on four Business Groups, Valeo Service and 12 National Directorates.

The **Business Groups** (Comfort & Driving Assistance Systems, Powertrain Systems, Thermal Systems, Visibility Systems) operate under the responsibility of the Chief Executive Officer and are responsible for the business growth and operating performance of the Product Groups and Product Lines they manage, across the globe. They propose technology roadmaps to the Group's General Management. They coordinate between Product Groups and Product Lines, with support from the National Directorates, in particular concerning the pooling of resources, the allocation of Research and Development efforts and the optimization of production resources at the plants.

Each of the Business Groups is structured to reinforce cooperation and stimulate business growth worldwide. The **Product Groups and Product Lines** manage their activities and can draw on all the development, production and marketing resources needed to fulfill their objectives. The Regional Operations manage the operations of a Business Group in a given region.

Valeo Service operates under the responsibility of the Chief Executive Officer. Alongside the Business Groups and Product Groups, it supplies original equipment spares to automaker networks and replacement parts to the independent aftermarket.

The **National Directorates** are tasked with ensuring the Group's growth in their respective countries and act as the interface with local customers. They also manage all the services that support operational activities in the country (see section 1.5.2 of this chapter, "Sales and Business Development", page 78).

Operational principles and rules, with an appropriate delegation of authority, have been established at all levels, with a precise definition of areas and decision-making thresholds.

It defines internal standards and policies and ensures their implementation, with the support of the functional networks. It allocates resources between the Business Groups, and monitors the consistency of sales and industrial policies.

1.3.1 Comfort & Driving Assistance Systems

KEY FIGURES IN 2021

€3.4bn[1]
SALES
20%
of Group sales

2 pt[2]
OUTPERFORMANCE FOR ORIGINAL EQUIPMENT
on a like-for-like basis[3]

€587m
EBITDA
17.2%
of the Business Group's sales

20,800
EMPLOYEES

28 plants

7 research centers
&
10 development centers

(1) Excluding the Top Column Module (TCM) business.
(2) Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
(3) See financial glossary, page 52.

2021 HIGHLIGHTS

First-generation steering wheel hands-on/off detection system

Launch of the first generation of hands-on detection, using a unique system of basic sensors and advanced electronics.

New-generation ultrasonic systems

Launch of a new generation of ultrasonic systems for near-field perception by Artificial Intelligence (AI).

New-generation high resolution 360° camera system

Launch of the next-generation high-resolution 360° camera system using artificial intelligence algorithms to identify and classify objects around the vehicle.

Description of the Business Group

Drivers now want their car to form an integral part of their digital lives. At the same time, the regulatory environment demands ever safer vehicles, with automated driving now a reality thanks to increasingly affordable technology. The Comfort & Driving Assistance Systems Business Group focuses on intuitive controls, connectivity and automated driving solutions, making mobility safer and more comfortable for all.

Comfort & Driving Assistance Systems has three Product Groups:

- Driving Assistance;
- Connected Cars;
- Intuitive Controls.

Driving Assistance

In 2021, Valeo presented a new generation of its near-field ultrasonic perception system, using an entirely new data interface. This sends the system software compressed raw signals from the sensors instead of just a few pre-filtered data points. It sets a new standard for ultrasonic systems, opening up new opportunities for data analysis methods using artificial intelligence algorithms, for previously impossible object detection and classification, and for software validation.

Valeo designs, develops, approves and produces full, upgradeable systems for active safety, driving assistance and vehicle automation. With its worldwide network of engineers and production facilities, Valeo offers perception functions and solutions to automakers across the globe.

- High-performance technological platforms enable Valeo to diversify its customer portfolio. The development of automated and autonomous driving involves a series of successive steps, and the widespread take-up of automation features is already well under way. The starting point for this revolution is perception of the environment, which enables vehicles to detect and comprehend their surroundings.

With 30 years' expertise in this field, Valeo offers a wide range of driving assistance solutions:

- active safety systems such as emergency braking, lane departure warning and blind spot detection;
- parking assistance and automated parking (Valeo 360Vue® and Valeo Park4U® ranges);
- autonomous driving solutions for private vehicles, along with "driverless" mobility solutions. These solutions cover the market for advanced driving assistance systems (ADAS) (up to level 3 in the SAE classification) and automated driving (from level 3 to level 5) in various operational design fields.

Valeo offers the automotive industry's widest range of perception technology in series production, including ultrasonic and infrared sensors, cameras, radars, and LiDAR (Light Detection and Ranging) systems. The data from the sensors is processed in real time by artificial intelligence systems (calculation algorithms and software), enabling the vehicle to operate safely in its environment.

Valeo's SCALA® laser scanner is the only automotive-grade 3D LiDAR device in mass production today. The Honda Legend in Japan and the Mercedes S-Class in Europe are the first vehicles in the world to obtain approval for SAE level 3 automation and both are equipped with SCALA® and a Valeo Data Fusion Controller.

Valeo now offers Mobility Kit, which combines innovation and technological excellence in a full range of high-performance plug-and-play systems, offering developers turnkey solutions that meet the automotive industry's quality standards for future mobility.

Connected Cars

In terms of digital transformation, automakers are becoming more and more ambitious, with a view to generating new sources of revenue from connected services. With regulatory approval for the first vehicles with level 3 automation, cars can now become customizable well-being spaces, making optimum use of the massive data generated by the vehicles.

As the link between the car and the cloud, the telematics box is an essential feature of this digital transformation. The number of vehicles fitted with a telematics box continues to grow, with the first 5G boxes released in 2021. More than 50% of vehicles brought to market in 2021 had a 4G or 5G connection.

Vehicle safety enhancement is a major concern for automakers, and connectivity is an integral part of this endeavor (as illustrated by the latest update to the NCAP testing protocol) since it extends the vehicle's perception capabilities. Warned in advance of potential hazards, drivers can better anticipate the appropriate driving response in accident-prone situations.

In addition to 4G/5G cellular connectivity, V2X enables direct and instantaneous communication between different cars and between cars and road infrastructures, with the primary purpose of making driving safer. China has begun wide-scale deployment of this new technology, and preparations for take-up in the next few years are going ahead in other regions.

Valeo's Connected Cars Product Group is well positioned to support developments in this area. Its product portfolio covers:

- a wide range of 4G and 5G telematics solutions integrating the latest technologies, such as V2X, high accuracy GPS, and new-generation eCall;
- a range of microphones for customization of acoustic zones in the vehicle and active noise cancellation in the vehicle;
- a range of external microphones for detecting emergency vehicle sirens even before the driver perceives them;
- solutions for hands-free access and car-start systems using the key plus the smartphone as a digital key.

Valeo works with the 5G ecosystem on implementing this vision. For example, it was the first automotive supplier to join the 5G Automotive Association (5GAA), to work on rollout of 5G and V2X connected services.

Valeo is involved in major collaborative projects on validating the potential of 5G infrastructures and V2X technologies.

In December 2018, Valeo joined Auto-ISAC, a community working on cybersecurity.

Intuitive Controls

This Product Group is one of the world's leading players in human-machine interfaces and interior environment monitoring for greater safety and comfort. It harnesses in-depth understanding of vehicle architectures and the human factor to develop innovative, high quality interfaces focused on end-user experience. In the last five years, Valeo has filed more than 550 patents on human-machine interfaces and vehicle interior environment monitoring.

Immersive interfaces featuring technologies such as intelligent surfaces, digital control systems, digital instrument panels (with screens from 7 to 42 inches) and gesture recognition open the way to a new experience inside the vehicle.

Valeo is fully aware of the importance of taking care of both drivers and passengers, which is the primary aim of the Valeo Interior Cocoon. Vehicle occupants' health and safety are monitored by cameras like those used in Valeo's Driver Monitoring System (DMS), which detects drowsiness, distraction and facial expressions. Valeo's Interior Monitoring System (IMS), launched in 2021, uses a radar to warn of unattended children in the vehicle. In addition to these safety features, Valeo also offers systems enabling passengers to share their travel experiences, with cameras that take selfies of all occupants.

These systems use Valeo technology, including cameras and sensors with infrared illuminators, radars and artificial intelligence.

Solutions offered by the Intuitive Controls Product Group include:

- interior cameras and proprietary algorithms, which are expected to develop extremely rapidly as increased driver and passenger monitoring becomes necessary to improve safety and comfort, and as users come to expect more in terms of customization;
- driver and passenger (human-machine) interfaces for intuitive, ergonomic operation, from switches to touch screens, and including intelligent surfaces in various materials. These interfaces can control doors and windows, air conditioning systems and multimedia applications;
- an intelligent multi-function steering wheel system that can detect whether the driver's hands are on the wheel, for a safe, intuitive driving experience in vehicles with level 2 automation;

- head-up display systems that show drivers all the information they need without requiring them to take their eyes off the road;
- steering sensors (angle and torque sensors) for electric power steering systems, to reduce fuel consumption and enhance safe driving pleasure.

2021 highlights

Commercial successes

- Thanks to logistics performance that ensured availability of electronic components, there were no production line stoppages in 2021, despite a global crisis that cut car production by nearly nine million units. This proactive procurement management enabled the Group to obtain higher prices from most of its customers amid rising semiconductor costs.
- Record order intake/sales ratio of 1.8: despite the steep drop in global production, Valeo Comfort & Driving Assistance Systems managed to maintain global sales, recording a slight increase of 0.3%, coming out 16% ahead of the market for the Chinese market alone. In ADAS, the order intake/sales ratio reached a record high of more than 2.
- Order intake of 1.4 billion euros for front cameras, with orders from a new Chinese customer, representing a total of 6.4 billion euros since 2017 and putting Valeo in a dominant market position, particularly with its vision-only front camera system, which supports level 2 automation.
- SCALA 2 LiDAR opened up to a new customer on the Asian market, for level 3 automated driving in private vehicles.
- Orders for telematics modules from four new automakers, two of which for 5G, and a fully integrated central communication hub for a premium automotive supplier.
- Market share won in hands-free access and start systems on the North American market.

Shows

In 2021, Valeo took part in the Auto Shanghai (China) and IAA Munich (Germany) trade shows. Valeo demonstrated the level 4 automated driving experience on the streets of Munich with Valeo Drive4U. Under the VDA (*Verband der Automobilindustrie*) initiative on interoperability and cooperative infrastructures, Valeo's Automated Valet Parking (AVP) service was presented in partnership with BMW at IAA Mobility. Valeo's Mobility Kit, comprising sensors, control units and algorithms for autonomous mobility, was demonstrated on various delivery droids and at trade shows around the world.

Market trends and outlook

After the collapse in 2020, automotive production began to recover in 2021, though still slowed by the semiconductor shortage. A return to pre-crisis market levels is expected by 2023: for growing markets such as Asia, household ownership of private cars will continue to rise, while for developed markets, social distancing measures have reinforced preferences for private cars, for those who can afford it. These measures have accentuated the newly emerged role for the car as a full-fledged living space rather than simply a means of transportation. As a space affording protection against urban stress and contamination, a car must be both safe and closely matched to the specific needs of its occupants and the context in which they find themselves.

We can therefore expect cars to become increasingly connected, and equipped with more sensors and more powerful IT platforms, for active safety and progressive automation. Modern car interiors offer an intelligent cocoon of sensors and intuitive interfaces meeting occupants' expectations on safety, comfort and infotainment.

All these factors explain the strong growth of the Valeo CDA market, with the rate of systems equipment strongly offsetting production volume figures.

Beyond the private vehicle market, mobility as a service, provided using fully autonomous vehicles such as driverless taxis and shuttles, is emerging as a new market segment. Fitted with the same sensors as those used for highly automated driving, these droids or delivery machines represent a highly attractive and growing market for the Business Group. Though such vehicles are still at the experimental stage, fleet size as well as the number and difficulty of experimental zones are constantly increasing and will offer a credible opportunity for the Business Group from 2024/2025.

A third market segment is that of fully autonomous goods transportation: as e-commerce booms, last-mile delivery is growing in importance, prompting developments in droids, or delivery robots, using systems similar to those used in personal transportation.

Safer and more automated driving

Automation is driven simultaneously by various factors: safety regulations, standards, independent specifiers such as insurance companies and fleet operators, and, of course, competition for innovation among automakers.

National and regional safety regulations, along with UN general requirements, are driving rapid and widespread take-up of safety functions for protecting car occupants and other road users. Key safety features include active emergency braking, intelligent speed assist, driver monitoring and presence detection systems. Take-up of these features will reach 100% by 2024, as was the case for emergency call systems in Europe and backup cameras in North America in previous years.

In Europe, the new level 3 regulation was validated in 2021, enabling approval for specific level 3 functions: maximum speed of 60 km/h on a freeway road type with single-lane operation. Mercedes-Benz has received approval for its level 3 automated driving technology, now available on the S-Class and EQS, and in Japan, Honda's Legend is the world's first vehicle to offer level 3 operation with traffic jam assist. For both of these vehicles, Valeo's SCALA(TM) LiDAR was critical to achieving level 3 certification. The probable widespread take-up of level 3 vehicles over the next few years works in Valeo's favor, since LiDAR sensors are essential for achieving this degree of autonomy. Valeo remains the market leader with nearly five years of production experience and more than 150,000 automotive-grade LiDAR sensors already in use.

Cars need a range of safety features if they are to achieve a high NCAP (New Car Assessment Program) rating. Although not mandatory, this rating is a strong competitive argument for car models and has led to rapid deployment of safety measures, especially in the protection of children and vulnerable road users. The EuroNCAP roadmap for 2030, to come into force this year, suggests an even stricter rating, since it covers accident prevention through active safety measures such as lane tracking.

The proportion of new cars purchased by a company (rented cars, fleet cars, company cars or cars leased by individuals) is constantly increasing. This results in a total cost of ownership (insurance, maintenance, etc.) that is greater than the vehicle purchase price, thereby accelerating the deployment of security features.

Automation and safety features have replaced speed, torque and acceleration as indicators of innovation. This is clearly illustrated by Volvo's recent 180 km/h cap on top speed. In 2019, level 2 automation was a high-end feature found on less than 10% of the market. The figure will exceed 20% this year and 50% by 2029, with take-up across all major automakers.

Interior experience

User experience is shaped by three independent trends: increasing automation, the role of the car as a living space, and the growing demand for simplicity, purity and durability.

Automation requires driver and cabin monitoring, and recent instances of drifting prove the need for camera-based systems. These will become mandatory from 2024, and with its expertise in cameras and gesture and facial recognition, Valeo CDA is in a strong position to meet demand. As well as advancing safety, these systems can also be used for enhancing vehicle comfort, in features such as adaptive climate control, gesture control and noise cancellation.

With the car set to become a third living space, cabin features will go beyond driving-time comfort in itself: capabilities for game-playing, streaming and video conferencing while stationary or during automated driving will become important differentiation factors on the market, and raise requirements for audio systems, camera resolution, screens, etc. The CDA portfolio is in line with this trend.

As cars become more and more complex, end users are increasingly seeking simplicity and durability. The trend is toward pure, plain surfaces – wood, leather, bamboo or polymer – that can be transformed into interactive surfaces with buttons appearing on the surface at the driver's request and according to the situation. Developments here require skills in fields as diverse as design, integration, electronic control and automotive human-machine interfaces, and this confirms the direction taken by Valeo.

Data and connectivity

The growth in data-driven revenue stems from three factors: more and more connected cars (60% of new cars worldwide today, rising to 80% in five years and nearly 90% by the end of the decade); more and more sensors collecting data; and a steadily growing fleet of shared or company-owned vehicles.

Connectivity enables manufacturers to generate subscription-based revenue from drivers through advanced navigation, infotainment, ADAS and parking features. They can sell over-the-air upgrades and new services throughout the life of the vehicle. Drivers are increasingly willing to purchase such features because they are familiar with this business model in other areas of their connected lives. As well as services addressing end users, connected cars can also generate revenue from mobility data for third parties. Examples include usage-based insurance, vehicle maintenance, data collection by vehicles for the smart city and cars as a market.

The rapid growth of connected cars and services requires investments by automotive suppliers to ensure compliance with cybersecurity and over-the-air protocols. This means automakers and suppliers need to define electrical/electronic (E/E) architecture(1) and create modular, upgradeable vehicle software.

Rollout of domain and zone controllers enables Valeo CDA to address this market.

Digital services

The Covid-19 pandemic and social distancing measures caused a steep decline in shared mobility. Only micro-mobility services, less risky in terms of infection, maintained their position, while being tightly regulated by municipalities who have grown tired of unruly driving and parking situations.

Adapting to the pandemic, mobility platforms shifted their focus from transporting people to delivering food and goods. This shift not only concerned operations with actual drivers, but also capital expenditure and R&D on delivery droids and autonomous trucks. The trend is greatly facilitated by the rise in e-commerce and the fact that goods transportation is easier to manage than passenger transportation. And it is confirmed by Amazon's acquisition of Zoox for deliveries.

At the same time, we have seen relatively little progress on self-driving vehicles for passenger transportation. Fleets of robot cabs operating at a large scale are expected to appear by the end of the decade, with an increasing number of pilot projects launched in China, where conditions are more favorable.

This does not include robot shuttles, which will begin operating at semi-private sites such as university campuses, amusement parks and mega-factories, or on dedicated lanes, and will be funded by the sites where they operate, or by municipalities aiming to reduce congestion.

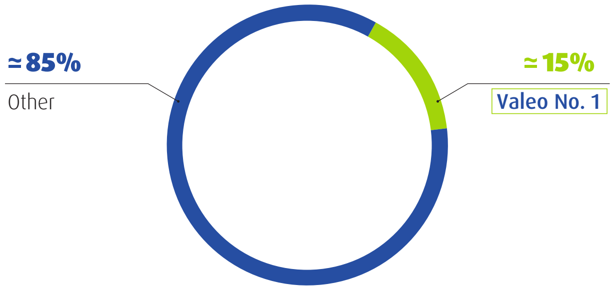
(1) E/E architecture: electrical/electronic architecture.

CO_2 impact

Comfort and driving assistance systems primarily address the Vision Zero international road safety project that unites all automotive industry players on the goal of eliminating road deaths. Our contribution in this area is through the active safety systems, intuitive human-machine interfaces and connectivity solutions developed by our ADAS business.

The additional energy consumption drawn by these technologies has a minor impact on CO_2 emissions (just 0.1 g/km), and this is more than offset by the benefits they bring, since ADAS features such as adaptive cruise control, forward collision warning, traffic sign recognition and, of course, semi-automated highway driving, produce a smoother ride, with less acceleration and braking According to a study by Volvo, even partial automation reduces fuel consumption.

Main competitors on the comfort and driving assistance systems market[1]



Main competitors: Aptiv, Bosch, Continental, Denso, Hella, Magna, ZF

1.3.2 Powertrain Systems

KEY FIGURES IN 2021

€4.7bn
SALES
27%
of Group sales

ORIGINAL EQUIPMENT SALES
on a like-for-like basis[1]
in line with the market[2]

€566m
EBITDA[1]
12.2%
of the Business Group's sales

21,300
EMPLOYEES

5 plants

8 research centers
&
18 development centers

(1) See financial glossary, page 52.
(2) Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.

2021 HIGHLIGHTS

Series production launch for 48V – hybrid applications

Series production launch for a 15 kW 48V engine coupled with a hybridized dual-clutch transmission.

Series production launch for high-voltage – EV applications

Series production launch for the electric powertrain (up to 470 kW peak on four-wheel drive versions) for the flagship vehicle in the electric vehicle range of a premium German automaker.

Awards

AUTOMOTIVE PACE AWARD 2021 for the 48V eAccess system

Second place in the Munich Motor Show Supplier and Digital Systems awards, for the Smart eBike system

Motul Equipment of the Year Award for the smart charging station

(1) In global market share (based on Valeo estimates).

Description of the Business Group

The Valeo Powertrain Systems Business Group is at the heart of the vehicle electrification revolution. It has three Product Groups:

- Powertrain Electrification Systems;
- Transmission Systems;
- Powertrain Actuators and Sensors.

Combining the expertise of the Business Group's three Product Groups, and that of the joint venture created with Siemens in 2016, Valeo and Valeo Siemens eAutomotive manufacture comprehensive, integrated electric powertrain solutions along with a range of products for cleaner thermal engines.

48V low-voltage powertrain systems

Valeo's 48V powertrain system is a hybridization solution for all types of vehicles and a full electrification solution for urban vehicles. It comprises an electric motor, control electronics (inverter) along with software for motor control and communication with the vehicle, and the transmission.

The system, which can be used in hybrid and all-electric applications, has the advantages of being versatile, safer than high-voltage (over 60V) motors, with a less complex architecture requiring less safety equipment, and easier to maintain, as it can be serviced at any workshop.

Some of its components derive from technologies already in series production (48V starter-alternator, derived from alternator technology, for example), which reduces development costs. Valeo's 48V all-electric motors are versatile, meaning they can be used to power not only cars, but also new urban mobility objects (urban electric vehicles, autonomous shuttles, motorcycles and even the three-wheel rickshaw vehicles found on Asian markets).

A key event in 2020 was the first series production launch in Europe of a light electric vehicle fitted with a Valeo 48V powertrain. In 2021, this vehicle exceeded expectations, demonstrating the emergence of a new mobility mode that Valeo pioneers and endeavors to make widely affordable.

In 2021, Valeo continued to develop demonstration vehicles to illustrate the workability of its electrification solutions:

- For 48V hybrids, with a mid-range vehicle fitted with a 25 kW electric powertrain (end-to-end system with motor, inverter and transmission) on the rear axle, giving four-wheel-drive capabilities and improved driving pleasure and safety, especially in difficult conditions (rain, snow).
- Small-vehicle applications:
  - special emphasis was placed on the electrically assisted bicycle fitted with a motor and a dedicated automatic transmission (EFFIGEAR patent),
  - an all-electric scooter, also powered by a 48V system, equivalent in power to a 125cc motorcycle,
  - a chassis fitted with a 48V powertrain system, providing the base for a delivery droid.

High-voltage (over 60V) all-electric powertrain systems

The Valeo Siemens eAutomotive joint venture makes all-electric powertrains for two types of application: all-electric and plug-in hybrid vehicles. Intended for vehicles in all segments, high-voltage electric powertrain systems offer versatile vehicle usage in both urban and freeway driving situations.

Valeo's all-electric offering addresses growing demand from automakers for electric powertrain systems across the range. Valeo Siemens eAutomotive's powertrain systems run at voltages of 60V upwards (up to a power rating of 347 kW, or the equivalent of over 470 hp) and give optimum performance, lower energy consumption and greater comfort.

In addition, plug-in hybrid vehicles powered by Valeo Siemens eAutomotive motors have an electric-power travel range optimized to battery capacity, which brings significant reductions in CO_2 emissions, plus versatile vehicle capabilities.

In 2021, Valeo Siemens eAutomotive made several series-production launches: inverters, onboard battery chargers and end-to-end powertrain systems (motor, inverter and transmission).

Full electric powertrain systems for all vehicle architectures

Valeo builds on nearly a century of extensive experience to take a comprehensive approach to powertrain system design from the outset, covering transmission and integration. Valeo addresses growth in the hybrid and electric vehicle market with solutions adapted to all types of transmission: automatic, semi-automatic, dual-clutch and hybrid.

- Its hybrid and all-electric powertrain systems are designed for integration in all types of vehicle architecture: on the engine shaft, before/after/in the transmission and/or on the rear axle, with an appropriate transmission system if needed.
- Hybrid and plug-in hybrid powertrain systems are optimized as a whole. The electric motor power is adapted to vehicle use and architecture, and the combustion engine is optimized using Valeo solutions (sensors, actuators, electric motor) to ensure optimum operation and compliance with standards on CO_2 emissions (and thereby reductions in fuel consumption) and pollutant emissions (particles, NO_x, etc.).
- For all-electric powertrains, both low-voltage (48V) and high-voltage (over 60V), Valeo and Valeo Siemens eAutomotive offer complete powertrain systems, including the motor and inverter (motor control electronics) and all the other components making up a complete powertrain system, including the transmission, electric oil pump (for lubrication and thermal management), and anti-theft and clutch systems. Battery charging is managed via an onboard charger that interfaces with the power grid. The DCDC converter links the battery to the vehicle's onboard network to power the vehicle's electrical equipment or accessories (car radio, windshield wipers, etc.).

Together, these solutions form the end-to-end powertrain system that Valeo offers its automaker customers today.

2021 highlights

For Valeo, the year 2021 was above all an opportunity to demonstrate its capacity to withstand and adapt to the global health crisis, while continuing to support its customers with offerings of innovative solutions and technology roadmaps.

Low-voltage powertrain systems and clean engine performance

- Sustained front-line position in 48V electric machines, with series production launch for the first 15 kW 48V electric motor coupled with a hybridized dual clutch transmission.
- New prototypes of electrically assisted bicycles with series design of the 48V motor system and dedicated automatic transmission, tested on the CES 2022 track.
- Electric motorcycle equipped with a 48V propulsion system equivalent to a 125cc motorcycle, previewed at the Munich Motor Show in 2021 and at CES in January 2022.
- Delivery droid chassis fitted with a 48V powertrain system, bringing in technologies developed for hybrid applications in series production. This is a concrete example of Valeo's end-to-end powertrain system solution for this type of application, and was previewed at CES in January 2022.
- Stronger lead on the European market for torque converters.
- Launch of actuators for automatic transmissions on the Asian market.
- New contracts awarded for high-added-value sensors meeting the new regulatory requirements applying to Valeo's customers in Europe.

High-voltage (over 60V) all-electric powertrain systems

Production ramp-up for solutions developed by the Valeo Siemens eAutomotive joint venture for electric and plug-in hybrid vehicles, this year including an end-to-end electric powertrain (electric motor, inverter and transmission) for the flagship vehicle in the electric vehicle range of a high-end German automaker.

Full powertrain systems for all vehicle architectures

- Rollout of the Business Group's operations in Europe and Asia, representing an opportunity for Valeo to strengthen its positions on these emerging markets.
- Ongoing development of 48V electrified powertrains addressing shifts in mobility vision and design (electrically-assisted bicycles, scooters, motorcycles, motorized tri- and quadricycles, etc.).
- Sustained support for its main customers on its traditional markets, helping them meet forthcoming regulations and ensure improved control for critical powertrain subsystems.

Market trends and outlook

Growth in the Powertrain Systems Business Group is driven by three sequences of innovation geared toward reducing CO_2 emissions and optimizing vehicle energy efficiency while ensuring unparalleled driving pleasure.

Business in 2021 was nevertheless heavily impacted by the constraints imposed across the world to stem the Covid-19 pandemic, and by raw materials shortages.

Medium-power electrification (48V)

Under mounting pressure to reduce fuel consumption and thereby vehicle CO_2 emissions, automakers are increasingly turning to powertrain electrification solutions. In Europe, the European Commission announced stricter measures to come on reducing CO_2 and pollutant emissions, under the Euro 7 standard. Valeo will be assessing the potential impacts of these on the automotive market and on its products. By 2026, more than 50% of vehicles produced in the world will be electrified, a third of these using medium-power systems. By 2030, two thirds will be electrified. Because medium-power solutions offer a very attractive cost/performance trade-off, market take-up will continue to grow. Valeo is ideally positioned to support and benefit from the transformation, through solutions that meet regulatory requirements and customers' needs.

High-power electrification (>60V)

The growth in the market for electric and plug-in hybrid vehicles accelerated in 2021. Increasingly stringent measures are being brought in to reduce urban pollution, which has become a major global concern. In 2021, 13% of vehicles sold were equipped with high-power electric powertrain systems, and in 2026, a quarter of cars sold will feature such systems. Vehicles with this technology can run in zero emissions mode in urban environments. Innovative solutions from the Valeo Siemens eAutomotive joint venture meet market expectations in this area.

The first all-electric vehicles fitted with Valeo Siemens eAutomotive solutions have been on the road in Europe and Asia since 2016. Many more launches have followed, including a vehicle from a leading German manufacturer in 2021.

Smart engines and transmissions

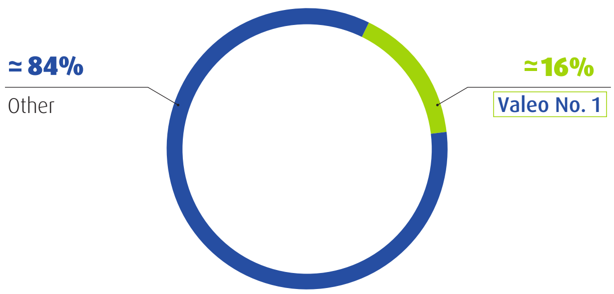
With electric vehicles taking an increasing share of global production, the proportion of vehicles powered by internal combustion engines slipped back to 94% in 2021. Though this trend is accelerating, internal combustion engines are expected to still account for more than 80% of all vehicles manufactured in 2026.

In addition, more and more drivers are beginning to appreciate the comfort and convenience of automatic transmissions, which are expected to account for more than 85% of automotive production by 2026.

Regulations, CO_2 emissions reduction, and vehicle electrification drive ongoing work on optimizing the powertrain and increasing Valeo's added value on electrified vehicles.

Main competitors on the powertrain systems market

On the highly competitive vehicle electrification market, Valeo and Valeo Siemens eAutomotive boast a wide portfolio of innovative solutions addressing automaker and market expectations.



Main competitors: Denso, Bosch, Nidec, Schaeffler, Getrag, BorgWarner, Vitesco, ZF

1.3.3 Thermal Systems

KEY FIGURES IN 2021

€3.9bn
SALES
23%
of Group sales

1 pt(1)
OUTPERFORMANCE FOR ORIGINAL EQUIPMENT
on a like-for-like basis(2)

€428m
EBITDA(2)
10.9%
of the Business Group's sales

22,700
EMPLOYEES

67 plants

3 research centers
&
10 development centers

(1) Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
(2) See financial glossary, page 52.

2021 HIGHLIGHTS

PACE Award Innovation Finalist 2021 for Valeo FlexHeaters

FlexHeaters, cabin surface heating solutions, PACE Award Innovation Finalist 2021 (March 2021)

Innovation Award at CES 2022

Ultraviolet Air Purifier for buses and coaches receives Innovation Award at CES 2022

PACE Award Innovation Finalist for the eSilentFlow

eSilentFlow, front-end cooling module, PACE Award Innovation Finalist (March 2021)

Description of the Business Group

Thermal Systems has five Product Groups:

- Thermal Climate Control;
- Thermal Powertrain and Batteries;
- Thermal Compressor;
- Thermal Front End;
- Thermal Commercial Vehicles.

Strategic objectives

The strategic objectives of the Business Group address the emerging challenges facing the mobility market in two fields:

- provide intelligent management of electrified vehicle thermal systems;
- offer passengers a unique journey experience, through attention to thermal comfort, air quality, health and well-being.

Intelligent management of electric vehicle thermal systems

The decisive shift toward electric mobility is well under way, with automakers offering consumers a wide range of electric or hybrid models, and public transportation turning to electric power. Consumer concerns with regard to electric power remain focused on the challenges of a charge time comparable to filling a fuel tank, and an extended, reliable travel range.

Electric vehicle capabilities on both counts are dependent on optimum thermal management.

Battery thermal management and higher charging power

At present, the average charging time for an electric vehicle is around 40 minutes, at a charging power of about 150 kW. But with the appearance on the market of increasingly powerful vehicles, sights are set on ultra-fast systems capable of charging the battery to 80% in under 15 minutes, which requires a minimum charging power of 350 kW.

Fast charge in summer

As the charging power increases, the battery cells become hotter and damage-prone. To safeguard battery cells under fast charging conditions, battery cooling is an essential function. Cooling requirements have intensified in recent years to cope with the increase in battery size, cell energy density and charging power.

As a leader in this market, the Business Group offers ultra-high-performance battery cooling systems for many all-electric and plug-in hybrid vehicles, along with all types of exchangers, made at facilities across the globe to keep production as close as possible to automaker customer sites:

- Extra-flat, extra-wide plate heat exchangers for prismatic and pouch cells cooled by glycol or refrigerant;
- Corrugated exchangers for cylindrical cells;
- High power chillers with integrated valves and controls.

Rising needs for battery cooling go hand in hand with an increase in the power of the air conditioning system that ensures this cooling. Valeo's full range of optimized components in this field are standard fittings on many leading electric vehicle models:

- High-voltage electric compressors (400V and 800V), with a compression capacity of 34cc, 45cc and above;
- Range of high-performance air and water circuit condensers;
- Acoustically and spatially optimized front-end cooling module with maximum cooling power increased from 10 kW to over 20 kW for ultra-fast charging needs.

Fast charge in winter

Battery cells may need preheating to give optimum performance more quickly; in an ultra-fast charge situation, this becomes a necessity. Preheating is performed by means of **a battery-dedicated high-voltage water-circuit heating component.** This component can also be used for cabin comfort purposes. Valeo has developed a range of high-efficiency solutions from 2 to 9 kW meeting the needs of one or both functions, and is already equipping several electric platforms with this technology.

Battery mechanical protection and thermal insulation

The Business Group is also working on lightweight design and protection for the battery pack, **using thermoplastic composite materials in the top and bottom covers.** As a reinforcement of or in combination with a metal frame, these significantly reduce the housing weight and afford good protection and impact resistance, plus excellent thermal insulation because of the low thermal conductivity of these materials.

In 2020, a composite housing for the hybrid models of a German automaker entered series production.

Maintaining and extending electric vehicle travel range through intelligent thermal management of thermal comfort solutions

Longer travel ranges without compromising thermal comfort

The thermal management challenge with electric vehicles is the balance between travel range and passenger comfort, especially under extreme weather conditions in summer and winter. In summer, the travel range of an electric vehicle can fall by 20% at an ambient temperature of 35°C, because of energy consumption by the air conditioning system. In winter, the electric heating needed for passenger comfort reduces the travel range by more than 40% at an outdoor temperature of -7°C.

Electric air and water heaters

Unlike an internal combustion vehicle, an electric vehicle cannot harness energy losses from the engine, so electric air and water heating solutions are needed.

Valeo AirHeater units are compact, silent high-voltage air heaters that integrate into the air conditioning module to bring highly efficient, multi-zone thermal comfort, with intelligent interfacing. Valeo's heating block technology is unique on the market and brings 15% more conductance than existing products, for improved comfort time. Valeo has been equipping the world's largest electric vehicle platform with this component since 2019.

In 2022, Valeo is also launching its first high-voltage water heater (Valeo HydroHeater). This compact, lightweight component currently equips the global platform of a major Japanese manufacturer. Exploring other more compact and lightweight designs, R&D teams have successfully developed the next generation of the Valeo HydroHeater, extending its power range from 2 to 10 kW and its operating voltage range in line with market needs. This key component is increasingly in demand, for its dual purposes of battery preheating in winter and cabin comfort.

More efficient thermal systems are also needed to maintain the electric vehicle's winter travel range while ensuring passenger comfort. For example, electric heaters consume 6 kW at -7°C, and the resulting drain on the energy stored in the batteries can diminish travel range by up to 40% in winter, if the vehicle does not benefit from the intelligent and efficient heating solutions developed by Valeo: the heat pump and the Valeo FlexHeater surface heater.

Ever-more-efficient heat pumps

The Thermal Systems Business Group is a world leader in air conditioning systems. As well as its expertise in the control of complex heat-pump systems, it also designs and manufactures all the components involved, for example electric compressors, evaporator-condensers, interior condensers and water condensers.

For vehicles fitted with a heat pump, these solutions bring even greater benefits, even at very low temperatures, reclaiming up to 20% in winter-time travel range without compromising on comfort.

Under freeway driving conditions, in stabilized mode, the intelligent heat pump can even recover heat dissipated by the battery and the electric powertrain for use in cabin heating, bringing minimum consumption down to 1 kW as opposed to the 3 kW needed with electric heating alone (at -7°C outdoor temperature and cabin heating set at 21°C).

A complete Valeo heat-pump system including electric compressor and control software has been in series production for the global electric vehicle platform of a European automaker since 2019. In 2021, this customer further entrusted Valeo with one of the largest orders in the market, for an even more efficient thermal system from the Thermal Systems Business Group.

Innovative heated interior surfaces

Combined with the vehicle's air conditioning system, the Business Group has also developed a unique very-low-consumption cabin heating solution: Valeo FlexHeater. This thin, flexible and stretchable system integrates into the vehicle's interior trim. By intelligently distributing energy between air and interior surface heating, Valeo FlexHeater can radically accelerate comfort time or bring up to 50% energy savings with the driver alone in the cabin.

Developed in 2021 in collaboration with European and Japanese interior trim players, this innovation was a finalist in the PACE Pilot Awards 2021 and is already gathering considerable interest among automakers: Valeo has signed a development contract with a leading European automaker for a system including control software, for series production launch in 2028.

This new product reinforces Valeo's role as an interior comfort system architect.

Lightweight electric vehicle structures

Electric vehicle travel range is also a question of aerodynamics and weight. For this reason, the Thermal Systems Business Group uses composite materials for all structural parts such as battery packs, bolsters and shock absorption units, bringing weight reductions of up to 30% compared with aluminum solutions. Together, these solutions bring weight savings of up to 20 kg for an electric vehicle with long travel range (80 kWh battery), which brings the vehicle's electricity consumption down a few percentage points further still (100 kg less in weight means 1.5 kWh less per 100 km, and for an electric SUV the saving is 20 kWh per 100 km).

On an electric vehicle equipped with all of the Business Group's thermal management solutions, electricity consumption will be below 15 kWh/100 km. The Thermal Systems Business Group is already a partner of choice for leading electric vehicle manufacturers, both new entrants to the market and established automakers, and equips the market's leading electric vehicles.

Already present on the world's largest global electric vehicle platform, for a leading German automaker, the Business Group reported additional order intake in 2021, for a carryover design on the same platform, bringing increased profitability in Europe and China. Further expansions in China are also in the pipeline, bringing significant cumulative order intake.

Comfort solutions for hybrid and electric buses

The Business Group's leadership position extends to public as well as private transportation. The Thermal Commercial Vehicles Product Group is a world leader in innovative technologies for thermal management and comfort systems in buses and coaches, addressing the requirements of vehicle electrification. It holds leading positions in each of its markets here, in air conditioning, heating, ventilation and cabin air purification. With its REVO®-E Global product family in particular, the Product Group offers customers worldwide all-electric modular air conditioning solutions for buses of all types and sizes.

Interior intelligence

With the emergence of electric and autonomous cars, life on board the vehicle is being reimagined. Technology watch studies point to a growing trend for consumers to see the car interior as a sort of living room on wheels, enabling them to get away from it all while feeling safely at home, and in touch with the world outside the vehicle.

The Thermal Systems Business Group is intent on providing a healthy and comfortable environment in which passengers feel protected. In synergy with other Valeo Group Business Groups, for several years now the Thermal Systems Business Group has been developing intuitive, easy-to-use solutions and services such as interior lighting and sensors offering a holistic onboard comfort experience, for shared mobility applications (public transportation, taxis, vehicle fleets) as well as private vehicles. The Covid-19 crisis has raised awareness on the importance of health and safety in all mobility situations. During the pandemic, a number of successful products were developed to ensure safer mobility under all circumstances. Many of these solutions bring growth opportunities for the Thermal Systems Business Group's aftermarket operations, and open doors to promising new value areas.

Optimum onboard air quality

Clean air

Air quality is a major concern worldwide. Populations are increasingly concerned about pollution risks, especially from fine particles that can cause cardiovascular disease. For many years now, the Thermal Systems Business Group has been offering solutions that provide both passive passenger protection, such as:

- very high-efficiency filters that block out ultra-fine particles, harmful gases, fungi, mold and certain viral particles from 0.3 µm upwards;
- as well as active protection systems that:
  - detect pollution thanks to sensors capable of detecting and realtime reporting on fine particle concentrations inside and outside the cabin. These robust and reliable sensors will be available on a Japanese automaker's vehicles by 2022,
  - when concentration levels get too high, the sensor automatically activates the air recirculation mode.

Clean air

In a world where we have to learn to live with viruses, health protection has become a major challenge for mobility.

Released in record time in 2020, the Valeo UV Air Purifier for buses and coaches sterilizes the air in public transportation vehicles during journeys, to ensure the safety of passengers on board. Once activated, the system eliminates more than 95% of viruses, including Covid-19, in a single airflow cycle, along with any bacteria or mold present in the cabin air. Valeo's UV Air Purifier has earned ample industry recognition with awards including: Top Innovation 2021 and winner of the International Bus Sustainability Award in Germany, nomination for the Autodata Award in Brazil in the Technology Innovation category, and an Innovation Award at CES 2022 in Las Vegas. It currently equips more than 2,000 vehicles for some 70 vehicle manufacturers and transportation operators around the world.

Pleasant air

This year, the Thermal Systems Business Group is innovating with a device to combat unpleasant odors in the passenger compartment.

This is intended as a retrofit solution, primarily addressing shared mobility contexts such as fleets, taxis, rental vehicles, and even buses, since the solution can be adapted for this application. It is also effective in attenuating the smell of new plastic or leather in newly sold cars, a customer perception issue that has been confirmed on the Chinese market.

The system works by releasing a "neutral" odor (actually a specific perfume) from a cartridge clipped onto the air vents or filter to instantly neutralize perception of the unpleasant odor by inhibiting the passenger's olfactory receptors.

The solution has been tested to confirm the safety of the perfumes and materials used (REACH standard), and it complies with relevant European standards (validated by the IFRA, International Fragrance Association). It provides an effective and inexpensive solution to the most stubborn unpleasant odors. Test campaigns are currently under way in the fleets of a European manufacturer and those of a leading Asian manufacturer in Belgium, with a view to production start-up in spring 2022.

Custom comfort and well-being

Personalized thermal comfort

The Thermal Systems Business Group already leads the field in all products and technologies enabling automakers to offer adaptive climate comfort (rapid temperature changes, and smooth transmission of heat/cold). The next step is to offer fully personalized and localized comfort matched as closely as possible to the actual needs and perceptions of each person.

This is what the **Valeo Smart Cocoon** concept is all about. Using intelligent cabin sensors (developed using the expertise from other Valeo Business Groups) and innovative algorithms, passengers' physiological characteristics and clothing are analyzed to assess their thermal needs and propose an instant "thermal comfort bubble" adapted to each individual. The algorithm minimizes deviations and control errors, and optimizes energy consumption, to rapidly offer ideal thermal comfort.

Peace of mind

The Thermal Systems Business Group is already working on emotional comfort, taking into account the perception of each individual, the state of mind at any given time, and the cabin situation, which has a direct impact on comfort and the way it is perceived.

Again, sensors and artificial intelligence are used to measure and interpret emotions and thereby determine optimum multi-sensory comfort in terms of temperature, acoustics, smell and lighting. The Business Group is fine-tuning its algorithms through studies on vehicle user practices and behaviors, in collaboration with the CHArt (Human and Artificial Cognition) and LUTIN (Laboratory of Uses in Digital Information Technologies) laboratories.

New territory for the Business Group: contactless detection of health conditions

Beyond the automotive sector, the Thermal Systems Business Group has developed a contactless vital-sign detector, drawing upon its studies into human physiology and the range of sensors and interior cameras developed by the Comfort & Driving Assistance Systems Business Group.

This device uses data fusion to establish a diagnosis based on symptoms detected. The first prototype evaluates the likelihood of a person being a Covid-19 carrier. The aim is to achieve 90%-95% sensitivity/specificity for the algorithm, with each new variant. Validation was carried out through the collection of large samples of current medical data at several hospitals and medical laboratories.

Following this initial proof of concept, a further research segment is opening up for the Thermal Systems teams. Healthcare professionals have welcomed the initiative and appreciate the rapid, contactless nature of the solution, and are suggesting other applications involving the measurement of vital signs. These are currently being examined and were presented at the SANTEXPO exhibition last September.

The new module should eventually be able to measure blood pressure (systolic and diastolic) and oximetry (blood oxygen saturation level), again without contact. These two parameters are key items for assessing respiratory diseases, among others.

Teams are currently working on system approval with view to obtaining medical certifications within two years.

With its smart cabin concept, Valeo stands out from other players in covering the whole value chain (sensors and interior cameras, emotion analysis algorithms, expertise in thermal management and innovative actuators, intelligent control of all heating and cooling zones, lighting, etc.). The Visibility Systems, Comfort & Driving Assistance Systems and Thermal Systems Business Groups contribute their respective expertise to technological developments in interior intelligence.

2021 highlights

Technology awards

- FlexHeaters, cabin surface heating solutions, PACE Award Innovation Finalist 2021 (March 2021).
- eSilentFlow, front-end cooling module, PACE Award Innovation Finalist (March 2021).
- UV Air Purifier for buses and coaches:
  - Top Innovation 2021 by VDA Germany,
  - winner of the International Sustainability Award,
  - nominated for the Autodata Award in Brazil in the Technology Innovation category,
  - Innovation Award at CES 2022.

Major contracts

The Thermal Systems Business Group's order intake in 2021 confirms the strong growth in thermal solutions for electrified vehicles, and innovative systems in particular, with figures two and a half times higher than in 2018. Growth was especially marked in Europe and China, owing to renewed confidence of European manufacturers having strong global presence and holding market leadership positions.

- Contract extension, for double the amount, on a new, even more efficient heat pump solution including the new, more powerful 45cc electric compressor and exchangers, from a leading European automaker with operations in Europe, North America and China.
- Additional order on the world's largest electric vehicle platform for a front-line German group, in Europe, including supply of an extra-wide battery water-circuit cooler, a high-voltage electric heating solution, and a complete heat pump system with compressor and a new heating and air conditioning module.
- Sustained sales of electric compressors, with multiple orders from Chinese automakers.
- An early-stage development contract with a leading European automaker with a view to series production in 2027/2028 for the innovative FlexHeater heating system managed intelligently with the air conditioning unit.
- An early-stage development contract with a European automaker on an innovative battery cooling solution.
- An early-stage development contract for optimized management of a hybrid vehicle platform, including a software brick.
- Two new contracts for high-performance battery coolers for a leading US automakers and two major Chinese automakers.
- A major contract for a complete front-end module including a hybrid bolster with plastic overmold for the European platform of a leading European automaker with worldwide presence, scheduled to go into production in November 2022.

Market trends and outlook

Electrification

Individual mobility solutions have diversified considerably in recent years. However, the light motor vehicle remains attractive for private and commercial use, as do buses for public transportation.

In light vehicles, Valeo anticipates average annual volume growth of around 3% from 2021 to 2030. At the same time, the addressable market for Valeo's Thermal Systems Business Group, at its current scope, will see average annual growth of 6.8%. The main factor behind this outperformance is the massive electrification of vehicles, whether hybrid or all-electric. All-electric vehicles alone already account for nearly 6% of the world market in 2021 and the figure will reach nearly 30% by 2030.

The technology roadmaps of all automakers accommodate the need for an optimized thermal management system for energy performance and passenger comfort in electric vehicles. We estimate that the average content of equipment needed for good thermal management on an all-electric vehicle will be almost three times higher than that on a combustion-engine vehicle.

The automotive thermal systems market thus appears highly dynamic and promising, and this attracts many players.

Main competitors on the thermal systems market

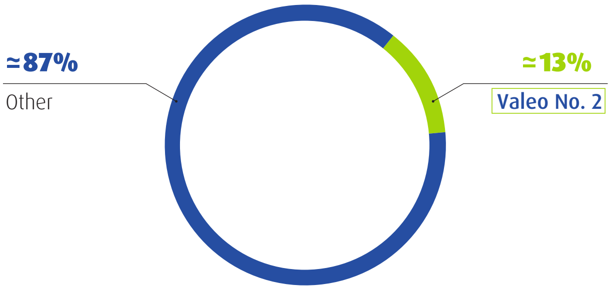
In 2021, Valeo Thermal Systems was the second largest supplier in the world, one of the top four players, along with Denso, Hanon and Mahle, sharing 48% of the market.

In-vehicle health and well-being

As new forms of mobility emerge (car-pooling, vehicle fleets, autonomous vehicles), the car interior is increasingly becoming a living space in its own right, meaning comfort is no longer seen as a simple matter of ergonomics and climate control. This trend calls for the development of components and software that connect the vehicle to its environment and place users and their ecosystem at the center of the experience. We expect the in-vehicle health and well-being market to grow by 10% per year through to 2030, bringing Valeo additional opportunities for increasing its average content per vehicle.

Using artificial intelligence that inputs data from various sensors and cameras in the vehicle cabin, Valeo develops solutions that analyze each passenger's physiological and emotional profile to provide them with a personalized and multi-sensory comfort bubble by adjusting light, fragrances, sounds and thermal sensations.

Main competitors on the Thermal Systems market



Main competitors: Denso, Hanon, Mahle

1.3.4 Visibility Systems

KEY FIGURES IN 2021

€5.1bn
SALES
30%
of Group sales

-4 pt(1)
OUTPERFORMANCE FOR ORIGINAL EQUIPMENT
on a like-for-like basis(2)

€675m
EBITDA(2)
13.3%
of the Business Group's sales

33,400
EMPLOYEES

48 plants

5 research centers
&
18 development centers

(1) Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
(2) See financial glossary, page 52.

2021 HIGHLIGHTS

The Interior Lighting Systems Product Group expands its portfolio

Expansion of the customer portfolio with the acquisition of six new brands in Europe, North America and Asia.

Robotaxis fitted with Valeo's intelligent sensor cleaning systems

Already on the road, these systems include nozzles, pumps, solenoid valves, blowers, controllers and their software, enabling autonomous vehicles to stay 100% operational under all circumstances.

First contract for ambient lighting

Valeo is an innovative player in interior lighting, and has signed its first contract for ambient lighting with a Chinese automaker.

Description of the Business Group

The Visibility Systems Business Group designs and produces innovative, efficient and smart exterior and interior lighting, wiper and sensor cleaning systems to support the driver in all driving situations. These systems enable all vehicles, including automated vehicles, to drive in all conditions and create a highly immersive experience for all vehicle passengers.

The products are designed to meet driver needs both in manual mode and – in the near future – in autonomous mode, by:

- enabling drivers to see the road clearly, and be seen, by means of intelligent, communication-capable lighting, wiper and signaling systems;
- making sure cameras and other optical sensors work properly in all circumstances;
- enhancing driver and passenger comfort by means of innovative vehicle exterior welcome features and interior lighting functions.

As well as being designed to offer the best performance at an affordable cost, all of the systems developed by the Business Group are also optimized for weight and energy consumption, to help minimize the CO_2 emissions of internal combustion engine vehicles and increase the travel range of electric vehicles. The entire innovation strategy is aligned with our CAP50 commitments.

Visibility Systems has two Product Groups:

- Lighting Systems Product Group;
- Wiper Systems Product Group.

Lighting Systems

The Lighting Systems Product Group is the world leader in its sector, thanks to its broad portfolio of solutions covering all market needs.

Exterior lighting

The Product Group develops exterior lighting solutions tailored to automakers' specific performance and design requirements. It helps automakers produce vehicles with high technological content for added comfort and safety, through a platform-based organization that offers design- and cost-optimized innovations such as:

- **efficient, dynamic lighting systems**: in 2021, Valeo continued rollout of its new ADB (Adaptive Driving Beam) glare-free high-beam headlamps, with several D-, C- and B-segment vehicles fitted with Matrix or Pixel systems. The Product Group also offers high-definition lighting solutions that enhance the performance of anti-glare functions and can project safety information on the ground for warning passengers and road users;
- **appealing lighting solutions:** external lighting plays a dominant role in vehicle design. In addition to the LED daytime running lights already commonplace on the market, new features such as illuminated logos and grilles are also beginning to appear, as additional features of a model's or a brand's visual identity. These features also provide an elegant and discreet way of integrating cameras and sensors.

In response to demand from several designers, Valeo has developed the thinnest modules on the market, with the 25-mm ThinLens, already in series production on 17 vehicles, and the 15-mm Ultra ThinLens:

- **economic lighting solutions:** Valeo always strives to make its innovations widely affordable, offering comfort, safety and style on all types of vehicles. With this in mind, the Business Group offers solutions for replacing halogen lighting by affordable LED modules that also bring energy savings of up to 70%. These solutions improve driver visibility, with light quality closer to daylight, have a longer service life, and consume less energy. Its PeopLED™ and BiLED solutions, available at the premium end of the market since 2012, offer a much higher performance than halogen lighting, and are now available on mass-market models from most automakers;
- **360° communication-capable lighting systems**: the real traveling experience created by Valeo starts on approaching the vehicle, with solutions that project patterns or logos onto the ground. With more and more silent-running electrified vehicles on the road, and the increasing number of road users using new mobility solutions, functions are beginning to appear for improving the visibility of signaling and other information around the car. In time, these will improve communication among road users during autonomous car maneuvering and enhance safety for other road users, especially vulnerable users such as pedestrians and cyclists;
- **designer signaling**: new materials are being used in vehicle lamps, for appearance, style consistency and customization capabilities. One such development is seen on the stylish illuminated signaling strips and grilles extending across the whole of the vehicle width. This Valeo product already appears on dozens of series production vehicles, which substantially increases Valeo's content per vehicle;
- **intelligent lighting systems:** Valeo designs and develops innovative electronic lighting architectures that include state-of-the-art software, some of which is based on artificial intelligence. Valeo's lighting systems are high-performance, reprogrammable, energy-efficient and secure (including cybersecurity) solutions that comply with international standards and regulations. As lighting systems become more complex, with their multiple sensors and advanced features, so do electrical and electronic architectures, which therefore require higher computing power. Valeo's expertise in this field makes it a privileged partner and supplier to automakers in defining the best electrical and electronic architectures for meeting the challenges of lower fuel consumption, lighter weight, and product upgrade through the vehicle life cycle, by means of configurable and upgradeable software.

Interior lighting

Valeo's innovative interior lighting developments draw from extensive expertise in lighting and close synergies with Valeo's other Business Groups. Solutions are designed to create a genuine traveling experience:

- feeling good: lighting contributes to vehicle occupants' sense of well-being and comfort;
- feeling safe: lighting lends an additional dimension to the human-machine interface. It informs the driver of vehicle intentions and potential hazards;
- feeling privileged: the combination of lighting and materials contributes to the perception of the value of the vehicle being driven, and automakers use this as a factor in brand differentiation.

New visual and tactile solutions are emerging in response to the trend toward simpler car interiors, along with automakers' efforts to offer drivers a smoother onboard experience. Interior lighting solutions combine with sleek, touch-sensitive, illuminated surfaces to produce a unique and immersive experience. Valeo's interior lighting solutions are developed jointly with the Comfort & Driving Assistance Systems Business Group's Intuitive Controls team.

Such solutions take on great importance in an autonomous vehicle cabin, since passengers will want to change the interior atmosphere depending on circumstances (work, relaxation, etc.). They will offer a holistic experience consistent with these new vehicle usage patterns.

Wiper Systems

Sensor cleaning for autonomous vehicles

An unobstructed view of the road, for both the driver and the vehicle's optical sensors, is essential for road safety. Developments in ADAS and more automated cars entail a need to keep the car's many cameras, LiDARs (laser detection systems) and infrared sensors clean, and thereby ensure reliable operation in all seasons and weather conditions.

The Wiper Systems Product Group develops:

- **complete sensor cleaning systems** (including tanks, pumps, nozzles, pipes, solenoid valves, miniature wipers, blowers, etc.) for flawless cleaning of optical sensors (cameras, infrared cameras, LiDARs, etc.), to ensure an uninterrupted video stream for safety and comfort, while minimizing the consumption of wiper fluid (which can top 15 liters per day for a robotaxi) and thereby vehicle CO_2 emissions;
- **smart roof- and side-mounted pods** (with sensors, cleaning system, cooling system, mechanical structure and style features) enabling future autonomous vehicles to run in all weather conditions. These pods include the sensors, cleaning system, integrated cooling system, mechanical architecture, controllers and style features. They offer optimal and constant visibility, enabling robotaxis and automated delivery vehicles such as droids to drive in the rain or snow, for instance. On this kind of module, components may be supplied by other Valeo Product Groups (sensors and cooling systems, for example).

Window wiping and cleaning

The Wiper Systems Product Group develops technologies that efficiently clean the windshield and rear window. Smart input from the use of electronic solutions helps improve safety and reduce weight. It also paves the way for new features, such as:

- **electronic wiper systems** using direct-drive or mechanical blades. These systems are based on a line of wiper motors marketed worldwide, offering a range of solutions adapted to the latest vehicle architectures, particularly electric vehicles;
- **software** bringing new wiper system functions such as fast de-icing, bug removal and blade wear monitoring;
- **latest-generation flat, hybrid or traditional arm and blade sets** tailored to all local variations, for high-performance wiping under all conditions; Valeo also offers new renewable, non-fossil and bio-sourced materials as alternatives to traditional rubbers, to reduce CO_2 emissions;
- **rear wiper** modules with integrated washing systems based on a new line of motors designed to simplify integration into the vehicle;
- **AquaBlade®:** the wiper system already in series production on many vehicles, which ensures clear, precise, safe vision for the cameras behind the vehicle windshield, a crucial sensing function on automated vehicles. AquaBlade® technology also halves wiper fluid consumption and fluid tank size. As well as helping keep down the overall vehicle weight, it also improves safety, by lessening the visual interference produced by a classic system.

2021 highlights

Lighting and Signaling Systems

The Lighting Systems Product Group earned several awards from institutions and customers in 2021:

- CLEPA Trophy in December 2020 in the Safety category, for Valeo PictureBeam Monolithic technology;
- two distinctions at the Ling'Xuan Award (China) event in December 2021, for Excellence in Electronics Innovation with the Valeo PictureBeam Monolithic concept, and in the series production category for the 15-mm UltraThin Lens;
- Process/Assembly/Enabling Technologies award from SPE (Society of Plastics Engineers) for a rear light application for the Cadillac brand;
- Award for Excellence in Series Quality from the Chinese customer Hycan (GAC/NIO);
- Global Supplier Innovation award from Nissan.

2021 was also marked by many launches and new market acquisitions:

- for Audi's first compact electric SUV, the new Q4 e-tron, headlights equipped with bi-function matrix modules (for anti-glare), pixelated daytime running lights with four customizable signature levels, LED signature, and full-width rear light bar with welcome and departure scenarios;

- for GreatWall Group's Haval XC SUV, new ultra-thin modules: the 15-mm UltraThinlens, two DRLs and one center light bar;
- for Ford Evos, bi-function lighting modules, two independent DRLs (one per side) and a center light bar more than 800 mm long;
- for the Hycan 007 (GAC-NIO joint venture), two Thinlens headlamps with oversized DRLs, and two independent fog lamps;
- for the Volkswagen Terramont built in China, a set of Pixel 32 headlamps, with light bars and central front-end illuminated logo;
- for the Volkswagen Polo and T-Roc, bi-function matrix headlamps, and illuminated front-end central light bars,
- for the Audi A8, rear-end OLED-technology equipment;
- for the Mercedes EQS, rear lights with Helix design;
- for two new major customers, anti-glare front projection modules.

Interior Lighting Systems

Significant events for the Interior Lighting Systems Product Group in 2021 include:

- expansion of the customer portfolio with the acquisition of six new brands in Europe, North America and Asia.

Wiper Systems

Significant events for the Wiper Systems Product Group in 2021 include:

- series production launch for software designed to manage windshield bug removal without the need for additional mechanical or electrical components;
- AquaBlade® and WetArm blade-integrated windshield washing systems continue their advance on the market, transferring washing system value from traditional players to wiper system players;
- the first robotaxis entered commercial operation this year; Some of the robotaxis on the road today are equipped with Valeo intelligent sensor cleaning systems;
- Valeo's heated LiDAR cleaning system was a finalist in the 2021 PACE Awards.

Market trends and outlook

Lighting Systems

Growth in the Visibility Systems Business Group is driven by a series of front- and rear-end lighting innovations, targeting reduced CO_2 emissions and the development of intuitive driving and autonomous vehicles:

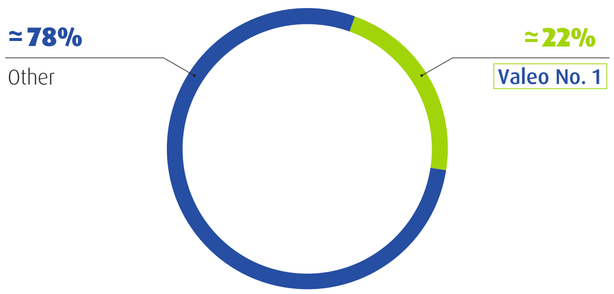
- Increasingly widespread take-up and ongoing developments in LED lighting. After the massive adoption of BiLED™ and RefLED solutions with many automakers on all continents, in replacement of xenon and halogen technologies, lighting modules continue their rapid evolution in style and intelligence.
- Automaker demand is on the rise for adaptive lighting solutions, which enable motorists to drive high-beam without ever dazzling other road users. High-definition LED solutions such as Valeo's PictureBeam Monolithic are expected from 2024.
- Dimensional extensions to lighting functions: since 2019, we see a growing design trend toward light signatures across the whole vehicle width, at both rear and front, primarily for electric vehicles. with daylight running lamps (DRLs) between the two headlamps providing central illumination for the automaker's badge, center panel and grilles.
- Style considerations aside, signaling features are also extending functionally, chiefly by means of pixelated projections, for more informative communication with the vehicle's environment and fuller customization of light surfaces.
- Developments in interior lighting, with an increasing number of illuminated surfaces throughout the cabin, and with functional lighting having an information conveyance purpose. These solutions combine and coordinate with other onboard solutions (human-machine interface, acoustics, etc.), to offer passengers a richer experience.
- Communication-capable vehicles: with upgrades to existing functions (such as PictureBeam Monolithic) and the emergence of new solutions for 360° communication to passengers and other road users, also addressing the challenges of new mobility practices.
- Zonal electrical and electronic architectures: with zonal power distribution and centralized lighting control software, exclusive of the headlamps.

Wiper Systems

- Reinvented wiper systems: wiper systems are undergoing major change, thanks to new-generation wiper motors. Electronically controlled wiper system motors are lighter, which makes for lower CO_2 emissions, and quieter, a crucial factor in electric vehicles. Electronic control also brings an opportunity to sell software for functions such as windshield de-icing, bug removal and wiper blade wear monitoring.
- Lower CO_2 emissions: one advantage of wiper systems that integrate a windshield cleaning function is that their smaller washer fluid tanks helps reduce the overall vehicle weight. AquaBlade®, and WetArm, a more affordable, if less efficient, alternative for mass-market vehicles, both help reduce vehicle weight and thereby CO_2 emissions. These wiper systems are also growth drivers for Valeo's aftermarket business.
- Vehicle cameras and other optical sensors are becoming increasingly commonplace with the rapid development of ADAS and the emergence of automated cars. These devices need to be cleaned properly to ensure video flow quality and thereby passenger safety. This new type of cleaning requirement is a major growth opportunity for the Wiper Systems Product Group, number-one in the assembly of pods for robotaxis and autonomous delivery vehicles.

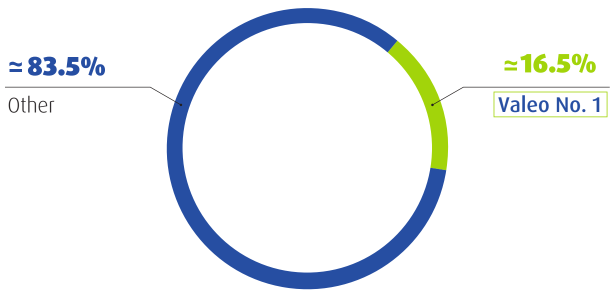
Main competitors on the lighting systems and wiper systems market

WIPER SYSTEMS



Main competitors: Denso, Bosch, Mitsuba, Trico, Shenghuabo

LIGHTING SYSTEMS



Main competitors: Hella, Koito, Marelli

1.3.5 Valeo Service, products and services for the aftermarket

KEY FIGURES IN 2021

- 320 product families
- 13 product lines for passenger cars
- 10 product lines for industrial vehicles
- 13,000 new product references added in 2021[(1)]
- 15 distribution platforms
- A footprint in more than 150 countries

2021 HIGHLIGHTS

Acceleration of e-services

for workshops and fleets

Responsive product offering

meeting fast-moving aftermarket background trends

Nearly 13,000 new products

were brought to market in 2021[(1)]

Presentation of Valeo Service

Valeo Service supplies original equipment spares to car dealer networks (OES market) and replacement parts to the independent aftermarket (IAM market). Valeo Service is a trusted partner that supports the development of aftermarket businesses on the vehicle maintenance, crash and repair markets:

- coverage of cars and commercial vehicles;
- coverage of all day-to-day needs for vehicles on the road in more than 150 countries;
- support for the in-depth changes under way in the automotive sector thanks to Valeo's original equipment expertise, and innovative solutions developed for the aftermarket.

Through its "Smart Care for You" promise, Valeo Service commits to providing dedicated professional solutions to all players in the value chain:

- traditional retailers, key partners of Valeo Service;
- online platforms;
- workshops, which play a decisive role in the choice of replacement parts, advise drivers, and carry out the vehicle maintenance or repair operation;
- drivers, of both individual and fleet vehicles, the end users of Valeo Service products.

This Valeo Service promise is delivered through:

- products with price/performance ratios perfectly matched to the needs of the automotive aftermarket;
- technical support to help distributors and workshops develop their skills in all technologies, including the most innovative;
- custom supply solutions to meet the needs and demands of aftermarket professionals;
- a digital ecosystem and operational marketing program to support the growth of aftermarket businesses.

(1) Independent aftermarket.

2021 highlights

Ramp-up of the e-services program for workshops and fleets

- **Widening worldwide rollout of e-platforms:** addressing key users (distributors, workshops, motorists), with an emphasis on user experience and customization. The international platform valeoservice.com, along with 18 national websites, today covers the United Kingdom, France, Spain, Portugal, Italy, Germany, Poland, the Netherlands, Belgium, the United States, Mexico, Brazil, Argentina, India, Turkey, China and Thailand. Valeo's e-platforms enjoy a large and rapidly growing number of visitors, making them some of the most widely viewed aftermarket websites in the world.
- **Upgrade to the Valeo Tech@ssist online technical support platform for workshops, co-designed with workshops and distributors.** The platform upgrade covers three key points:
  - a quick and intuitive parts search engine: Valeo Tech@ssist is easily accessible via the valeoservice.com website (and country websites), and uses databases widely recognized in the market. Mechanics can find Valeo product details with ease, including technical features, automaker compatibility information and product images. Users can search by vehicle (brand, model or version), vehicle identification number (VIN), license plate (in some countries) or product reference;
  - full technical information, including technical service bulletins, instructions and installation videos, are now available in a single location for immediate consultation. Valeo Tech@ssist is continuously upgraded to provide access to product-specific technical information, for increased efficiency and lower error risk;
  - online training modules accessible on demand: though training for professionals is of crucial importance given the pace of technology in automotive maintenance and repair, it is very difficult to organize, because of lack of time and the difficultly of interrupting mechanics' everyday routines. To overcome these limitations, Valeo Service has made webinars available via Valeo Tech@ssist. Take-up by workshops in the past few years has been very strong, and shows every sign of continuing;
  - following the 2018 rollout across Valeo Service's European websites, Tech@ssist was extended to Southeast Asia, Africa, French overseas territories, and China (via the WeChat application, specific to China).
- **A new interactive catalog, specific to clutch kits.** Clutches are one of the product families where Valeo asserts its expertise. But given the very large number of items in the catalog, searching for the right part can be time-consuming. Valeo Service's new interactive catalog enables workshops to find the right component from a part number present on the vehicle. The result is considerable time savings for repair professionals. Valeo is the first automotive supplier to offer such a tool. Already available in some European markets, such as the United Kingdom and Germany, it will be released worldwide in the first half of 2022.
- **Valeo Specialist Club: a unique workshop loyalty program, developed with input from partner workshops.** Valeo Specialist Club is accessible via smartphone app or the Valeo Service website, and includes a feature allowing workshops to sign up using a single account or open multiple accounts to reward their teams. It is accessible via a smartphone app or the Valeo Service websites:
  - the program is 100% digital, straightforward and efficient, its defining characteristic being the total freedom from cumbersome procedures: no need to cut out packaging or collect documents and return by mail. It takes mechanics no more than a couple of minutes to open an account, start scanning Valeo products, and watch the points add up in their accounts in real time;
  - in addition to recognizing spare parts for passenger cars, Valeo Specialist Club also offers rewards on industrial vehicle parts;
  - after a highly successful launch in Spain in September 2018, international rollout began in 2019, meaning that workshops in 13 countries can now earn rewards for loyalty to Valeo products.
- **Enhanced digital strategy for original equipment spares (OES) with the creation of innovative communication materials.**
- **Valeo Service has rolled out a new content strategy guided by the objective of helping automakers promote aftermarket solutions.** It has provided its automaker customers with dedicated communication materials to help them improve the way they communicate about their spare parts and retrofit offerings. The e-surveys program is being rapidly rolled out, along with training modules (webinars and shorter formats) and consumer web series. All this material is now available via an e-platform, for convenient and effective access.

A responsive product offering, meeting fast-moving aftermarket background trends

More than 13,000 new products listed in 2021, with 50% outside Europe

To ensure workshops can keep their spare parts listings and tooling up to date, Valeo Service pays special attention to launching the latest original equipment innovations on the aftermarket and accelerating the development of dedicated aftermarket solutions. Some 13,000 products were added in 2021.

Customers' product expectations reflect a growing emphasis on safe, healthy and more ecological solutions

In 2020 and 2021 we saw the hardest hitting pandemic of the 21st century, with the Covid-19 infection rampant on all continents. One effect of the brutal shutdown of economic, industrial and social activity in most countries across the globe was to awaken a realization of the need for a more ecological society, more attentive to human care and safety. These trends, already apparent in the background of the automotive aftermarket business, moved closer to the foreground in 2021.

As a pioneer and number one worldwide in vehicle electrification solutions, Valeo brings a highly relevant response in the shift toward a greener world. Valeo fits one in every three vehicles worldwide with technology that helps reduce CO_2 emissions. From mild hybrid to high-power solutions, Valeo electrification technologies span the full spectrum of usage needs across all vehicle segments, from small urban cars through to SUVs and premium sedans. Valeo invented the Stop-Start system, today fitted on millions of vehicles worldwide. Championing electric mobility, Valeo is also the world number one in 48V electric motors, a cost-effective electrification technology that will account for 30% of the global automotive market by 2030. This 48V technology makes electric mobility more affordable, putting greener alternatives within much wider reach. These products were launched on the aftermarket in 2021. In addition, Valeo is the only supplier to offer Stop-Start technologies for the aftermarket.

Valeo develops air treatment systems for passenger compartments and has a unique triple offering addressing needs for vehicle disinfection and protection. For vehicle cabin disinfection, Valeo offers ClimSpray™. Valeo's ClimSpray™ is an easy-to-use, affordable spray that eliminates viruses (including coronaviruses), bacteria and fungi in just 15 minutes. To purify air conditioning systems, which often concentrate contaminants and bacteria, Valeo ClimPur™ is a rapid, powerful spray-on solution for use when changing the cabin air filter. The efficacy of Valeo ClimSpray™ and ClimPur™ (against coronaviruses in particular) was proven and certified by an independent laboratory, in May 2020 then July 2020. Air pollution can aggravate breathing problems, making the respiratory system more vulnerable to various diseases, including Covid-19. With this in mind, the third item in Valeo's Air Quality program involves cabin filter technology to shield against external pollutants, pathogens, pollen and allergens. This comprehensive product offering enhances motorists' peace of mind road through protection against contamination.

Extension of Reman programs for OES in Europe and China

Valeo Service is constantly stepping up support for car and truck makers' circular economy strategies.

In Europe, it extended its offering to include a remanufactured dual mass flywheel, which continues its growth as existing customers extend their product ranges and as other automakers join Valeo's customer roster. Valeo Service OES is also preparing to launch a new remanufactured dual-clutch product line, addressing a growing market.

In China, where the remanufacturing market is in its early days, Valeo Service provides an air conditioning compressor line for two automaker customers.

Market trends and outlook

The automotive repair market is in a state of transformation, as evidenced by the arrival of new entrants on the aftermarket, the strong growth in online sales, the increasing complexity of automotive technology, and heightening expectations from professional and private customers on ecology, health and safety. In this changing market context, vehicle maintenance and repair specialists face considerable uncertainty, with challenges on productivity, efficiency and profitability, which is under particular strain given the worldwide health crisis and the ensuing business closures and lockdowns.

With its Smart Care for You strategy, Valeo Service makes a firm commitment to support vehicle maintenance and repair specialists, with solutions closely tailored to their needs: rational product lines, quality products, and on-hand assistance enabling them to capitalize on market developments.

More than ever, Valeo Service harnesses the Group's capacity for innovation to provide ever closer support for automotive repair and maintenance professionals, delivering:

- a comprehensive product offering that covers vehicles on the road today, as well as vehicles fitted with the latest technologies;
- strengthened technical support;
- dedicated, agile and effective digital systems to support their growth.

1.4 Geographic and industrial footprint

Geographic footprint at December 31, 2021

	Plants	Research centers	Development centers	Distribution platforms	Number of employees
WESTERN EUROPE					
Belgium, Finland, France, Germany, Ireland, Italy, Netherlands, Norway, Spain, United Kingdom	47	17	9	5	26,792
CENTRAL AND EASTERN EUROPE					
Czech Republic, Hungary, Poland, Romania, Russia, Slovakia, Turkey	19	0	7	3	16,020
AFRICA					
Egypt, Morocco, South Africa, Tunisia	9	0	1	0	6,532
NORTH AMERICA					
Canada, Mexico, United States	25	0	6	2	16,717
SOUTH AMERICA					
Argentina, Brazil	5	0	2	1	2,175
ASIA, MIDDLE EAST & OCEANIA					
China, India, Indonesia, Japan, Malaysia, South Korea, Thailand	79	4	18	5	35,064
TOTAL	**184**	**21**	**43**	**16**	**103,300**

At December 31, 2021, the net carrying amount of the Group's real estate portfolio (land and buildings) was 1,387 million euros (see Chapter 5, section 5.4.6, Note 7.3 "Property, plant and equipment" to the consolidated financial statements, pages 368 to 371). The portfolio is largely composed of plants, the majority of which are wholly owned.

The net carrying amount of the Group's equipment, which is largely made up of technical facilities, machinery and tools, was 3,343 million euros at December 31, 2021, excluding property, plant and equipment in progress and other property, plant and equipment (see Chapter 5, section 5.4.6, Note 7.3 "Property, plant and equipment" to the consolidated financial statements, pages 368 to 371).

Environmental constraints liable to have an impact on the use of fixed assets and real estate result from the regulations applicable in this area to all Group establishments (see Chapter 4, section 4.1.4 "Sustainable development policies", under "Environmental policy", pages 220 to 222).

1.5 Functional structure

The Group's functional structure is as follows:

- the **Internal Audit and Control Department** comprises the Risk Management, Internal Control, Internal Audit and Fraud teams;
- the **Sales and Business Development Department** consists of a Sales Department and an International Development Department for each Business Group, Customer Directors dedicated to each major automaker and National Directorates for each geographic area. It partners Group customers across all their markets and all continents;
- the **Communications Department** is responsible for setting out and sharing the Group's vision and strategy, both externally (with customers, journalists, civil society and the general public) and internally, in order to promote the Group's image, highlight its performance and unite employees;
- the **Ethics and Compliance Office** is tasked with putting in place, managing, and coordinating the Compliance program, as decided by the Operations Committee, on global, national, local, and plant levels;
- the **Finance Department** oversees management control, accounting, financial reporting, financing activities and cash management, taxation, investor relations, strategic operations, information systems and risk and insurance;
- the **Legal Department** ensures compliance with Group procedures and with legal regulations and strives to defend the Group's interests;
- the **Group Operations Department** is responsible for the four operational Business Groups and Valeo Service, and also oversees the Industrial, Logistics, Purchasing and Quality functions;
- the **Research & Development and Product Marketing Department** directs the Group's innovation policy as well as product development methods and tools;
- the **Human Resources Department** tackles the many challenges Valeo encounters worldwide in developing and managing human resources, from competing for talent to building and sharpening advanced skills and sustaining employability;
- the **Strategy and External Affairs Department** which, in collaboration with all the functional departments, the Business Groups and Valeo Service, coordinates the Group's strategic planning efforts, notably with a view to preparing the medium-term plan and defining the main thrusts of the Group's organic and external growth and profitability strategies. It coordinates the **Sustainable Development and External Affairs Department**, which is responsible for implementing and monitoring the Group's sustainable development policy and for relations with external stakeholders.

1.5.1 Internal Audit and Control

Mission

The Internal Audit and Control Department is tasked with building a robust, integrated and structured risk management and control environment capable of helping the Group achieve its objectives.

Organization

It has four units:

- the Risk Management Unit is responsible for identifying, evaluating, processing and controlling risks of any kind liable to prevent the Group from achieving its objectives;
- the Internal Control Unit develops and maintains a robust control environment by way of operational support, by raising awareness among operating entities and functional departments, explaining control activities, and verifying their implementation and proper application. The team is made up of internal controllers at Group and regional level. An additional team handles IT Internal Control, which involves design and implementation of control procedures specific to information systems;
- the Internal Audit Department provides assurance, independent advice and objectives concerning the appropriateness and effectiveness of the governance structure and risk management system. The internal auditors, based in France at Group level and assisted by a team in China, carry out financial, IT and cross-functional audits of all Group entities to ensure procedures are properly applied, and put forward recommendations on improving effectiveness;
- the Fraud Department investigates all allegations of fraud received through the whistleblowing system or other channels (by email or letter), and raises awareness of fraud risks among all teams.

1.5.2 Sales and Business Development

Valeo partners practically all of the world's automakers and truck manufacturers in developing, producing and marketing innovative products, systems and modules for both the original equipment market and the aftermarket.

Valeo supports its customers in the development of their markets on all continents, fielding a unique portfolio of innovative technologies and products designed to meet the automotive industry's challenges in powertrain electrification and autonomous vehicles.

Mission

The Sales and Business Development Department is tasked with designing and implementing a sales strategy adapted to all markets, and forging local and global partnerships with automakers to sustain profitable, global growth.

Organization

The Sales and Business Development Department pursues a program of continuous improvement to ensure customer expectations are met as fully as possible. It breaks down into four main functions:

- Sales Directors, reporting to each of the four Business Groups' management teams, in charge of defining and applying the sales strategy of each Business Group and its Product Groups. They head up a network comprising the Sales Directors of each Product Group;
- Group Customer Directors, in charge of defining and implementing a growth strategy to grow the Group's business with customers, cross-functionally for all Business Groups;
- National Directors represent Valeo and develop business through close relationships with customers in China, Germany, India, Italy, Japan-ASEAN, North America, Poland, South America, South Korea, Spain and Turkey;
- International Development Directors in each of the four Business Groups are responsible for identifying market opportunities in high-growth countries, defining and implementing the Business Group's external growth strategy, and managing relations with partners.

2021 highlights

The breakdown of 2021 original equipment sales among the Group's customers once again confirms the geographic diversity and balance of Valeo's customer portfolio:

- Asian customers (including Nissan) come first, with 33%;
- German customers account for 30% of original equipment sales;
- US customers (including Chrysler) account for 18%;
- French customers account for 14% of sales.

Thanks to its diverse customer portfolio and powerful product strategy in electrification and driving assistance systems, Valeo (including Valeo Siemens eAutomotive) attained an order intake of 22.1 billion euros in 2021, which is 1.5 times the Group's original equipment sales. Innovation was a feature in 46% of new orders. This confirms the successful positioning of Valeo's new technologies and products.

1.5.3 Communications

Mission

The Communications Department is tasked with defining and implementing the Group's communications strategy and with strengthening Valeo's image and reputation across the world and with all stakeholders (employees, customers, shareholders, journalists, suppliers, partners and the general public).

Organization

It is structured around five units:

- **Media Relations,** which manages all relations with journalists worldwide and in all media formats. This unit handles all queries and requests from journalists as well as proactively offering news topics, interview themes and events designed to highlight the Group's activities and image;
- **Internal Communications,** tasked with building team cohesion, encouraging employees to act as company and brand ambassadors, and nurturing a Group-wide team spirit. Digitalization of internal communications and employee mobilization through the Valeo Employee Advocacy program are two of the key levers used to strengthen individual involvement and support the Group's major projects;
- **Brand,** responsible for ensuring a coherent brand expression worldwide, along with lasting brand integrity and strength to enhance Valeo's image;
- **Social Media and Web,** responsible for the Group's communications on social media, with influencers and on the *valeo.com* website. It continuously tracks the Group's digital footprint and develops content to be posted online;
- **Events,** tasked with organizing all types of Group events – physical, hybrid and digital – such as trade shows, commercial and corporate events, customer visits, Shareholders' Meetings and internal events.

All of the Group's communications professionals, in both the Communications Department and within the Business Groups and countries, work together to reinforce the Group's image and reputation across the world, in line with the main areas of focus determined annually by the Communications Department.

1

1.5.4 Finance

The Finance Department comprises the following departments: Management Control, Reporting, Accounting, Financing, Cash Management, Tax, Investor Relations (see Chapter 6, section 6.2 "Investor relations", pages 447 to 448), Strategic Operations, Information Systems and Risk Insurance. Operating either on a Group-wide network basis or centrally from headquarters, these functions execute Valeo's financial strategy. In particular, they are tasked with:

- providing the tools and procedures necessary to supervise and monitor the performance of the Group's activities;
- producing tools to support decision-making;
- ensuring that the Group controls its financial risks;
- presenting detailed, up-to-date and relevant information on the Group's financial situation, the performance of its activities and its economic environment;
- ensuring the Group's financing;
- providing information systems units to meet their needs.

Management Control

The management control function acts as co-pilot, assisting operations managers in the management of Group activities and in preparing and approving investment documentation and responses to tenders launched by automakers. It assists with the monthly accounts closing and provides analyses of performance, risks and opportunities using both key financial and operating indicators. It draws up three-month forecasts on a monthly basis and sets out the budget and the medium-term plan.

The management control function is present at all levels of the organization (sites, Product Lines, Product Groups, Regional Operations, Business Groups and Group). It works together with the accounting and cash management services to provide relevant and reliable information. The management control function has a number of effective tools to enable it to carry out its duties, including standardized enterprise resource planning and reporting systems.

Accounting

Mission

The Group Accounting Department is responsible for preparing the consolidated financial statements for the Group and the individual financial statements for Valeo. Its mission is to supervise and control all the Group's accounting activities.

Organization

To perform these duties, the Group Accounting Department is organized into three units:

- the **Technical Standards Department** is responsible for the implementation and application of International Financial Reporting Standards (IFRS). In 2021, this work included analysis of IAS 37 amendments on the costs to include when assessing whether a contract is onerous. The Group will apply this amendment as of January 1, 2022. This department also prepares and organizes training sessions for the Group's finance teams with a view to continuously improving reporting quality and promoting better knowledge of the standards;
- the **Consolidation Department** prepares the Group's consolidated financial statements; each member of the team, under its director's supervision, reviews the financial statements of subsidiaries within a specific region (Europe, America, Asia, etc.) and follows up on broader issues that also concern their region;
- the **Holding Companies Accounting and Valeo Internal Bank Department** prepares the financial statements of the Group's main holding companies and oversees the operations of the Group's Internal Bank.

The accounts function for Group subsidiaries is usually handled by the Shared Services Centers (SSC). The Group currently has 15 SSCs worldwide.

The Group Accounting Department guarantees the quality of the consolidated financial statements and their consistency with IFRS, and ensures that subsidiaries' statutory financial statements are compliant with local accounting standards. As part of its role, it strives for continuous improvement in the transparency, relevance and readability of the financial information reported by Valeo.

2021 highlights

Valeo came fourth in the 2021 Grand Prix for Universal Registration Documents at the 12th Regulatory Information Transparency Awards (*Grands Prix de la Transparence*). This annual award recognizes best practices in providing regulatory financial information among French listed companies, assessed to criteria of accessibility, accuracy, comparability and availability.

Financing and Treasury

Mission

The Financing and Treasury Department develops and implements the Group's finance, cash management and financial risk management strategy. It guarantees the security and optimization of cash flows and manages relations with banks and rating agencies.

Organization

The Financing and Treasury Department is structured into three sub-departments:

- the **Cash Management Department**, which is responsible for cash reporting, optimization of working capital and management of customer credit risk. To do this, it leads a team of corporate treasurers operating across the Group. Working within the SSCs, which are organized by country, the treasurers work closely with the accounting services to produce standardized reporting;
- **Valeo Internal Bank**, with its three offices:
  - the front office of Valeo Internal Bank, which identifies and centralizes the management of market risks (essentially interest rate, foreign currency, commodity and liquidity risk). The financing, investment and risk hedging strategies are reviewed monthly by the Group's Finance Department,
  - the middle office of the Valeo Internal Bank supervises control over operations,

  - the cash management/back office oversees banking relations and activities with external and internal counterparties;
- the **Treasury Systems Department**, which is responsible for means of payment and continuous upgrade and availability of treasury systems. Secure applications are in place to control payment and collection flows.

2021 highlights

On July 20, 2021, the Group Financing and Treasury Department published Valeo's "Green and Sustainability-linked Financing Framework" (prepared jointly with the Sustainable Development and External Affairs Department and the Investor Relations Department), along with the Second Party Opinion issued by rating agency ISS-ESG.

This framework covers Valeo funding for projects contributing to the ecological transition, and issue of bonds indexed to sustainable development criteria.

In late July 2021, Valeo became the first European player in the automotive industry to issue sustainability-linked bonds. This inaugural issue of 700 million euros in seven-year bonds, with a coupon of 1.00%, underlines Valeo's commitment to carbon neutrality and is a natural extension of our global sustainable development efforts.

Tax

The Tax Department supports the Group's strategic and operational decisions and manages all tax matters.

The Tax Department is divided into three functions:

- a **Group-level specialist team** in charge of transfer pricing, indirect taxation, taxation of R&D and cross-business projects, and supporting operational and local tax specialists;
- an **operational team** of tax specialists from the Business Groups;
- **local teams in the National Directorates,** comprising tax officers who act as the representatives of the local Finance Departments. They guarantee that transactions are compliant with local regulations and are on the front line in the management of tax audits and disputes.

Information Systems

Mission

The Group's Information Systems Department is tasked with defining and implementing solutions that address all of the Group's business needs. It is structured into six Functional Departments and five Continental Departments.

Organization

The six Functional Departments that define Group standards for IT systems and infrastructure are as follows:

- the **Enterprise Management Systems Department,** which safeguards the integrity of the central IT system, provides reporting and business intelligence tools and underpins Valeo's growth by developing standardized solutions for Production, Logistics, Quality and Purchasing;
- the **Research and Development Information Systems Department,** which supports innovation in Valeo products. Through its IT expertise centers and business partner network, it draws up and implements standard solutions used in product design and simulation, life cycle management for mechatronic products and onboard software, and planning, resource management and project reporting tools;
- the **Office Systems Department,** which defines the Group's communication and collaboration services and makes them available to all computer-equipped Group employees. It works to continuously boost both individual and collective efficiency to improve administrative productivity;
- the **Infrastructure Department,** which is responsible for the performance of all information systems. It produces resilient standards for information and telecommunications networks, hardware and software for workstations and servers. It monitors IT security policy through a network of experts in each country;
- the **Information Systems Security Department,** which sets Information Systems Security Policy and is responsible for deploying it and monitoring its implementation across all Valeo sites (organization, processes and security solutions). The department's objective is to guarantee the availability, integrity, confidentiality and traceability of Valeo's assets. It also audits third-party companies to ensure that they do not pose a risk for Valeo. Lastly, the department is responsible for preventing and managing cybersecurity incidents;
- the **Valeo Service Information Systems Department,** which is in charge of the information system designed specifically for managing a distribution activity. It also covers the deployment of Valeo standards.

The five Continental Departments oversee the measures taken to roll out and support adherence to standards at Business Group level. These departments, which work closely with operational staff, contribute to defining needs and are responsible for the implementation of solutions and services at Group sites. They are organized into a network of SSCs, usually one per country. Specialized functional analysts provide systems support for the IT managers at each site.

2021 highlights

- Improved cybersecurity, in particular with new monitoring tools and a new Security Operation Center (SOC) with extended functionality.
- Ongoing support for homeworking.
- Continued rollout of Factory of the Future systems.
- Adoption of a "no code" development tool.
- Reorganization of IT and business partners into a single R&D support department, covering embedded software development in particular.

Risk and Insurance

The two main responsibilities of the Risk and Insurance Department are to (i) help draw up the management policy for insurable risks and oversee its application, and (ii) take out global insurance covering the risks relating to Valeo's businesses.

The Risk and Insurance Department contributes to updating the Group's risk map within the Risks Committee.

It specifies and implements the policy relating to the transfer of the Group's residual risks to the insurance and reinsurance markets by taking out insurance coverage and rolling it out globally. It ensures that coverage is constantly adapted to changes in the Group's situation.

Risks that could impact Valeo's business are set out in Chapter 2, section 2.1.1 "Operational and strategy risks", pages 87 *et seq.* Details on insurance and risk coverage are given in Chapter 2, section 2.2 "Insurance and risk coverage", page 98.

1.5.5 Legal

Mission

The Legal Department ensures that Valeo's operations are carried out in compliance with all applicable legislation and internal procedures, and works closely with Valeo's specialist departments to defend Group interests on any issues arising.

Organization

The Legal Department is run by the Group's General Counsel, who sits on the Executive Committee and the Operations Committee. He is also the Group's General Secretary.

He leads a team that is mainly based at the Paris headquarters but also extends to Valeo's main markets: Germany, United States, Japan and China. The Paris-based team comprises the Deputy Group General Counsel, whose tasks include handling due diligence and negotiating and drafting contracts during mergers and acquisitions, and five General Counsels each responsible for a Business Group or Valeo Service, who supervise legal affairs worldwide for the activity under their remit. The other members of the Legal Department are based abroad. These regional General Counsels report to their respective National Directorates and are more particularly dedicated to operations in their particular countries or regions, in coordination with and under the responsibility of the General Counsels of the Business Groups and Valeo Service. All of the General Counsels advise operations managers and ensure that transactions within their remit are carried out in line with the Group's applicable ethics and compliance rules, the delegation and approval procedures implemented by General Management, and the interests of the Group.

The legal team works alongside the other functions, from the product design stage through to marketing and sales and beyond. It assists the Research and Development Department in forming R&D partnerships, the Industrial Department in setting up new industrial facilities, the Purchasing Department in its relations with suppliers, and the Sales and Business Development Department in contracts with both old and new customers, as well as in managing product warranties.

The General Counsels of the Business Groups and Valeo Service are supported by and collaborate closely with the other functional departments to ensure maximum overall business security. They also oversee legal matters at Group entities.

1.5.6 Operations

In early 2021, Valeo rolled out a new Operations organization, seeking Business Group performance and competitiveness boosts through stronger capabilities in Quality, Industrial, Purchasing and Project functions. An initial assessment of this new organization shows a favorable impact on direct non-quality costs, down 20% on 2020.

Purchasing

Mission

The main responsibilities of the Purchasing function are to reduce overall purchasing costs by sourcing from the most competitive suppliers, to implement rigorous selection processes for new suppliers, to ensure suppliers and subcontractors comply with its total quality and innovation approach, and to establish close partnerships with the most innovative and efficient suppliers. Valeo sees its purchasing strategy as a path to achieving a truly competitive edge.

Organization

The Group's Purchasing Department has two major priorities:

- **a commodity/segment priority,** focusing on the specific purchasing strategy for commodities. Its global approach allows for a consistent supplier selection policy, run through business allocation committees. The seven commodities, divided into segments, are:
  - steel and processing,
  - plastics and processing,
  - non-ferrous metals and processing,
  - electromechanical components,
  - electronic components and systems,
  - lighting and other components,
  - indirect purchasing of products, equipment and services used in the design of Valeo products or in manufacturing processes;
- **an Operation and Projects priority,** focused on project release using optimally cost-effective parts and systems, on the achievement of technically efficient productivity, and on re-sourcing for competitive performance, with particular regard to the productivity it has to grant customers during the product life cycle.

In addition, there is a regional purchasing department in each of the Group's regions. The network's global reach allows Valeo to develop its sourcing from cost-competitive regions while remaining close to customers. Valeo is particularly vigilant that suppliers comply with its Code of Ethics, focusing special attention on labor rights, human dignity and environmental protection.

2021 highlights

In 2021, Valeo continued to strengthen measures to ensure the continuity and performance of its supplier panel:

- the supplier insurance program, put together with one of the leading players in the market. Suppliers signing up to the program reduce their exposure to risk of a product recall in the event of defects in the delivered product;
- the Supply Chain Finance program, a reverse factoring program that enables suppliers to obtain favorable finance conditions;
- the RSQ (Restore Supplier Quality) program, for suppliers that show signs of possible quality failings. Valeo liaises closely with the supplier's management to reduce the number of incidents impacting end-product quality;
- self-assessment questionnaire on sustainable development, submitted to more than 80% of the supplier panel. The questionnaire develops suppliers' maturity on sustainable development matters and on requirements on the reduction of greenhouse gas emissions;
- internal tools to evaluate financial risk and its transparent business allocation process.

This reflects Valeo's commitment to supporting its suppliers in their own quality initiatives, and to integrating them into Group projects.

In addition to the difficulties caused by the health crisis, 2021 also saw significant increases in raw material prices, serious shortages in the electronic components market, and several extreme weather events causing supply outages for various components or materials.

Despite this, the Group's purchasing organization as a whole showed excellent resilience, ensuring uninterrupted deliveries to all Valeo customers.

1.5.7 Research and Development and Product Marketing

Mission

The main purpose of Valeo's Research and Development and Product Marketing Department is to position Valeo among the world's best automotive suppliers, in terms of innovation, CO_2 emissions reduction and the development of autonomous, connected cars in favor of safer, greener mobility.

Organization

Valeo's Research and Development and Product Marketing Department covers Research, Innovation, Development, Product Marketing and Intellectual Property.

Product Marketing teams carry out surveys to develop a fuller understanding of users' mobility expectations, factoring in new usage patterns related to electric, autonomous and connected vehicles. These surveys are correlated with the needs expressed by automakers. The findings, along with benchmarking results, enable Valeo to draw up the most appropriate roadmaps.

Valeo's successful open innovation program has opened the way to various types of partnership with start-ups and top-ranking universities and research institutes in Europe, Asia and North America. It has also proved to be an efficient way of staying abreast of technological progress.

Partnerships with universities, laboratories and start-ups have intensified and become more international in scope, especially in Asia and the United States. Collaborative projects with leaders in other industries have been strengthened to share experience, best practices and research efforts in a spirit of collaborative innovation (see Chapter 4, section 4.1.4 "Sustainable development policies", paragraph "Research and Development policy for safer, low-carbon mobility", pages 218 to 220).

To ensure the most efficient use of resources, the Research and Development function optimizes team location on the basis of customers, costs, the skills market, and opportunities for synergies within the Group. Teams were accordingly strengthened in China, Japan, India and the United States.

Processes, methods and development tools are continually adapted to enhance team performance and improve the technical and economic efficiency of the technological platforms that structure developments in electrification and in autonomous and connected vehicles. One example is the rollout of the new Product Life Cycle Management (PLM) system.

The new competencies developed in cybersecurity and artificial Intelligence (more than 200 engineers held AI expertise in 2021) put Valeo among the leading automotive suppliers.

2021 highlights

In 2021, the Group's gross Research and Development expenditure totaled 1,704 million euros, representing 9.9% of sales. Innovation is central to Valeo's organization and its innovative products[(1)] – including ADAS, 48V systems, dual clutches and battery thermal management systems – represented 45% of orders received in 2021.

Valeo gives priority to protecting its innovations, and its policy has proved effective on several counts. Innovations are protected by patents: 1,448 initial patents were filed in 2021. The Group currently manages a portfolio of more than 35,400 titles.

(1) Products and technologies in series production for less than three years, including Valeo Siemens eAutomotive.

1.5.8 Human Resources

Mission

The Human Resources Department holds a key place in Valeo's strategy, helping to build a common corporate culture rooted in strong values (teamwork, transparency, empowerment, professionalism, ethics) and personal behaviors (courage, agility, solidarity), geared toward achieving the Group's industrial and commercial objectives.

Its multiple aims address primordial challenges (see Chapter 4, section 4.1.4 "Sustainable development policies", paragraph "Employee policy", pages 222 to 224):

- ensuring employee health, safety and well-being at work, by making sure workplaces are free of accident risks and offering a good work-life balance for each employee;
- attracting and developing top talent to strengthen the Group's market share and support innovation and business growth;
- promoting diversity, equality and inclusion across all teams worldwide;
- promoting labor relations and guaranteeing the dignity of individuals and fundamental labor rights.

Organization

Valeo's Human Resources strategy plays a key role in the Group's international expansion and positioning as a company developing and manufacturing high-tech products and systems. It is based on a comprehensive approach, taking into account specific cultural, economic and market conditions.

It is rolled out through the "One HR" project, which is based on three pillars:

- close support for operational teams by dedicated Human Resources teams;
- expertise in specialized areas of Human Resources;
- the pooling of Human Resources to improve efficiency and quality of services.

This "three pillars" model is rolled out at each level of the organization: in the Group Human Resources Department, in each Business Group, in each country and in certain Product Groups and Product Lines. A total of more than 1,262 people work in the Human Resources network, broken down between the various specialties:

- attracting and developing talent;
- compensation and benefits;
- employee relations;
- Human Resources information systems.

This organizational model, built around Valeo Employee Services, is designed to reinforce the partnership between business and Human Resources teams, develop Human Resources expertise, and thereby foster greater efficiency in the function.

2021 highlights

Against the backdrop of the global pandemic and the semiconductor supply crisis, the Human Resources Department was a key player in the organization with regard to satisfying the Group's two priorities of protecting all employees and ensuring business continuity.

Health protocol

The Group has continued with the health protocol introduced in 2020, based on measures that go beyond the recommendations issued by the medical administrations of various countries. It allowed for a smooth return to work after the lockdown and, today, enables all sites to operate as normal while ensuring maximum protection for all employees. The protocol, which is audited, is mandatory and applicable consistently at all Valeo sites worldwide, whether in plants, R&D centers or head offices (see section 4.3.3 "Valeo's non-financial risks", paragraph "Health and safety risk", pages 247 to 251).

Cost variabilization measures

Faced with production stoppages arising from the shortage of semiconductors, in 2021, the Group variabilized its costs by adapting its workforce to weekly production requirements. This involved the discontinuation of temporary contracts (fixed-term and temporary staff) and the introduction of short-time working measures at some sites. Also in 2021, fresh negotiations on competitiveness took place at country level. France renewed its majority agreement on competitiveness and collective performance. The Group has made a firm commitment to keep all sites open and to refrain from any mandatory redundancies in France over the next two years.

At the same time, the Group has continued efforts on recruiting employees with production management skills. R&D profiles will account for 17.2% of recruitment in 2021, compared to 5.7% in 2020.

RISKS AND RISK MANAGEMENT

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

2.1 Risk factors AFR

The environment in which the Group conducts its business is constantly changing. Valeo is therefore exposed to risks, i.e., events which, if they occurred, could prevent it from meeting its medium-term objectives.

Methodology

Risks are mapped using a global, iterative approach involving several stages:

- risks are identified and their causes and consequences analyzed using various methods, including interviews with key stakeholders;
- a risk hierarchy is then drawn up using the assessment method described below;
- action plans are prepared and controls implemented with the aim of continually improving risk management and limiting the impact and/or likelihood of occurrence of said risks as much as possible.

This general risk map is updated on a regular basis.

Two other specific maps were also put in place in 2018 to meet new regulatory requirements:

- a corruption risk map was devised in compliance with France's Sapin II law[(1)];
- a map of non-financial risks was drawn up in connection with the Non-Financial Information Statement[(2)].

The Group has also initiated a process to identify risks and opportunities related to climate change, using the classification proposed by the TCFD[(3)] (see section 4.1.2 "Sustainable development challenges and non-financial risks", pages 211 to 215).

The relationship between risk management and internal control is described in section 2.3.3 "Components of the Group's internal control and risk management system", pages 101 to 104.

Risk evaluation criteria

Risks are assessed according to two measures, each divided into four levels:

- net impact (limited/significant/critical/high), which looks at risks from a financial, operational, reputational, human and/or legal perspective;
- likelihood of occurrence (unlikely/fairly likely/likely/very likely).

This chapter describes the main risk factors to which the Group is exposed.

Main risk factors

The list below indicates those risks that are considered to have a high level of criticality for the Group:

- risks related to changes in the technological environment;
- risks related to the development and launch of new products;
- risks related to attracting and retaining talent;
- risks related to the quality and safety of products and services sold;
- cybersecurity and IT systems failure risk;
- risks related to the loss of operational control of a site;
- risks related to the automotive equipment industry;
- supplier and supply chain failure risk;
- commodity risk.

(1) Law No. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization, known as the Sapin II law.
(2) Government order No. 2017-1180 of July 19, 2017 on the disclosure of non-financial information by certain large corporations and groups of corporations.
(3) Task Force on Climate-Related Financial Disclosures

The other risks shown in the table below are considered to have a medium level of criticality.

The Group's operations could also be impacted by other risks of which it is not currently aware, or which is does not consider material at the date of this document. These procedures do not provide absolute assurance that the Group's objectives will be achieved and that risks will be avoided.

Risk categories	Risk factors
Operational and strategy risks	Risks related to changes in the technological environment
	Risks related to the development and launch of new products
	Risks related to attracting and retaining talent
	Risks related to the quality and safety of products and services sold
	Cybersecurity and IT systems failure risk
	Risks related to the loss of operational control of a site
	Risks related to the automotive equipment industry
	Supplier and supply chain failure risk
Legal risks	Intellectual property risks (patents and trademarks)
Financial risks	Commodity risk
	Foreign currency risk

2.1.1 Operational and strategy risks

Risks related to changes in the technological environment

Risk categories	Potential impact on the Group and risk management

Valeo's growth depends on the ability of the Group to anticipate technological and/or regulatory changes and to adapt to major changes and shifts in the automotive market.
 	
The automotive industry is highly competitive and characterized by rapid technological change.
	Unexpected advances in a given technology on the market, or difficulties encountered in developing a new technology internally, could prevent Valeo from seizing opportunities relating to technological breakthroughs and as a result could impact the Group's competitive positioning, growth and profitability.
	
	Valeo's positioning is based on the megatrends shaping tomorrow's automotive industry, namely electrification, ADAS, reinvention of the interior experience and lighting everywhere. To meet its various customers' requirements and maintain its technological leadership, Valeo constantly develops and adapts its range of products and systems. Its Research and Development policy is rooted in anticipation, integration, localization and collaboration and is focused on customer needs (see Chapter 4, section 4.1.4 "Research and Development policy for safer, low-carbon mobility", pages 218 to 220). It is built around the following priorities:
	• Valeo's technological development process, supported by:
	  • an approach to innovation based on an analysis of social megatrends and the long-term expectations of vehicle users,
	  • key technological thrusts incorporated into ten-year product roadmaps, which are updated twice a year;
	• an "open innovation" approach, centered on an ecosystem involving numerous collaborations with universities, laboratories, start-ups and other major companies working in manufacturing or the new economy. Several strategic acquisitions have been made over the past few years to support Valeo's value creation model;
	• an approach built on standard processes, using monitoring, measurement and reporting tools such as the Technological Development Plan and the Mid-Term Plan, which enable the Group to constantly adjust its approach.
	The order intake over the last few years and the increasing proportion of innovative products demonstrate the success of Valeo's innovations (see the Integrated Report, section "Financial performance", page 9).

Risks related to the development and launch of new products

Risk categories	Potential impact on the Group and risk management
Valeo is exposed to the risks inherent in developing and launching new products. The Group may face problems in connection with project management, from design through to industrialization and including management of changes to orders already made. As the Group conducts its business in an international environment, it is also exposed to risks resulting from changes in applicable laws or regulations affecting its products in all or some of its markets, or affecting export control regimes.	Failure to deliver in a timely manner innovative solutions, solutions that meet new regulatory requirements, or products expected by its clients, could harm Valeo's reputation and affect its financial position. The Group may incur administrative and/or criminal sanctions and its customers and/or suppliers may be unable to carry on their business either temporarily or definitively. Measures in place to mitigate the risk inherent in developing and launching new products are based on: • project teams to ensure that products are developed in compliance with deadlines and customer expectations. Each project has a specific team with a shared objective and schedule. Since 2019, the Group has strengthened project governance, especially with regard to preparing series production launches at the level of design centers as well as at plants; • an organization based on technological platforms allowing a high degree of product and production process standardization: systematic reuse of technological components in innovation processes and technology roadmaps. These platforms enable Research and Development expenditure to be adapted to the technological maturity of the market concerned; • training for members of the project teams so that they can develop the skills they need. Reviews are performed to ensure that this policy is duly applied; • ongoing operating and financial supervision, based on a structured approach that defines key issues in terms of product development and processes. Valeo has also implemented a structured approach to develop software and systems. All of these methodological principles are applicable at the Product Group level. Organizational and governance guidelines, business and best practice descriptions, and forms are available to the teams in their daily work. In order to anticipate regulatory changes and ensure that the products it develops and manufactures are compliant, Valeo has implemented the following measures: • a Regulatory Officer within the Research and Development team has been appointed for each Product Group, responsible for identifying and properly understanding the regulations applicable to products in each of the countries where it operates. Each regulation is translated into a standard for the Group's products; • Research and Development teams in charge of verifying that these standards are duly applied for products under development have been strengthened; • in the 2019-2020 period a Product Development Integrity Charter was rolled out in the form of online training to General Management and to Research and Development, Project, Purchasing, Quality, Industrial, and Sales and Business Development networks, representing some 25,000 people. The charter, which was rolled out to the Group's German entities in 2021, is based on five core pillars: regulation, transparency, compliance, quality assurance and management reporting; • a special training program for all employees of the Research and Development and Production Quality laboratories, in order to guarantee the independence of its laboratories. Valeo's export control policy consists of a specific compliance program based on strict rules and procedures applicable to Purchasing and Research & Development teams. The Group constantly looks to anticipate changes in technology and in the regulatory landscape. However, it cannot be sure to anticipate all such changes. For more details on Valeo's Research and Development policy, see Chapter 4, section 4.5.2 "Technological commitments", pages 271 to 274.

Risks related to attracting and retaining talent

Risk categories	Potential impact on the Group and risk management
The Group operates in a competitive environment and in a sector that is undergoing radical change. This requires an increase in human resources as well as a broader spectrum of critical skills to ensure that it can adapt to changes in the automotive industry. However, Valeo may face difficulties firstly, in attracting and retaining talent, and secondly, in adapting and taking on the necessary qualifications and skill sets to develop and manufacture its systems and products. The Group's huge investments in innovation mean that it needs to carry out targeted recruitment of skilled Managers and Professionals. The scarcity of labor in certain employment areas makes it difficult to hire the employees needed to increase production.	Failure by the Group to attract and retain talent could impact its product innovation, development, launch and production, and have a negative impact on its business, financial results and reputation. For more information on the program, policies and actions implemented by the Human Resources Department and the related results, see Chapter 4, section 4.3.3 "Valeo's non-financial risks", paragraphs "Risk related to attracting talent" and "Risk related to developing and retaining talent", pages 251 to 257. Attracting the highest performers is a key challenge for the Group amid a competitive environment undergoing a profound transformation. To meet its growth and development objectives, a recruitment organization system is in place in the form of Talent Acquisition Centers (TAC). They bring together all teams dedicated to scouting and attracting talent in a given country or region. The Group regularly reports on career opportunities and job vacancies through a variety of channels, particularly its website, as well as social networks and partnerships with higher education institutions including universities, engineering schools and business schools. A co-optation program has been put in place for employees. Ensuring that high-performing employees remain with the Group is also a key priority for Valeo. Wishing to facilitate quick and successful integration, the Group has developed an onboarding program called "Valeo Discovery" for its Managers and Professionals. Valeo's internal mobility policy is based on annual interviews as well as on "country mobility forums", which were launched in 2019. The aim is to better identify all employees looking for mobility opportunities and be able to place them in vacant positions across the country concerned. Since 2020, an annual Career Week has been organized and an Internal Mobility Charter has been drawn up to enable employees to accelerate their career paths. An e-learning platform was also rolled out within the Group to develop employees' skills. During the year, a worldwide mentoring program called "Grow Together", which brings together nearly 500 Group managers and leaders (of whom 51% are women), was rolled out to promote manager development. An ambitious compensation, career development and training policy is also a critical way of recognizing, developing and leveraging talent. Valeo seeks to encourage diversity when recruiting talent: in 2021, 27.7% of Managers and Professionals hired were women. The Group seeks to promote women to senior management positions with the aim of doubling the number of women on management committees to 32% by 2030. Progress on this objective is monitored and reviewed several times a year. In 2021, women made up 21% of management committees, compared to 19.5% in 2020. In a bid to remain attentive to its employees and improve their satisfaction, during the first quarter of 2021 the Group conducted a survey of all corporate employees, i.e., more than 35,000 people, which had a participation rate of 80%. The survey raised the issue of homeworking conditions in the context of the pandemic; the results of the survey highlighted the quality of managerial relations. Valeo has rolled out action plans in each country addressing local recruitment and employee loyalty issues, particularly in areas of full employment. The Group strives to recruit its blue-collar workers from the communities surrounding its plants. Wherever possible, it hires under permanent rather than temporary contracts while maintaining a certain degree of flexibility. It also adapts its teams' work schedules and ensures that new recruits are well integrated. The Group's compensation, training and career development policy is key to retaining blue-collar staff.

Risks related to the quality and safety of products and services sold

Risk categories	Potential impact on the Group and risk management
Regulations seeking to protect car users and/or defend the public interest, particularly in terms of the environment, are increasingly strict and checks that such regulations have been complied with are ever more frequent and thorough. The contractual commitments imposed by Group customers, which are also highly demanding, reflect the excellence they expect from their suppliers in terms of operational performance. If products sold by the Group were to prove defective, non-compliant or incompatible with applicable regulations, Valeo could be exposed to the following risks: • risk of liability warranty claims by its customers; • major recalls; • risk of individual or group liability claims in the event that such products are alleged to have caused damage to users and/or third parties; • risk of liability claims by its customers for breach of contractual commitments.	The Group's businesses, earnings and financial position as well as its image and reputation could be significantly affected. During the product design and development phase, the Research and Development and Quality Departments are in charge of managing these risks. These departments ensure that the product has a robust design and complies with customer specifications, standards and regulations. During volume production, the Purchasing, Industrial and Quality functions (see Chapter 1, section 1.5.6 "Operations", page 82), driven by the same total quality approach, look to ensure that components and materials purchased are appropriate and meet the requisite quality standards, and also make sure that production processes are stable. The measures described below illustrate this approach within the Quality network: • lessons learned from past incidents are used to revise definitions of the standards and processes concerned; • accelerated tests are carried out on products in abnormal conditions of use in order to identify any product weaknesses that could appear in the first three months on the road; • a system for collecting and analyzing returns at car dealer networks enables Valeo to identify weak warranty signals before the parts are physically returned or a customer alert is received; • an annual reassessment process for purchased components has been implemented with Valeo's suppliers to guarantee that all purchased parts match initial samples. Any discrepancies are monitored using a specific indicator; • safety- and regulatory compliance-related discrepancies relating to special product and process characteristics (SPPC) are monitored using an indicator that is updated weekly. The Group has taken out specific insurance policies to cover the risk that products may be recalled and protect itself against civil liability claims. However, it is uncertain whether these policies would be adequate to cover the full financial consequences of any such claims. In any case, criminal liability risk cannot be insured and certain coverage exclusions can be applied. The Group's insurance policy is presented in section 2.2 "Insurance and risk coverage" of this chapter, page 98. Provisions for customer warranties are set aside to cover the estimated cost borne by Valeo to replace the products covered by the various warranties granted to customers. These amounted to 401 million euros at December 31, 2021 (see Chapter 5, section 5.4.6, Note 8 "Other provisions and contingent liabilities" to the consolidated financial statements, pages 376 to 377).

Cybersecurity and IT systems failure risk

Risk categories	Potential impact on the Group and risk management
The Group depends on infrastructure and IT applications common to all of its businesses. These include procurement, production, distribution, billing, reporting and consolidation software, as well as new product design and development. Cybersecurity risks can include breaches of confidentiality, loss of integrity and/or availability of the data and/or transactions processed by the information systems (system malfunction, data theft, data destruction and loss of data integrity). These may result from external (attempted denial of service, attempted damage, attempted hacking, malware[(1)]) or internal (tampering, breach of rules, human error, breach of data confidentiality) threats. Valeo also faces other indirect social engineering-type threats such as "fake chairman" or "fake treasurer" fraud, blackmail and ransomware[(2)], as well as indirect threats resulting from third party access to its network, and subcontracting. In addition, the Group faces threats in relation to onboard systems and products, in their design phase and also in their operational and service phases, as the case may be. These threats are increasing with the rise of autonomous and connected cars.	All of these risks and threats could impact the Group's operations, its reputation and its profitability. To address these risks and threats, in 2016 the Group stepped up information system security by recruiting a Group Chief Information Security Officer, who reports to the Chief Financial Officer. The Chief Information Security Officer is responsible for the governance and continuous improvement of information system security policy, and particularly: • preventing risk by raising employee awareness, emphasizing a security “by design”[(3)] and “by default”[(4)] mindset and by stepping up audits of critical system components; • continuing the security program in order to bolster access control for persons and equipment, protect sensitive data and identify potential system weaknesses; • improving the detection of security incidents and the response model in accordance with the type of threat or its potential impact, and automatically blocking any apparent malware. Cybersecurity risks are managed across all geographies by a cybersecurity officer in each region and at each site. The program for vetting suppliers and more generally, for verifying external systems interfacing with the Group's information systems or managing data on the Group's behalf (SaaS)[(5)] has been stepped up to better take into account any associated risk, the needs of Valeo's customers, current and future legal and regulatory requirements, and the recommendations on information system security issued by various government organizations. All information system security rules are formally documented in an Information Systems Security Policy (ISSP), set out in an Information and Communications Technologies User Charter put in place by the Group and applied by all users. This charter is explained and illustrated in a practical guide that aims to raise users' awareness of the importance of safeguarding the Group's assets on a daily basis through the fair and responsible use of available IT resources. An additional program to raise employee awareness of emerging IT threats was rolled out in 2017 and, since 2020 also covers phishing[(6)]. An operational security improvement program is also being deployed to combat the new threats faced by industries, which includes advanced detection and threat intelligence[(7)] features. Products cybersecurity was enhanced in 2017 when the Group recruited a product cybersecurity officer to work in the Group Electronics Expertise and Development Services (GEEDS) center. The cybersecurity officer, who works closely with the Product Groups, and reports to the Group Chief Information Security Officer, is responsible for: • governance and continuous improvement of cybersecurity, including its organizational structure; • representing Valeo with international standard-setting groups and regulatory bodies such as UNECE, ISO and Autosar in the area of automotive cybersecurity, and developing an internal cybersecurity management system (policies, methodologies and standards) appropriate for the state-of-the-art auto industry; • verifying that the various Product Groups develop their projects in compliance with the internal methodology and standards; • capitalizing on the new developments by creating reusable software components to increase efficiency and robustness; • improving the Group's embedded cybersecurity expertise by rolling out an internal training plan, recruiting experienced individuals and developing external joint projects with higher education and research institutions.

(1) Malicious software used to contaminate information systems.
(2) Malicious software taking data hostage. Ransomware encrypts and locks files saved on computers and demands a ransom in exchange for a key allowing them to be decrypted.
(3) “Security by Design” (SbD) is a strategy to mitigate cybersecurity risks with processes "that build security into IT systems from the beginning using sound design principles, rather than trying to tack it on at the end," (NIST definition – National Institute of Standards and Technology).
(4) “Security by default” means processes are always applied whenever necessary, as for example in privacy scope, as required by GDPR.
(5) “SAAS” or “software as a service” is an application software solution hosted and operated outside the organization by a third party, also called a service provider.
(6) "Phishing" is a fraudulent technique intended to trick Internet users through the use of deceptive emails into revealing personal (log-ons, passwords, etc.) and/or banking data by pretending to be a trusted third party.
(7) “Threat Intelligence” refers to a body of expertise used to identify and analyze external IT threats to an organization on an ongoing basis.

Risk related to the loss of operational control of a site

Risk categories	Potential impact on the Group and risk management
For several years, the Group's growth has come from a high level of order intake as a result of its successful innovations. This makes it crucial to manage the risk relating to the loss of operational control and/or a decline in industrial performance.	Failure to anticipate growth trends, manufacturing performance adversely affected by the launch of new products, the inability of suppliers to provide sufficient capacity, and unexpected surges in customer demand could have operational, reputational and financial consequences for the Group. The Group's industrial strategy is rolled out in a growth environment shaped by numerous product launches, and is aimed at preserving that environment. This strategy involves: • managing capacity, in terms of plants, investments and human resources, as part of the yearly preparation and review of the medium-term business plan; • setting up multidisciplinary sites in order to generate synergies between sites and businesses, with "daughter plants" undergoing development or change assisted by more mature, "mother plants"; • benchmarking of processes, using industrial indicators such as cycle time and costs generated by quality issues; • defining, standardizing and digitizing procedures and applying the tools and methodologies of Valeo's production and logistics system; • selecting, training and supervising blue-collar workers, supervisors and managers; • setting up a crisis management unit where necessary.

Risks related to the automotive equipment industry

Risk categories	Potential impact on the Group and risk management
The Group's sales are directly dependent on the level of automotive production, which itself depends on registrations and automaker sales and production policies. In turn, these are influenced by a number of contextual factors linked to the geopolitical, macroeconomic and health situation. It should also be pointed out that supply contracts with automakers take the form of open orders, with no minimum volume guarantee.	A deterioration in the automotive market or a geopolitical conflict, as well as a change in regulations, customs, taxes or other barriers or restrictions to doing business in the regions in which the Group and its customers are present, particularly Europe, Asia or North America, could lead to a decline in the Group's earnings and/or to the default of some of its customers or suppliers, and could thereby affect Valeo's financial position. In the event of a deterioration in the automotive market or the relocation of automotive production, Valeo has the necessary expertise and resources to implement large-scale action plans in order to variabilize costs and safeguard the Group's cash position. The Group maintains a tight rein on costs, particularly by ensuring good workforce flexibility. Moreover, the Group has operations in 31 countries and its sales are generated in some 60 countries. The diversity of the Group's sales in terms of region, customer, brand and platform makes it less vulnerable to negative trends in one of its markets. In line with its development strategy, Valeo also seeks to ensure that its original equipment sales are well balanced. The Group's two largest customers in 2021 accounted for 29% of its original equipment sales, its five largest customers, 55%, and its ten biggest customers, 82%. Valeo also derives 12% of its sales from the aftermarket, which is less sensitive to fluctuations in the economy. The balanced geographic alignment of Valeo's businesses and its diversified customer portfolio are described in Chapter 5, section 5.1.1 "Business review", pages 314 to 316. Having dealt with the Covid-19 health emergency in 2020, Valeo's business in 2021 was affected by the electronic components crisis. While the health emergency led to a sharp deterioration in the automotive market in 2020, the electronic components shortage in 2021 has resulted in major disruptions to production in the regions where Valeo and its customers are based. Ultimately, activity levels in 2021 were up slightly year on year (up 3.4% according to IHS estimates as of February 14, 2022). In this context, the Group's priority is to secure its customer deliveries and its teams worked hard to supply all customers without the slightest interruption in production. However, the Group incurred additional costs linked to the price of electronic components as well as the extreme volatility of automakers' production programs (stop and start), which resulted in an increase in inventories. Valeo is currently negotiating with its customers in an effort to obtain compensation and thereby limit the impact of these disruptions on the consolidated financial statements.

Supplier and supply chain failure risk

Risk categories	Potential impact on the Group and risk management
In purchasing primarily specific products, Valeo is exposed to the risk that one of its suppliers fails to deliver on schedule the quantities required, or that the products supplied fail to meet the requisite quality standards.	*Supplier failure risk* Failure of one or more of the Group's major suppliers in this respect could cause interruptions to suppliers and prevent the Group from delivering to its customers, or cause returns of products under warranty or product recalls. This would also generate additional costs (exceptional transportation costs, deterioration in the supplier's production facilities or financial difficulties of the supplier). The Group's earnings and financial position could be affected. Supplier failure could result: • from Valeo growing on innovative markets, thereby leading it to increase its share of business among an optimal number of suppliers; • from a structural change in automotive markets and the disappearance of certain products, which could immediately impact a supplier's financial staying power if that supplier were unable to reposition itself on other markets; • or from an economic crisis, such as the 2020 health crisis, if it were to last longer than the supplier's cash resources. At the date of publication of this Universal Registration Document, the support measures put in place at a local level have limited the number of failures. The Group ensures secure relations with its suppliers through: • a solid risk identification and monitoring process for each new contract and new business awarded, as well as for new suppliers with a long history with recently consolidated entities; • continuous monitoring of the supplier base in accordance with supplier risk assessment procedures based on criteria including financial and management criteria, dependence on Valeo, integration and quality, as set out in IATF standard 16949[1]; • a watchlist of high-risk suppliers, who are monitored monthly by the Group Purchasing Committee. Emergency stockpiles are built up where necessary and/or additional production facilities launched; • a product civil liability insurance program for its suppliers. Each supplier can subscribe and thereby meet the Group's coverage standards in terms of product defect risks. As a result, they are covered against any harm they may cause Valeo as a result of the products they supply; • diversified supply streams in order to mitigate supplier failure risk as much as possible while maintaining acceptable economic conditions. Since the supply capacity of certain businesses is limited, particularly electronic components, Valeo may be exposed to inadequate capacity leading to production allocation issues. To address this, production purchases are made with a broad range of suppliers, with several suppliers for each business and in each region where necessary and where possible. Ninety-five percent of Valeo's needs are handled by 2,166 suppliers. The Group's biggest supplier accounts for 2% of its purchases, its five biggest suppliers, 7% and its ten biggest suppliers, 10%. Following the recent capacity crisis for certain electronic components, a detailed action plan has been put in place involving the Purchasing Department, Research and Development Department, and the Industrial Department. Under this plan, the Group's projected requirements are to be communicated to its supplier database and the purchasing strategy is to systematically factor in purchases of components in product designs. Valeo is highly involved with its suppliers, in particular to continually improve the quality of the products it delivers to automakers. This does not mean, however, that there are ownership links between Valeo and its suppliers.

(1) The International Automotive Task Force (IATF) standard 16949 has replaced ISO TS 16949.

Risk categories	Potential impact on the Group and risk management
The Group's supply chain and delivery procedures apply worldwide and incorporate all physical and information flows throughout the logistics process, upstream and downstream of plants and warehouses. A breakdown in this chain arising from either internal or external factors – whether regarding supply, transportation or logistics – exposes the Group to the risk that it will be unable to deliver on schedule the quantities required, or that the products supplied fail to meet the requisite quality standards.	***Supply chain failure risk*** Failures in the supply chain could lead to production line interruptions and production stoppages at automakers. This would also generate additional costs (exceptional transportation, financial and commercial penalties due to customer production stoppages). The Group's earnings and financial position could be affected. A failure in the supply chain could result: • either from internal events such as a failure to place orders or a miscalculation of requirements, poor anticipation of transportation capacities, delays in the configuration of flows, or internal transportation and logistics accidents; • or from external events such as natural disasters, pandemics, political crises, conflicts, strikes, cyber attacks, accidents or attacks on means of transportation, as well as the lack of transport supply or the global shortage of a commodity (e.g., electronic components). The Group manages this risk using various processes: • the application of safety guidelines regarding traffic, handling equipment and storage in racks in order to limit the risk of internal accidents; • an "inbound material flow strategy", which is designed to take control of long-distance transportation flows, while locating returnable supplier inventories as close as possible to where they are needed, provided this is permitted by applicable laws and regulations; • supply chain checklists. These allow Valeo to verify that logistics processes have been implemented throughout projects, by systematically applying the Group's logistics standards and failure mode analyses to the supply chain; • securing supplier capacities through the "early open order" process; • the entire strategic, operational and execution planning process, which now covers 24 months in advance; • a formal document listing Valeo's supply chain and logistics requirements. This document is sent to all suppliers of primary materials and parts; • the logistics protocols signed by Valeo with its production suppliers; • the transportation protocols signed by Valeo with its hauliers; • the information systems that update inventory movements, cyclical inventory standards and the specific control reports from these systems (inventory coverage, transit operation tracking, etc.); • supervision of transportation flows by means of haulier alerts; • the "Logistic Red Alert" process, which now incorporates alerts related to tier 2 suppliers; • the task force focused on high-risk technologies within the Electronics segment, which decides on requirements and resources for all Group sites. In 2021, intercontinental transportation capacities were severely affected by the health crisis, leading to closer monitoring of transit operations and an increase in supply loops. In response to the capacity crisis for certain electronic components, coordination efforts were deployed to ensure the best possible use of resources and to protect the Group's customers.

2.1.2 Legal risks

Intellectual property risks (patents and trademarks)

Risk categories	Potential impact on the Group and risk management
The Group is subject to the major risk of infringement of its patents and trademarks. It may: • result from actions by third parties against Valeo's patented products or manufacturing processes; • be committed involuntarily by Valeo as a result of the time it takes for patents filed by third parties to be published. Claims might also be filed against Valeo by non-practicing entities (NPEs). In addition, the emergence of connectivity and software into the automotive industry is increasing the number of patent holders, particularly holders of standard-essential patents, to be monitored. On account of their growing visibility, Valeo's brands are also exposed to infringement risk, particularly in Asia and the Middle East.	Infringement by third parties has an immediate adverse financial impact. It can also harm Valeo's reputation if the quality of the counterfeit products is lower than that of Valeo's products. In the event of voluntary infringement by Valeo, products under development or even recently brought to market could also be impacted. Valeo may have to increase the Research and Development expenditure for the project, or negotiate a license for the patented item. Valeo's industrial expertise and the innovations generated by the Group's research are covered by patents to protect its intellectual property. Valeo is therefore a significant patent filer, with 1,448 new inventions patented in 2021. These patents, covering the major automotive markets, provide the Group with an effective weapon against infringement. Several years ago, the Group implemented measures to identify the different cases of infringement of its patents and trademarks by third parties: • in terms of trademarks, online marketplace surveillance and customs surveillance have both been set up in various countries including China, so that the Group can be alerted to questionable imported and/or exported products; • in terms of patents, the Group systematically monitors potential infringements in its four Business Groups and in Valeo Service. This involves keeping a close watch on product launches at trade shows across the globe and particularly in Europe, the United States and China. Valeo vigorously defends its rights against any such infringements and, based on the results of its monitoring procedures, takes court or administrative action to put an end to the practice and sanction the infringement of its intellectual property rights. Regarding activities related to autonomous vehicles and connectivity, particularly in terms of software, Valeo is building up its teams of intellectual property engineers in order to bolster protection and oversight in these fields. The risk of involuntary infringement by Valeo is managed by the Research and Development Department's Intellectual Property unit. There is an Intellectual Property unit in each Business Group, as well as in the regions where research and development activities are most significant. Its aim is to put into practice the principle set out in the Group's ethical rules and to only offer customers products that are freely marketable to the best of Valeo's knowledge as drawn from regular reviews of competitors' patents while new products are being developed. Provisions for employee-related and other disputes notably cover intellectual property disputes (see Chapter 5, section 5.4.6, Note 8.1 to the consolidated financial statements, “Other provisions”, pages 376 to 377).

CLAIMS, LITIGATION, AND GOVERNMENTAL, LEGAL AND ARBITRATION PROCEEDINGS

Proceedings arising within the ordinary course of business

In the ordinary course of the Group's operations, certain entities may be involved in legal proceedings. Lawsuits have been brought by certain current or former employees for asbestos-related damages, or on the grounds of previous asbestos exposure. Almost exclusively in France, employees exposed to asbestos in the Group's plants could have developed an illness as a result of this exposure. If such illnesses were considered as occupational illnesses by health insurance funds, the employees concerned could bring a claim against Valeo (as their employer) for inexcusable misconduct (*faute inexcusable*). If the claim of inexcusable misconduct and the occupational nature of the illness are confirmed, Valeo will be required to pay compensation to claimants and any beneficiaries as well as the increase in the annuity awarded by the primary health insurance fund (*Caisse Primaire d'Assurance Maladie*).

In 1999, French law introduced an early retirement scheme for workers having been employed at sites officially recognized by decree as having contained asbestos. Under certain conditions, the workers concerned are entitled to early retirement. Pursuant to rulings previously handed down by the Supreme Court (*Cour de cassation*), many former employees have brought claims against Valeo before the French Labor Court (*Conseils de prud'hommes*) seeking damages for anxiety regarding an asbestos-related illness.

Other claims may be filed against Group companies, for example by their employees or by the tax authorities.

Each of the known cases involving Valeo or a Group company is examined at the end of the reporting period and the provisions deemed necessary based on the advice of legal counsel are set aside to cover the estimated risks.

Provisions for employee-related and other disputes notably cover risks relating to former employees, particularly in connection with asbestos. A provision is also set aside for tax disputes.

Even though the outcome of outstanding lawsuits cannot be foreseen, at the date of this report Valeo considers that they will not have a further material impact on the Group's financial position.

Antitrust investigations and resulting proceedings

At the end of July 2011, antitrust investigations were initiated against numerous automotive suppliers (including Valeo) by the US and European antitrust authorities in the area of components and systems supplied to the automotive industry (see Chapter 5, section 5.4.6, Note 8.2 "Antitrust investigations" to the consolidated financial statements, page 377).

In the United States, the Department of Justice and Valeo's Japanese subsidiary, Valeo Japan Co. Ltd, reached a settlement of the Department of Justice's investigation into conduct involving climate control products on September 20, 2013 as part of which Valeo Japan Co. Ltd agreed to pay a fine of 13.6 million US dollars. The settlement agreement, which was ratified by the United States Court for the Eastern District of Michigan on November 5, 2013, terminated any proceedings by the US federal authorities against the Valeo Group for practices that came to light during their investigations. Separately, the Department of Justice investigated conduct involving access mechanism products, but granted Valeo amnesty and so did not fine Valeo for this conduct.

Also in the United States, three class actions were filed by automotive dealers, direct purchasers, and automotive end-payers against Valeo Group companies with the United States District Court for the Eastern District of Michigan, for alleged antitrust violations involving the sale of climate control products. Each of these class actions was settled with court approval. Separately, Valeo reached court-approved settlement agreements in connection with two prospective actions relating to access mechanisms over which automotive dealers and end customers were threatening to file claims. Certain customers opted out of the aforementioned US settlement agreements, and Valeo has reached settlements with some of these customers.

In Europe, the European Commission issued a decision on March 8, 2017, fining certain automotive air conditioning and engine cooling suppliers for conduct involving thermal systems products. Valeo was fined a total of 26.8 million euros. On June 21, 2017, the European Commission issued a further decision fining automotive lighting system suppliers and marking an end to all its investigations involving Valeo. Valeo was among those identified by the Commission in the automotive lighting system case, but was granted immunity and was therefore not fined.

Valeo is in contact with a number of European automakers regarding claims for damages resulting from the European Commission's proceedings. One of those, BMW on November 25, 2019, filed a complaint with the Munich Regional Court in Germany, naming Denso and Valeo and seeking compensation for alleged damages based, in Valeo's view, on unfounded claims related to conduct identified in the European Commission's March 2017 Thermal Systems decision. The first hearing before the Munich Regional Court was scheduled for July 14, 2021.

There were no developments in the ongoing class actions in Canada. The Group is not aware of any findings or conclusions that could have adverse consequences for Valeo.

Additional actions for damages can or may be brought further to the aforementioned antitrust investigations. The Group sets aside provisions whenever the payment of compensation is likely and can be quantified.

2.1.3 Financial risks

Valeo's Financing and Treasury Department (part of the Finance Department) proposes and implements rules on managing financial risks. These risks are generally managed centrally by the parent company. Financing, investment, risk identification and hedging strategies are reviewed each month by the Group's Finance Department.

The Financing and Treasury Department is supported by, among other things, a treasury management system that constantly monitors the main liquidity indicators and all of the financial derivatives used at central level to hedge commodity, currency and interest rate risks. Valeo's Finance Department receives periodic reports about market trends and the liquidity, commodity, currency, interest rate and counterparty risks incurred by the Group, as well as hedging operations implemented and their valuation.

Commodity risk

Risk categories	Potential impact on the Group and risk management
The Group uses a variety of raw materials for its industrial operations, including non-ferrous metals, steel, plastics and rare-earth metals. Commodity prices can fluctuate owing to the structural capacity of supply and/or international geopolitical relations.	This risk could have a major impact on the Group. As the Group may not always be able to pass on the full extent of a rise in raw material prices to its customers, this may have an adverse effect on its earnings. See Chapter 5, section 5.4.6, Note 9.1.4.2 "Fair value of commodity (non-ferrous metals) derivatives" to the consolidated financial statements, page 390.

Foreign currency risk

Risk categories	Potential impact on the Group and risk management
As the Group conducts its business in an international environment, Group entities conducting cross-border operations may be exposed to operational currency risk, resulting from purchases or sales of products or services in currencies other than their functional currency. The financing needs, met by intra-Group borrowings, of foreign subsidiaries outside the eurozone expose some entities of the Group to financial currency risk. This risk corresponds to the risk of changes in the value of financial receivables or payables denominated in currencies other than the functional currency of the borrowing or lending entity.	The Group's earnings may be adversely impacted in the event of significant fluctuations in certain currencies. See Chapter 5, section 5.4.6, Note 9.1.4.1 "Fair value of foreign currency derivatives" to the consolidated financial statements, pages 388 to 389.

2.2 Insurance and risk coverage

The Group's insurance strategy is combined with a strong risk prevention and protection approach and coverage includes major claims.

With the aim of optimizing insurance costs, the Group self-insures risks that are likely to recur frequently, but that are not deemed financially material.

The Group pools and thereby reduces its risks in worldwide insurance plans taken out in each country in accordance with local rules, guaranteeing uniform quality and coverage level for the Group's risks throughout the world. This strategy also contributes to reducing volatility of costs and coverage.

All Group companies are insured by first-rate insurance companies for all major risks that could have a material impact on their business, earnings, assets and liabilities.

The risks covered include:

- property damage: insured events relate to technological risks (in particular fire, explosion, machine breakage and electrical damage) as well as natural events (in particular wind, floods and earthquakes). Property is insured on the basis of the replacement cost of buildings, equipment and inventories;
- business interruption: this covers any cases where activity is interrupted or reduced following an event insured under property damage coverage, or by extension, one of the following events with specific sublimits: physical impossibility of accessing a site, client or supplier deficiencies and loss of energy supply. Business interruption is insured on the basis of loss of gross margin;
- Group liability for all kinds of damage caused to customers and third parties. The Group also takes out insurance to cover the financial consequences of any liability it incurs due to damage of any nature caused by its products, as well as the financial consequences of product recall campaigns that may be carried out by automakers;
- IT system security infringements;
- goods and equipment transportation and business interruption following transportation incidents;
- liability towards employees for occupational illnesses and accidents.

Property damage and business interruption events are sufficiently covered to meet the estimates drawn up by the Group's insurers during their annual prevention/protection audits with regard to the maximum possible number of claims that they could receive. Valeo endeavors to optimize the part of its insurance coverage which is subject to sublimits by current practice and restrictions common to the insurance and reinsurance markets. In particular, special attention is given to coverage of natural events.

In 2021, the general liability insurance policy provided coverage in line with the continental insurance market's highest standards. With regard to the recall policy, Valeo pays 8 million euros per claim per year through its reinsurance subsidiary, above and beyond the applicable deductibles.

Insurance is adjusted each year and cover is extended where necessary in order to best protect the Group's exposures, taking into account the constraints and limits of the insurance and re-insurance markets.

The Group also took out an insurance policy allowing each production supplier to contract insurance with appropriate coverage and amounts so as to protect themselves against any damage they could cause Valeo as a result of the products they supply. This policy now covers a significant panel of suppliers.

2.3 Internal control and risk management

The Board of Directors has asked the Group Internal Audit and Control Director to describe in this section the internal control and risk management procedures in place in accordance with the reference framework and the Application Guide prepared in 2010 under the aegis of the French financial markets authority (*Autorité des marchés financiers* – AMF).

The Group's comprehensive risk management system can be illustrated in accordance with the IIA's (Institute of Internal Auditors) Three Lines model. It outlines the responsibilities of the Group's different governance bodies and defines the roles and relationships between the different functions.

Board of Directors

The Board of Directors defines the composition and the responsibilities of the Audit & Risks Committee, and its modus operandi.

Audit & Risks Committee

The Audit & Risks Committee oversees the effectiveness of the risk management and internal control systems within the Group. It regularly reviews the risk mapping of the main risks identified by General Management, the results of the operation of the risk management and internal control systems and the relevance of the risk monitoring procedure. It also ensures that appropriate action plans have been implemented to mitigate any problems and weaknesses identified.

General Management

General Management sets strategic guidelines, arbitrates the allocation of resources to the Business Groups/Product Groups and Valeo Service, develops synergies between the Business Groups and National Directorates through the functional networks, and ensures that internal control procedures are duly in place.

Risks Committee

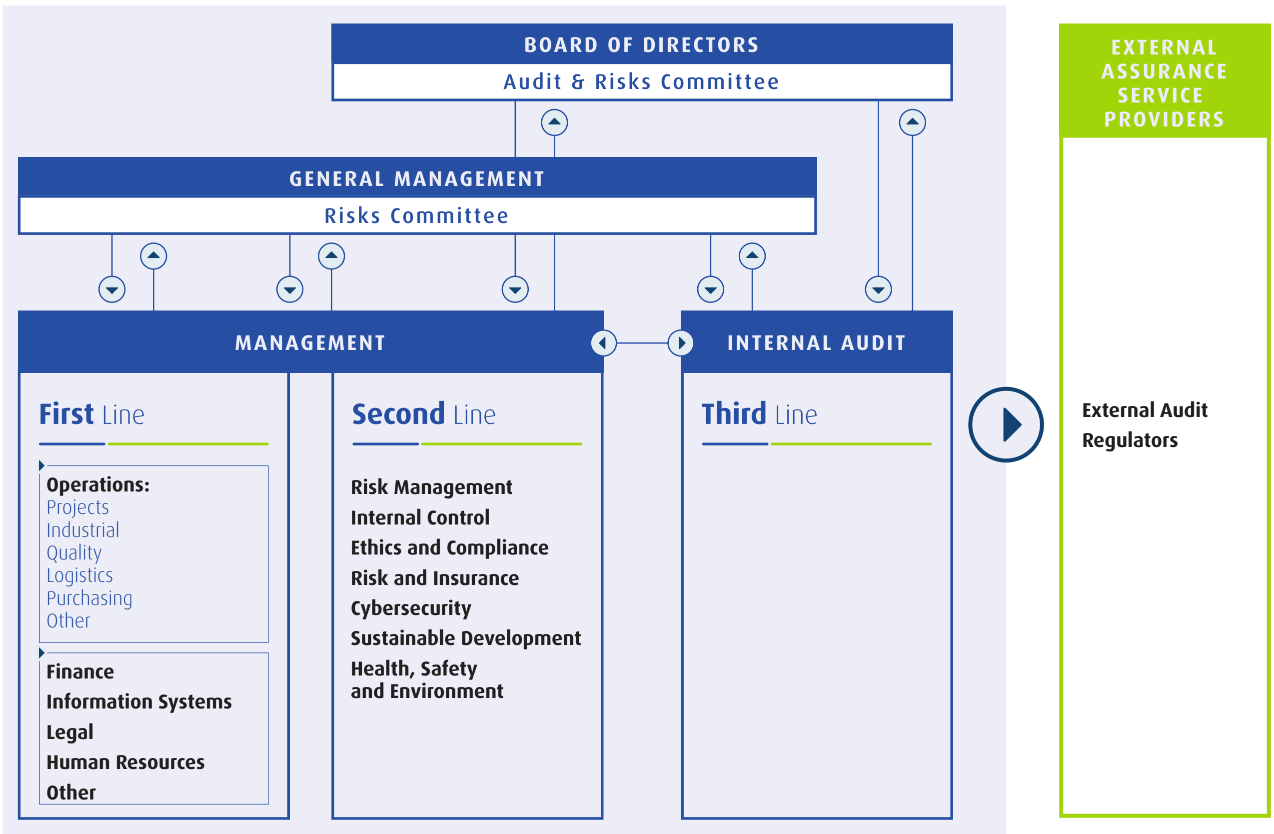
The Risks Committee coordinates the risk management process, reviews risk mapping and heads up the dynamic risk management system.

External assurance service providers

External auditors report on any material internal control weaknesses with regard to the procedures for preparing and processing accounting and financial information. This is part of their annual statutory audit and consolidated/parent company financial statement certification engagement.

The regulators also play a part in reinforcing existing risk management procedures.

2



Management

Management is responsible for achieving the Group's objectives.

The **Business Groups, Product Groups, Valeo Service** and **National Directorates** verify the performance of operational entities and provide entity coordination and assistance. Each manager is directly involved in implementing internal controls and is responsible for assessing and mitigating risks associated with the processes falling within his/her remit.

The First-Line and Second-Line functions and the Internal Audit Department work in close cooperation, maintaining an ongoing dialog with each other.

First line

The **First-Line operational and support functions** are directly linked to the supply of products and services to customers, and they coordinate and implement the actions necessary to achieve the Group's objectives, including risk management.

For example:

- The **Quality Department** implements the "zero defects delivery" quality policy and tools needed to meet targets and ensure that the sites meet the latest quality assurance standards for the sector;
- the **Finance Department** provides the tools and designs the procedures needed to monitor and control the Group's businesses and to ensure the Group's financial risks are duly managed;
- the **Legal Department** ensures that transactions are conducted in full compliance with legislation and the Group's procedures.

Second Line

The Second-Line functions are responsible for coordinating the overall risk management framework, providing additional expertise and assisting the First-Line stakeholders. These functions may be given specific objectives:

- the **Risk Management** function, whose role is to keep the risk maps up to date and to oversee the active management of risks;
- the **Internal Control Department**, whose role is to ensure the internal control system is consistent and deployed at all of the Group's sites;
- the **Ethics and Compliance Office**, whose role is to put in place, manage and coordinate the Compliance Program;
- the **Risk and Insurance Department**, whose role is to contribute to the management policy for insurable risks and oversee its application, and take out global insurance covering the risks relating to Valeo's businesses;
- the **Health, Safety and Environment Department**, whose role is to apply the Group's risk management policy in terms of environment, safety and security and certification (ISO 14001, OHSAS 18001 and ISO 50001) across all sites.

Third Line

Internal Audit provides assurance, independent advice and objectives concerning the appropriateness and effectiveness of the governance structure and risk management system in place within the Group. It carries out financial, IT and cross-functional audits of all Group entities to ensure that procedures are duly applied.

2.3.1 Internal control and risk management – Definitions and applicable standards

Definition

Risk management is a comprehensive system for identifying, assessing and managing risks of all kinds, involving risk mapping and action plans to address these risks. The methodology and the main risks to which the Group is exposed are described in Chapter 2.1 "Risk factors", pages 86 to 97.

Internal control as defined by the Group is the process implemented by management and employees to provide reasonable assurance regarding the due and proper management of operations with regard to the following objectives:

- reliability of financial and management data;
- compliance with applicable laws and regulations;
- implementation of guidelines and strategies set by General Management;
- adequate functioning of the Company's internal processes, particularly processes to help safeguard its assets;
- risk management;
- effectiveness and efficiency of operations.

As with any control system, Valeo's risk management and internal control procedures cannot provide absolute assurance that the Group's objectives will be achieved and that all risks will be eliminated. The purpose of the system put in place by Valeo is to reduce the probability of incidents occurring and their potential impact.

Applicable standards

Valeo refers to the international standards of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to define and continuously improve its overall risk management system.

The Group has adopted a definition of internal control in line with the COSO findings published in 1992 in the United States. There are no significant discrepancies between Valeo's internal control organization and the procedures and principles described in the reference control framework and the Application Guide set out by the AMF.

2.3.2 Scope of internal control and risk management

Valeo's overall risk management procedures are applied to the entire Valeo Group, defined as the parent company Valeo and all of its fully consolidated subsidiaries (see Chapter 5, section 5.4.6, Note 3 "Scope of consolidation" to the consolidated financial statements, pages 337 to 340).

2.3.3 Components of the Group's internal control and risk management system

Valeo's internal control procedures are based on the five components defined in the COSO framework.

Control environment

The control environment sets the tone of an organization, influencing the level of awareness of its employees to the need for controls within the Group.

Valeo's internal control system – which falls under the Board's supervision, but operates entirely independently – is organized around a multi-tier operational structure: General Management, Group functional departments, Business Groups/Product Groups, Valeo Service, National Directorates and operational entities. General Management sets strategic guidelines, arbitrates the allocation of resources to the Business Groups/Product Groups, and develops synergies between Business Groups and National Directorates in the functional networks. The Business Groups/Product Groups, Valeo Service and the National Directorates control the performance of the operational entities and play a key role of coordination and support between the entities, notably with regard to the pooling of resources, the allocation of Research and Development expenditure and the optimization of production among the different industrial plants. Each level is directly involved in implementing the internal control system. For this purpose, the Group has established operating principles and rules with appropriate delegations of powers, starting with those of the Chairman and Chief Executive Officer, which precisely define the areas and levels of decision-making and control for each operational manager.

Valeo's self-imposed policies and behavioral principles are set out in its Code of Ethics, which aims to ensure that Valeo operates in accordance with national and international rules of ethics and law. The code places major emphasis on upholding fundamental rights with respect to the prohibition of child labor, the fight against discrimination and harassment, occupational health and safety, diversity, and promoting the employment of disabled workers (see Chapter 4, section 4.5.4 "Employee-related commitments", pages 286 to 293). It also highlights the Group's commitment to sustainable development, based on respect for the environment and the relentless drive for environmental protection, both of which are a priority for the Group. Lastly, the Code of Ethics deals with social issues and integrity in business conduct, the fight against corruption and anti-competitive practices. These values are also broken down in the Valeo Business Partners Code of Conduct, which explains the Group's expectations of its business partners in terms of integrity and ethics. Available on the intranet and translated into 26 languages, the Code has been sent out to all of the Group's employees. It is also available on Valeo's website (www.valeo.com).

Capitalizing on its Code of Ethics and its culture of integrity, the Group has implemented a compliance initiative since 2012 under the aegis of the Ethics and Compliance Office, which created four in-depth programs tailored to the regulatory requirements of each country in which Valeo does business. The programs are dedicated to the fight against corruption and anti-competitive practices, compliance with regulations on export control and economic sanctions, and data protection.

The anti-corruption program (described in Chapter 4, section 4.1.4 "Sustainable development policies", paragraph "Compliance Programs", pages 226 to 227) is based on annual and mandatory training campaigns for all Group Managers and Professionals. In 2017, the entire program was reviewed in order to bring it up to date with the provisions of France's Sapin II law[1]. In particular, the Group drew up a specific corruption risk map, carried out specific audits, and now continues to roll out action plans aimed at reducing these risks. The section of the Code of Conduct concerning the prevention of insider trading and the notification procedure for those affected has been in place since the entry into force of EU Regulation No. 596/2014 on market abuse (see Chapter 3, section 3.2.2 "Preparation and organization of the Board of Directors' work", pages 140 to 151).

A data protection compliance program has also been set up in accordance with global regulations, in particular the General Data Protection Regulation (see Chapter 4, section 4.1.4 "Sustainable development policies", paragraph "Compliance Programs", pages 226 to 227).

Risk management and assessment

The overall risk management system is designed to ensure the ongoing identification, prioritization, management and analysis of risks that may prevent Valeo from carrying out its strategy or meeting its objectives.

During the risk mapping process, risks are reviewed in depth and their impact and likelihood of occurrence are assessed. The risk assessment criteria are detailed in section 2.1 "Risk factors", pages 86 to 97. By prioritizing risks, action plans can be drawn up for identified risks to improve risk management and control, by acting on their impact or on their likelihood of occurrence.

Risk management procedures are coordinated by a Risks Committee made up of ten permanent members: the Deputy Chief Executive Officer; the Chief Financial Officer; the Group Risk and Insurance Director; the Group Accounting Director; the Group Internal Audit and Control Director; the Vice-President, Corporate Strategy and External Relations and Senior Vice-President, Research & Development and Product Marketing; the Chief Ethics and Compliance Officer; the Senior Vice-President, Human Resources; the General Counsel and General Secretary; and the Senior Vice-President, Communications. The committee met six times in 2021 and was mainly tasked with reviewing the risk mapping process and the procedures in place to address those risks. For each major risk in the risk map, a risk owner is identified. The risk owner reports to a member of the Risks Committee and his or her role is to (i) assess the criticality of the risk and the effectiveness of the associated risk control procedures, and monitor changes in the risk on the basis of key indicators, and (ii) identify and implement action plans to manage the risks where appropriate.

Risk monitoring by the Business Groups and National Directorates enhances the dynamic risk management implemented by the Risks Committee. Along with the functional networks, the Business Groups and National Directorates are responsible for assessing and managing risks within their remit, and for ensuring compliance with local regulatory requirements. They are also responsible for ensuring that guidelines and recommendations defined at Group level are properly applied throughout their operational entities. The Group therefore has a global view of risks.

Risk mapping gives rise to an annual update approved by the Risks Committee, based on a detailed analysis of the major risks and monitoring carried out by the risk owners. The findings of the latest update were presented to the Audit & Risks Committee at its meeting on November 25, 2021. A 2022 audit plan was defined on the basis of these findings, with a focus on the most acute risk areas.

The major risks identified and the procedures for managing these risks are presented in section 2.1 of this chapter "Risk factors", pages 86 to 97. They are:

- operational and strategy risks, which include in particular risks related to changes in the technological environment, risks related to the development and launch of new products, risks related to attracting and retaining talent, risks related to the quality and safety of products sold, cybersecurity and IT systems failure risk, risks related to the loss of operational control of a site, risks related to the automotive supply industry, and risks related to supplier and supply chain failure;
- legal risks, which include risks related to intellectual property (patents and trademarks);
- financial risks, which include commodity and foreign currency risks.

Control activities

Control activities are the policies and procedures that help ensure that General Management directives are carried out. They are performed throughout the organization, at all levels and in all functions with the aim of mitigating the risks described above.

The Group has a Financial and Administrative Manual that contains all the financial management procedures. It is used throughout the operating departments on a daily basis and is divided into four main sections defining the rules relating to:

- internal control;
- management control;
- accounting: how the main items of the statement of financial position and income statement should be measured and presented;
- cash management: payment procedures and cash from operations.

(1) Law No. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization, known as the Sapin II law.

Every year, letters of representation regarding compliance with the Group's internal control and management guidelines are drawn up at the different levels of the operational organization. At the end of 2021, the National Directors and National Financial Directors, the Financial Directors of the Shared Services Centers (SSC), as well as the Financial Directors and Controllers of the operational entities all signed these letters of representation.

In addition to the Financial and Administrative Manual, the functional departments have implemented special rules and procedures that are consistent with financial and management standards:

- CPM (Clean Project Management), including the Constant Innovation Charter, which defines the way to manage development projects;
- marketing procedures and sales practices;
- human resources procedures;
- ethics and compliance rules that define the principles that all the Group's employees must comply with while conducting business and completing work related to their position and level of responsibility;
- purchasing procedures that set down the Group's strategy and objectives for purchasing and its supply base, as well as the rules that buyers and all stakeholders must follow throughout the purchasing process;
- the Risk Management Manual on security, safety, health and the environment, as well as the Insurance Manual;
- legal procedures that set down the principles with which the Group must comply, mainly laws and regulations applicable in the countries where the Group operates, the Group's contractual obligations and the rules protecting the Group's intellectual property;
- rules for using new information technologies.

Details of these rules and procedures can be consulted on the Group's intranet by the staff concerned.

As regards quality, Valeo has set its own standard – Valeo 5000. In addition, the Quick Response Quality Control (QRQC) method ensures the prompt implementation of corrective action, and the Lessons Learned Cards (LLC) process enables the Group to monitor best practices and explore avenues for improvement. These changes were incorporated into product standards and processes through the RAISE (Robustness Accountability Innovation Standardization Expertise) customer feedback consolidation process.

For the past decade, the Group has organized Valeo Finance Academy seminars with the aim of developing internal control and financial management skills. By combining modules (on accounting, cash flow, management control and internal control) with case studies and simulations, these yearly training sessions help the Group's younger financial managers to get better acquainted with the methods and tools used in financial control.

Information and communication

Pertinent information must be identified and communicated in a form and timeframe that enable all of the Group's staff to carry out their responsibilities and perform the checks required of them. The information originating from the management system is analyzed and circulated once a month to all operational personnel. A monthly summary is then presented to the Group's Operations Committee, comprising the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and 12 other functional or operational directors.

Steering the internal control system

The internal control system is jointly monitored and steered by General Management, the Risks Committee, and the Internal Audit and Control Department, with support from the functional departments, as well as management teams at the Business Groups/Product Groups, Valeo Service and the National Directorates.

The internal control system is audited by the Internal Audit and Control Department. This department is tasked with carrying out assignments within the Group to ensure that the procedures are implemented, the performance indicators are calculated in accordance with the rules of the business lines and the processes are effective. The tasks set out in the annual audit plan are set down based on the risk map. For 2021, Internal Audit performed financial and IT audits of the operational entities and shared services centers (finance and accounting), as well as cross-functional audits examining R&D and project activities and flows of purchased materials.

In 2021, the Internal Audit Department's Anti-Fraud Unit also performed more than 100 specific investigations following allegations of fraud received by email or letter (most of them anonymously) or via the whistleblower hotline put in place in February 2014. These allegations were handled by a dedicated audit team under the responsibility of the Group's Fraud Investigation Officer. The Alerts Committee, made up of the Chief Financial Officer, the General Counsel, the Senior Vice-President, Human Resources, the Chief Ethics and Compliance Officer and the Group Internal Audit and Control Director, was informed of the detailed findings of the investigations carried out by the Internal Audit Department, which decides on the actions to take and sanctions to apply in the case of actual fraud. An alerts report is also presented at least twice a year to the Audit & Risks Committee.

Recommendations for critical issues identified during the various assignments carried out by Internal Audit are put forward to the audited entities and Shared Services Centers (SSC), which are subsequently required to implement appropriate action plans. Internal Audit's work and findings, as well as the progress made with the action plans in the audited entities, are presented to the Audit & Risks Committee every year in accordance with the Committee's internal procedures.

The Internal Audit Department is certified by the French Institute of Audit and Internal Control (IFACI) in accordance with the profession's international standards.

The application of Valeo's quality, industry, project management and safety standards is regularly checked via VAQ (Valeo Audit Quality) audits, and the environmental and safety aspects are overseen by the Health, Safety and Environment Department. Valeo has thus launched a certification program for its manufacturing plants in accordance with the ISO 14001 standard (relating to environmental management) and the ISO 45001 standard (concerning occupational health and safety).

At December 31, 2021, 140 plants had been certified ISO 14001 and 128 plants had been certified ISO 45001, out of a total of 144 eligible plants. The percentage of ISO 14001 and ISO 45001 certified plants is therefore 97% and 89%, respectively. In 2013, Valeo launched a certification program for its manufacturing plants in accordance with ISO 50001 (relating to energy management systems). At December 31, 2021, 45 plants (31%) had been certified ISO 50001 out of a total of 144 eligible plants (see Chapter 4, section 4.5.3 "Environmental commitment", paragraph "ISO 14001, ISO 45001, ISO 50001 certification audits", page 275).

2.3.4 Organization of internal control and description of the assessment process

The Internal Control Department reports directly to the Internal Audit and Control Department. At the end of December 2021, it was made up of a team of 15 people, exclusively dedicated to internal control at Group and regional level. In 2021, the main role of the regional controllers was to assist the Group Internal Control Director in overseeing the internal control self-assessment campaign and ensuring best practices are applied uniformly across the regions with the support of the Business Groups and National Directorates.

The Group has developed a self-assessment process based on a questionnaire in order to measure and assess correct implementation of existing internal control procedures throughout all of its operational entities.

In 2021, the self-assessment questionnaire was rolled out, focusing on the following seven processes: accounts closing; sales, receivables management and payments received; production purchases, payables management and payments made; monitoring of fixed assets; monitoring of inventories; payroll and human resources; and cash flow. The self-assessment campaign involved 315 operational entities including 15 finance Shared Services Centers (SSC).

As part of the campaign, rules for documentation and testing (size of the sample used) were set so as to ensure reliability and uniformity of the tests carried out in the entities. A special database of internal control best practices has been posted on the Group's intranet.

A report of the initiative implemented in 2021 was presented to the Audit & Risks Committee on November 25, 2021. The results make it plain that internal control standards and the assessment procedure have been significantly improved, owing mainly to the department's greater visibility and efficiency, thanks to the establishment of clear objectives, the increased use of information systems and regular additions to department staffing.

The areas for improvement for the Group's internal control and risk management procedures are presented in section 2.3.6 "Outlook" of this chapter, page 105.

In addition to the internal control self-assessment and the implementation of action plans, Valeo has rolled out a procedure aimed at reviewing user profiles and access controls for the integrated accounting software package used within most of the Group's entities. The aim of this process is to ensure that the rules relating to separation of tasks laid down by internal control are applied consistently across all operational entities and Shared Services Centers (SSC). Using matrices that show incompatibilities for each of the processes, standard user profiles respecting the principles for separation of tasks have been defined and deployed. Whenever the package is deployed for the first time, the Internal Audit team provides manuals and tracks incompatibility matrices, in liaison with the entities concerned.

2.3.5 Procedures for preparing and processing financial and accounting information for the financial statements of the Company and the Group

The Finance Department is responsible for preparing the parent company and consolidated financial statements, and reports to the Chairman and Chief Executive Officer. The budget and monthly reporting procedure is a critical tool for Valeo in managing its operations. The same information system tool is used for the consolidation and reporting processes, thus ensuring completeness and consistency in the preparation of financial information.

The Finance Department is in charge of the internal control procedures pertaining to the preparation and processing of financial information. Production and analysis of this information is handled as follows:

- the Group Accounting Department prepares and disseminates the accounting procedures used by the Group, making sure they are consistent with the International Financial Reporting Standards (IFRS) as adopted by the European Union. The Group Accounting Department, along with the Management Control Department, carries out regular checks to ensure that operations have been correctly recorded in the accounting books;
- the Consolidation Department (within the Group Accounting Department) is responsible for preparing half-yearly and annual consolidated financial statements under IFRS. Each half-yearly and annual report includes for each legal entity complete financial statements, drawn up on the basis of detailed period-end closing instructions, which include the accounts closing schedule, changes in the scope of consolidation, classification of and movements in the main statement of financial position items, the process for reconciling intercompany transactions within the Group, and the supervision of off-balance sheet commitments (entities are required to provide an exhaustive list of their commitments and also to monitor them);
- based on detailed monthly information for each management entity, the Management Control Department assesses the economic performance of the Group, analyzes the relevance of reported information, and prepares a summary of management indicators for General Management. Its analyses focus on sales, the order book, and margin and EBITDA analyses[1] for each Business Group/Product Group and geographic area;
- the Tax Department coordinates the Group's tax policy and advises the legal entities, National Directorates and, where necessary, the Business Groups/Product Groups and Valeo Service on all issues relating to tax law and also on the implementation of the tax consolidation system within certain countries.

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2.3.6 Outlook

Valeo will pursue ongoing efforts to improve its identification and analysis of risks, and its internal control system. The purpose of these efforts, in place for several years now, is to constantly adapt human resources, management and control tools and information systems in line with changes in the Group's structure and objectives. In 2022, the Group will continue to develop its internal control policy by:

- continuing to roll out IT internal control guidelines;
- adapting its internal control guidelines to meet emerging operating imperatives with a particular emphasis on R&D and projects;
- using data analysis software to enable constant monitoring of its operational entities;
- completing a project to digitalize and automate the accounts closing process.

The Group's aim is to develop pertinent and effective internal controls at each level of responsibility, based on:

- an appropriate control environment;
- the accountability of all parties involved, and particularly operational staff key to the internal control processes and responsible for driving forward ongoing internal control improvements;
- consideration of the cost of implementing internal controls with regard to the level of risk exposure.

The Group will continue developing its risk management system, drawing inspiration from professional standards (COSO ERM[2]), including in particular:

- continuing to map risks of all kinds together with certain departments, including the Strategy, Sustainable Development and R&D departments for non-financial risks, the Ethics and Compliance Office for corruption risks, etc.;
- continuing the process initiated in 2021 to identify climate change risks and opportunities, using the classification proposed by the TCFD[3];
- continuing to work closely with Internal Control and Internal Audit teams, with the common objective of continuously improving risk management and the control environment.

This approach is actively supported by the Group's General Management.

(1) See financial glossary, page 52.

(2) COSO ERM (Enterprise Risk Management): the risk management framework defined by the Committee Of Sponsoring Organization of the Treadway Commission.

(3) Task Force on Climate-Related Financial Disclosures.

CORPORATE GOVERNANCE AFR

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

Valeo refers to the AFEP-MEDEF Corporate Governance Code for Listed Companies last updated on January 30, 2020, which is available on the MEDEF website (www.medef.com).

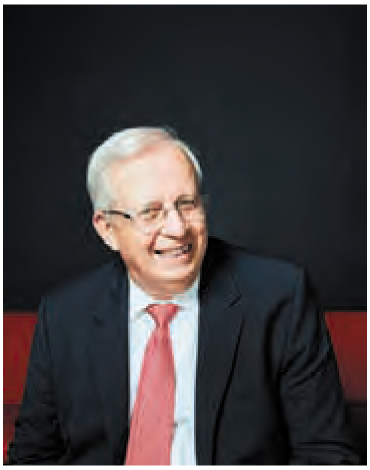
The application of the recommendations of the AFEP-MEDEF Code is described in section 3.2.4 of this chapter, "Corporate Governance Code", page 153.

The information contained in this chapter, pages 107-206, constitutes the Corporate Governance Report required by Article L.225-37 of the French Commercial Code (*Code de commerce*). The information comprising this report was prepared by several of Valeo's Functional Departments, mainly the Legal, Finance and Human Resources departments. It was reviewed by the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee for the parts under their respective authority, and then by the Board of Directors.

3.1 Executive bodies

At December 31, 2021, the Group's Executive Management team comprised the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer, as well as the Functional Directors and the Operational Directors, who are members of the Operations Committee. The Group also has an Executive Committee that works alongside the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and the Operations Committee.

The members of the Group's Executive Committee and Operations Committee are presented below.



Chairman and Chief Executive Officer (until January 26, 2022)
Chairman of the Board of Directors (since January 26, 2022)
Jacques Aschenbroich

(Current term of office began on May 23, 2019 and expires at the close of the Shareholders' Meeting that will be called to approve the financial statements for the year ended December 31, 2022[1]).

In his capacity as Chairman and Chief Executive Officer, Jacques Aschenbroich organizes and presides over the work performed by the Board of Directors, and presents a report on its activities to the Shareholders' Meeting. He ensures that the Company's governance functions effectively and that the directors are able to perform their duties. He has the widest possible powers to act in any circumstances in the Company's name. He exercises these powers within the limits of the Company's corporate purpose and subject to the provisions of the law, the Company's articles of association and the Internal Procedures. He represents the Company in its relations with third parties and before the courts. In compliance with the Internal Procedures, the Chief Executive Officer must obtain the prior approval of the Board of Directors for any acquisitions or sales of subsidiaries, equity interests or other assets, investments or borrowings, representing more than 50 million euros per transaction.

(1) Jacques Aschenbroich's term of office as a director was renewed for a term of four years at the Shareholders' Meeting of May 23, 2019. He was then reappointed as Chairman and Chief Executive Officer at the Board meeting held on the same date. As specified in a press release published on October 27, 2020, the roles of Chairman of the Board of Directors and Chief Executive Officer were separated on January 26, 2022, and the Board of Directors, acting on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, appointed Christophe Périllat as Chief Executive Officer of Valeo on January 26, 2022, Jacques Aschenbroich continuing to act as Chairman of the Board of Directors until the end of his current term of office, i.e. until May 2023. By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

Composition of the Executive Committee and the Operations Committee at December 31, 2021

Executive Committee members are indicated by an asterisk.

Jacques Aschenbroich*
Chairman and Chief Executive Officer[1]

Christophe Périllat*
Deputy Chief Executive Officer[2]

Geoffrey Bouquot
President, Corporate Strategy and Research & Development[3]

Fabienne de Brébisson*
Senior Vice-President, Communications

Robert Charvier*
Chief Financial Officer

Catherine Delhaye*
Chief Ethics and Compliance Officer - Data Protection Officer

Éric Antoine Fredette*
General Counsel and General Secretary

Bruno Guillemet*
Senior Vice-President, Human Resources

Detlef Juerss*
Senior Vice-President, Sales & Business Development

Xavier Dupont
President, Powertrain Systems Business Group

Maurizio Martinelli
President, Visibility Systems Business Group

Francisco Moreno
President, Thermal Systems Business Group

Éric Schuler
President, Valeo Service

Marc Vrecko
President, Comfort & Driving Assistance Systems Business Group

(1) Chairman of the Board of Directors since January 26, 2022.
(2) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.
(3) Member of the Operations Committee and Secretary of the Executive Committee.

3.2 Composition of the Board of Directors, and preparation and organization of its work

3.2.1 Composition of the Board of Directors

Composition of the Board of Directors at December 31, 2021 and changes during 2021

The composition of the Board of Directors at December 31, 2021 is shown in the table below.

	Personal information			Experience		Position on the Board of Directors				
	Age	Gender	Nationality	Number of shares	Number of directorships in listed companies(1)	Indepen-dence	First appointed	Expiration of term of office	Years' service on the Board	Membership of Board committees(2)
Jacques Aschenbroich Chairman and Chief Executive Officer(3)	67	M		838,833	2	-	03/20/2009	2023 Shareholders' Meeting	13 years	-
Christophe Périllat Deputy Chief Executive Officer(4)	56	M		112,984(5)	1	-	05/26/2021	2025 Shareholders' Meeting	<1 year	-
Bruno Bézard	58	M		3,000	0	✓	10/24/2017	2022 Shareholders' Meeting	5 years	ARC
Bpifrance Participations Represented by Stéphanie Frachet	44	F		12,600,000(6)	2	✓	06/21/2019	2022 Shareholders' Meeting	3 years	GACSRC/CC/SC
C. Maury Devine	70	F		3,500	2	✓	04/23/2015	2025 Shareholders' Meeting	7 years	GACSRC/CC
Fonds Stratégique de Participations Represented by Julie Avrane	50	F		10,213,000(7)	2	✓	03/24/2020	2024 Shareholders' Meeting	2 years	ARC
Mari-Noëlle Jégo-Laveissière	53	F		1,500	3	✓	05/26/2016	2025 Shareholders' Meeting	6 years	ARC
Gilles Michel Lead Director(8)	65	M		1,500	2	✓	05/23/2018	2022 Shareholders' Meeting	4 years	GACSRC (Chair)/ CC (Chair)/SC
Thierry Moulonguet	70	M		3,000	0	✓	06/08/2011	2024 Shareholders' Meeting	11 years	ARC (Chairman)/ SC
Éric Poton Director representing employees	55	M		n/a(9)		n/a(10)	06/30/2021(11)	06/30/2025	<1 year	-
Patrick Sayer	64	M		11,700	2	✓	05/23/2019	2023 Shareholders' Meeting	3 years	GACSRC/CC/SC (Chair)
Ulrike Steinhorst	70	F		1,500	2	✓	02/24/2011	2024 Shareholders' Meeting	11 years	GACSRC (in charge of CSR issues)/CC/SC
Grzegorz Szelag Director representing employees	44	M		n/a(9)		n/a(10)	11/19/2020	11/19/2024	1 year	CC
Véronique Weill	62	F		2,390	3	✓	05/26/2016	2025 Shareholders' Meeting	6 years	ARC/GACSRC/CC

n/a: not applicable.
(1) Except for the directorship in the Company.
(2) ARC = Audit & Risks Committee; GACSRC = Governance, Appointments & Corporate Social Responsibility Committee; CC = Compensation Committee; SC = Strategy Committee.
(3) Chairman of the Board of Directors since January 26, 2022.
(4) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.
(5) Christophe Périllat also holds 27,725 shares in the Valeorizon mutual fund (Group employee share ownership plan), which would represent 109,950 Valeo shares.
(6) These shares are held by Bpifrance Participations.
(7) These shares are held by Fonds Stratégique de Participations.
(8) In accordance with the Internal Procedures, Gilles Michel's duties as Lead Director ended on January 26, 2022 due to the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer.
(9) In accordance with the law, the articles of association and the Internal Procedures, the directors representing employees are not required to hold 1,500 shares.
(10) Directors representing employees do not count, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.
(11) Éric Poton was appointed as a director representing employees, replacing Éric Chauvirey, by the Group Works Council on June 18, 2021, with effect from June 30, 2021.

NATIONALITY

: French – : American – : German – : Polish

The changes in the composition of the Board of Directors and Board committees in 2021 are shown in the table below.

	Departures	Appointments	Reappointments
Board of Directors	Éric Chauvirey[1] (June 30, 2021) Olivier Piou[2] (June 30, 2021)	Christophe Périllat[3] (May 26, 2021) Éric Poton[4] (June 30, 2021)	Caroline Maury Devine Mari-Noëlle Jégo-Laveissière Véronique Weill[5] (May 26, 2021)
Governance, Appointments & Corporate Social Responsibility Committee	n/a	n/a	Caroline Maury Devine Véronique Weill (May 26, 2021)
Compensation Committee	Éric Chauvirey[1] (June 30, 2021)	Grzegorz Szelag[6] (July 22, 2021)	Caroline Maury Devine Véronique Weill (May 26, 2021)
Audit & Risks Committee	Bpifrance Participations (represented by Stéphanie Frachet) (July 22, 2021)[6] Olivier Piou[2] (June 30, 2021)	Éric Poton[7] (July 22, 2021)	Mari-Noëlle Jégo-Laveissière Véronique Weill (May 26, 2021)
Strategy Committee	Éric Chauvirey[1] (June 30, 2021) Olivier Piou[2] (June 30, 2021)	Bpifrance Participations (represented by Stéphanie Frachet)[6] (July 22, 2021) Gilles Michel[6] (July 22, 2021)	n/a

n/a: not applicable.

(1) Until June 30, 2021, the end-date of his term of office as a director representing employees and member of the Compensation Committee and the Strategy Committee.

(2) Until June 30, 2021, the effective date of his resignation as a director and member of the Audit & Risks Committee and the Strategy Committee.

(3) At the Shareholders' Meeting on May 26, 2021.

(4) Éric Poton was appointed as a director representing employees, replacing Éric Chauvirey, by the Group Works Council on June 18, 2021, with effect from June 30, 2021.

(5) At the Shareholders' Meeting on May 26, 2021. The reappointment of C. Maury Devine, Mari-Noëlle Jégo Laveissière and Véronique Weill provides the Board with the continued benefit of their respective expertise as described in their biographies.

(6) By decision of the Board of Directors on July 22, 2021, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee.

(7) By decision of the Board of Directors on July 22, 2021, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, Éric Poton was appointed as a member of the Audit & Risks Committee, with effect from January 26, 2022.

Summary of the main rules regarding the composition of the Board of Directors

According to the Company's articles of association, the Board of Directors comprises at least three and no more than 18 members (subject to any amendments in line with changes in the applicable law). Directors representing employees are not included in the minimum and maximum number of directors. On December 31, 2021, the Board of Directors had 14 members, including two directors representing employees in accordance with the applicable legal provisions.

Directors are appointed by shareholders at Shareholders' Meetings on the recommendation of the Board of Directors, which in turn receives recommendations from the Governance, Appointments & Corporate Social Responsibility Committee. They are appointed for a term of four years expiring at the close of the Shareholders' Meeting called in the year in which their term expires to approve the financial statements for the previous year. They may be reappointed and may be removed from office by the Shareholders' Meeting at any time. To ensure smooth turnover on the Board of Directors, the Company's articles of association provide for staggered terms of office, with one quarter of the directors up for reappointment in any one year. Where one or more seats on the Board become vacant due to the death or resignation of any member or members, the Board of Directors may appoint new members on a temporary basis until the next Shareholders' Meeting, in accordance with the applicable legislation. The term of office of the Chairman of the Board of Directors may not exceed his term of office as a director.

By exception and in accordance with the applicable law, the directors representing employees are appointed in accordance with the arrangements provided for in the articles of association. If the Board of Directors has eight members or less, it must include a director representing employees, appointed by the Group Works Council. If there are more than eight directors, a second director representing employees must be appointed by the European Works Council. The second director representing employees will only take up office if the Board still has more than eight members at the date on which that director is appointed (which must be within six months of such threshold being exceeded).

The rules presented above as regards the term and renewal of office also apply to the directors representing employees (other than the rule regarding the reappointment of one quarter of the Board of Directors' members), insofar as their term of office will end at the expiration of that four-year term. If a seat as director representing employees becomes vacant for any reason, it shall be filled under the conditions provided for by law, i.e., in the same way as the outgoing director representing employees was appointed. Should the number of directors fall below or be equal to the legal threshold of eight, the term of office of the second director representing employees appointed by the European Works Council will be maintained until it expires. If the requirement to appoint a director representing employees no longer applies, the director or directors representing employees shall stand down at the close of the Board meeting at which the Board of Directors duly notes that Valeo is no longer subject to that requirement.

Directors appointed by the shareholders are selected on the basis of the diversity policy as described in paragraph "Board of Directors' diversity policy" of this section, pages 116 to 117.

For details of the directorships and other positions held by the members of the Board of Directors (including those held in the last five years), and their experience and expertise, see paragraph "Presentation of directors in 2021" of this section, pages 122 to 139.

Attendance rate at Board of Directors' meetings

The Board of Directors met nine times in 2021, including the Board meeting that closed the annual strategy seminar.

The average attendance rate of directors at Board of Directors' meetings held in 2021 was 100%.

In addition, 20 Board committee meetings were held in 2021:

- the Governance, Appointments & Corporate Social Responsibility Committee met five times with an average attendance rate of 100%;
- the Compensation Committee met six times with an average attendance rate of 100%;
- the Audit & Risks Committee met six times with an average attendance rate of 94.87%;
- the Strategy Committee met three times with an average attendance rate of 100%.

The attendance rate of directors at Board and committee meetings in 2021 is shown in the table below (based on members actually present, excluding members represented).

	Attendance rate at Board meetings[1]	Attendance rate at GACSRC meetings[1]	Attendance rate at SC meetings[1]	Attendance rate at ARC meetings[1]	Attendance rate at SC meetings[1]
Jacques Aschenbroich[2] (Chairman and Chief Executive Officer)	100%	n/a	n/a	n/a	n/a
Christophe Périllat[3] (Deputy Chief Executive Officer)	100%[4]	n/a	n/a	n/a	n/a
Bruno Bézard (Independent director)	100%	n/a	n/a	100%	n/a
Bpifrance Participations Represented by Stéphanie Frachet (Independent director)	100%	100%	100%	80%[5]	100%[6]
Éric Chauvirey (Director representing employees)	100%[7]	n/a	100%[7]	n/a	100%[7]
Éric Poton (Director representing employees)	100%[8]	n/a	n/a	n/a	n/a
C. Maury Devine (Independent director)	100%	100%	100%	n/a	n/a
Fonds Stratégique de Participations Represented by Julie Avrane (Independent director)	100%	n/a	n/a	100%	n/a
Mari-Noëlle Jégo-Laveissière (Independent director)	100%	n/a	n/a	83.33%	n/a
Gilles Michel[9] (Lead Director and independent director)	100%	100%	100%	n/a	n/a
Thierry Moulonguet (Independent director)	100%	n/a	n/a	100%	100%
Olivier Piou (Independent director)	100%[10]	n/a	n/a	100%[10]	100%[10]
Patrick Sayer (Independent director)	100%	100%	100%	n/a	100%
Ulrike Steinhorst (Independent director)	100%	100%	100%	n/a	100%
Grzegorz Szelag (Director representing employees)	100%	n/a	100%[11]	n/a	n/a
Véronique Weill (Independent director)	100%	100%	100%	100%	n/a

n/a: not applicable.

(1) Board = Board of Directors; ARC = Audit & Risks Committee; GACSRC = Governance, Appointments & Corporate Social Responsibility Committee; CC = Compensation Committee; SC = Strategy Committee.

(2) Chairman of the Board of Directors since January 26, 2022.

(3) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.

(4) Since his appointment as a director at the Shareholders' Meeting on May 26, 2021.

(5) Until Bpifrance Participations' departure as a member of the Audit & Risks Committee on July 22, 2021.

(6) Since Bpifrance Participations' appointment as a member of the Strategy Committee on July 22, 2021.

(7) Until June 30, 2021, when his term of office ended as a director representing employees and member of the Compensation Committee and the Strategy Committee.

(8) Since June 30, 2021, the effective date of his appointment by the Group Works Council on June 18, 2021 as a director representing employees.

(9) In accordance with the Internal Procedures, Gilles Michel's duties as Lead Director ended on January 26, 2022 due to the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer.

(10) Until June 30, 2021, the effective date of his resignation as a director and member of the Audit & Risks Committee and the Strategy Committee.

(11) Since his appointment as a member of the Compensation Committee on July 22, 2021.

Director independence review

Classification as an independent director is reviewed by the Governance, Appointments & Corporate Social Responsibility Committee and the Board of Directors on two occasions: when a new director is appointed and every year before the Corporate Governance Report is prepared.

In accordance with the Internal Procedures and the AFEP-MEDEF Code, and on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee at its meeting of January 25, 2022, the independence of the directors in office was reviewed at the Board of Directors' meeting of January 26, 2022.

In compliance with the AFEP-MEDEF Code, the Internal Procedures classify as independent a director who has no relations whatsoever with the Company, the Group or its Management that may compromise his/her ability to exercise freedom of judgment.

In particular, in accordance with the Internal Procedures and in line with the AFEP-MEDEF Code, independence is presumed to exist when a director:

- is not and has not been in the past five years:
  - an employee or an executive corporate officer of the Company,
  - an employee, executive corporate officer or director of one of the Company's consolidated subsidiaries,
  - an employee, executive corporate officer or director of the parent company of the Company or of one of the parent company's consolidated subsidiaries (Criterion 1);
- is not an executive corporate officer of a company in which the Company holds a directorship, either directly or indirectly, or in which an employee appointed in that role or an executive corporate officer of the Company (currently in office or having held such office during the last five years) is a director (Criterion 2);
- is not (and is not directly or indirectly related to) a customer, supplier, commercial banker, investment banker or adviser:
  - that is material to the Company or its Group,
  - for which the Company or Group represents a significant portion of its business. The issue of whether or not the relationship with the Company or the Group qualifies as significant is discussed by the Board of Directors, and the quantitative and qualitative criteria used for the assessment (continuity, economic dependence, exclusivity, etc.) are explicitly stated in the Corporate Governance Report (Criterion 3),
  - is not related by close family ties to a corporate officer (Criterion 4),
  - has not been a Statutory Auditor of the Company in the past five years (Criterion 5),
  - has not been a director of the Company for more than 12 years, at which point the director is no longer considered to be independent (Criterion 6).

A non-executive corporate officer cannot be deemed independent if he/she receives variable compensation in cash or shares, or any compensation tied to Company or Group performance (Criterion 7).

Directors who represent major Company shareholders can be deemed independent if those shareholders do not have a controlling interest in the Company. However, above a 10% threshold of the share capital or voting rights in the Company, the Board of Directors, acting on a report from the Governance, Appointments & Corporate Social Responsibility Committee, will decide whether the directors qualify as independent, taking into account the composition of the Company's share capital and the existence of any potential conflict of interest (Criterion 8).

The table below provides an overview of the status of each director at December 31, 2021, in light of the independence criteria set out in the AFEP-MEDEF Code and the Internal Procedures.

Criterion(1)	Criterion 1: Employee or corporate officer in the last five years	Criterion 2: Cross-directorships	Criterion 3: Significant business relationships	Criterion 4: Family ties	Criterion 5: Statutory Auditors	Criterion 6: In office for more than 12 years	Criterion 7: Non-executive corporate officer	Criterion 8: Major shareholder
Jacques Aschenbroich(2) Chairman and Chief Executive Officer	×	✓	✓	✓	✓	✓	✓	✓
Christophe Périllat(3) Deputy Chief Executive Officer	×	✓	✓	✓	✓	✓	✓	✓
Bruno Bézard	✓	✓	✓	✓	✓	✓	✓	✓
Bpifrance Participations(4) Represented by Stéphanie Frachet	✓	✓	✓	✓	✓	✓	✓	✓(5)
Éric Poton(6) Director representing employees	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
C. Maury Devine	✓	✓	✓	✓	✓	✓	✓	✓
Fonds Stratégique de Participations(7) Represented by Julie Avrane	✓	✓	✓	✓	✓	✓	✓	✓(8)
Mari-Noëlle Jégo-Laveissière	✓	✓	✓	✓	✓	✓	✓	✓
Gilles Michel(9) Lead Director	✓	✓	✓	✓	✓	✓	✓	✓
Thierry Moulonguet	✓	✓	✓	✓	✓	✓	✓	✓
Patrick Sayer	✓	✓	✓	✓	✓	✓	✓	✓
Ulrike Steinhorst	✓	✓	✓	✓	✓	✓	✓	✓
Grzegorz Szelag(6) Director representing employees	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Véronique Weill	✓	✓	✓	✓	✓	✓	✓	✓

n/a: not applicable.
(1) In the table, ✓ signifies an independence criterion that has been met and × signifies an independence criterion that has not been met.
(2) Chairman of the Board of Directors since January 26, 2022.
(3) Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.
(4) This independence assessment was conducted for both the company (Bpifrance Participations) and its permanent representative (Stéphanie Frachet).
(5) Bpifrance Participations held 5.19% of Valeo's share capital and 5.06% of the voting rights at December 31, 2021. Bpifrance Participations is controlled by Bpifrance SA, a 50%-50% joint venture between Caisse des Dépôts et Consignations and EPIC Bpifrance.
(6) Directors representing employees do not count, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.
(7) This independence assessment was conducted for both the company (Fonds Stratégique de Participations) and its permanent representative (Julie Avrane).
(8) Fonds Stratégique de Participations held 4.21% of Valeo's share capital and 4.1% of the voting rights at December 31, 2021.
(9) In accordance with the Internal Procedures, Gilles Michel's duties as Lead Director ended on January 26, 2022 due to the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer.

During the independence review, the Board of Directors paid particular attention to the independence of Bruno Bézard, Gilles Michel and Stéphanie Frachet (the permanent representative of Bpifrance Participations) given the business relationships between the Group and the groups in which they hold directorships or other offices.

- Bruno Bézard's independence: Bruno Bézard is a Managing Partner of Cathay Capital Private Equity, a private equity company of the Cathay Capital group. The Cathay Capital group comprises several investment fund management companies. The Group has made four investments in the Sino-French (Innovation) Fund, the Sino-French (Innovation) Fund II, the Cartech fund and the Tiacang fund (the "**Cathay Funds**") managed by the group Cathay Capital management entities (two of which were made before Bruno Bézard's co-optation as director). The review to determine whether the business relationships between the Group and the Cathay Capital group should be classified as significant was based on several quantifiable and qualitative criteria. As regards financial transactions, the Group's investments in the Cathay Capital group via the Cathay Funds represented approximately 0.7% of its 2021 sales and 3.2% of the Cathay Capital group's assets under management at December 31, 2021, and are therefore not material. In addition, management fees, which are charged on an arm's length basis, are paid in proportion to the percentage held by each investor in the Cathay Funds and the Group's share is not material. Bruno Bézard does not sit on any committee responsible for the Group's past or future investments in the four funds. Bruno Bézard has no direct or indirect decision-making power in the continuation of this business relationship, which existed before he was appointed as a director of the Company. Moreover, the Group is free to make investments via funds that do not belong to the Cathay Capital group. There is no relationship of exclusivity or dependency, economic or otherwise, between the Group and the Cathay Capital group. The same is true for the Cathay Capital group funds, in which many other investors have invested. Lastly, Bruno Bézard does not receive any form of compensation in relation to the abovementioned investments. Accordingly, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, the Board of Directors concluded that Bruno Bézard qualified as independent.

- Independence of Stéphanie Frachet (permanent representative of Bpifrance Participations): Stéphanie Frachet is a director of the Constellium group, which has a non-significant business relationship with Valeo. The review to determine whether these business relationships should be classified as significant was based on several quantifiable and qualitative criteria. As regards financial transactions between the Group and the Constellium group, the total amount of aluminum purchased by the Group from the Constellium group represented (i) around 8% of the Group's total aluminum purchases in 2021 and (ii) a very tiny percentage of the Group's 2021 sales (0.14%) and the Constellium group's 2021 sales (0.5%). Furthermore, there is no relationship of exclusivity or dependency, economic or otherwise, between the Group and the Constellium group, as the Constellium group has many other customers. Furthermore, Stéphanie Frachet does not hold any executive office in the Constellium group and is therefore not involved in day-to-day operations and has no influence over operational decision-making. Accordingly, Stéphanie Frachet has no direct decision-making power in the continuation of this business relationship, Lastly, Stéphanie Frachet does not receive any form of compensation related to the Group's purchases from the Constellium group. Accordingly, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, the Board of Directors concluded that Stéphanie Frachet qualified as independent.

Jacques Aschenbroich cannot be considered as independent as he was Valeo's Chairman and Chief Executive Officer until January 26, 2022. There is a non-material business relationship between the Group and the BNP Paribas group, of which Jacques Aschenbroich is a director. This business relationship, which is conducted on an arm's length basis, is described in section 3.2.3 of this chapter, paragraph "Conflicts of interest", page 152.

Christophe Périllat cannot be considered as independent because he was Valeo's Deputy Chief Executive Officer until the roles of Chairman and Chief Executive Officer were separated on January 26, 2022, when he was appointed as Chief Executive Officer.

Following the independence review of the directors in office, the Board of Directors, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, concluded that at December 31, 2021, 10 of the 12 directors were independent (the directors representing employees do not count in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code): Bruno Bézard, Bpifrance Participations (represented by Stéphanie Frachet), C. Maury Devine, Fonds Stratégique de Participations (represented by Julie Avrane), Mari-Noëlle Jégo-Laveissière, Gilles Michel, Thierry Moulonguet, Patrick Sayer, Ulrike Steinhorst and Véronique Weill.

Board of Directors' diversity policy

Valeo firmly believes in the importance and relevance of broader diversity at all levels and in every profession within the Company, not only as a question of social responsibility, but also as a tool for performance. Valeo is thus committed to promoting diversity within its governing bodies and across the Group as a whole (see Chapter 4, section 4.5.4 "Respecting and promoting diversity, equity and inclusion", pages 288 to 291).

The policy described below reflects Valeo's approach to diversity within the Board of Directors.

Policy statement

The Board of Directors believes it is essential to encourage gender diversity on the Board, as well as a broad mix of backgrounds and expertise, to ensure that the Board can operate smoothly, to help the Group achieve its objectives, including by ensuring a high quality of discussion within the Board, and to protect the interests of both the Company and all its shareholders.

A broad mix of experience and viewpoints and the independence of the directors gives the Board of Directors the objectivity and independence required in relation to General Management and a specific shareholder or group of shareholders. A diversified composition of the Board of Directors also means seeking a permanent balance between recently appointed members and more long-serving directors, to bring a fresh slant to the Board's discussions whilst ensuring the long-term consistency of its decisions. The length of the directors' term of office and staggered appointments also help to maintain the stability of the Company's corporate bodies.

Through that experience and diversity, Valeo's directors are able to exercise good judgment and have an ability to anticipate events, enabling them to act in the Company's interests and to respond to the challenges facing the Group.

The Board of Directors regularly reviews its composition and identifies ways in which to ensure the broadest possible diversity.

Composition of the Board of Directors and objectives

Gender diversity and independence

At December 31, 2021, the Board of Directors had 14 members, of which six women and eight men, including two directors representing employees appointed respectively by the Group Works Council and the European Works Council. In accordance with Article L.225-27-1 of the French Commercial Code (*Code de commerce*), the directors representing employees do not count for the purpose of determining the proportion of men and women on the Board of Directors. The percentage of women on the Board of Directors was 50%, unchanged since March 24, 2020, after remaining stable at 42% since May 26, 2016. The Company plans to build on the balanced representation of women and men on the Board of Directors and continue its drive to diversify the composition of the Board.

At December 31, 2021, all of the Board members were independent directors with the exception of Jacques Aschenbroich (Chairman and Chief Executive Officer) and Christophe Périllat (Deputy Chief Executive Officer), it being specified that in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code, directors representing employees do not count for the purpose of determining the percentage of independent directors.

Diversity of backgrounds and experience

At December 31, 2021, ten of the directors held directorships in French or international listed companies outside the Group, and only Jacques Aschenbroich (Chairman and Chief Executive Officer), Christophe Périllat (Deputy Chief Executive Officer), Éric Poton and Grzegorz Szelag (directors representing employees) held positions within the Group.

The members of the Board of Directors at December 31, 2021 come from different backgrounds, bringing the Group the benefit of their broad range of experience and expertise in business, industry and finance. Furthermore, the two directors representing employees bring the Board of Directors the benefit of their knowledge of the Company and its businesses, markets, customers and expertise. For a presentation of the background and experience of each Board member, see paragraph "Presentation of directors in 2021" of this section, pages 122 to 139. The Board of Directors intends to further diversify the profiles of its members.

Arrangements, implementation and monitoring

The Board of Directors regularly reflects on how best to evolve its composition, particularly when co-opting directors or proposing directors for appointment or reappointment and as part of the annual assessment of the Board's operating procedures, composition and organization (for further information on the Board's self-assessment, see section 3.2.2 of this chapter, "Preparation and organization of the Board of Directors' work", pages 140 to 151).

The Board of Directors relies on advice from the Governance, Appointments & Corporate Social Responsibility Committee, which initially selects candidates for the position of director. In its drive to achieve a diversified composition guided by the interests of the Company and all its shareholders, the Board takes the following considerations into account: (i) the appropriate balance based on the composition of and changes in the Company's ownership structure, (ii) gender balance, (iii) any representation of vested interests, (iv) the timeliness of renewing directorships, (v) the integrity, skills, international experience, nationality and independence of each candidate, and (vi) the appropriate number of independent directors. The Governance, Appointments & Corporate Social Responsibility Committee may call on the services of outside specialized consultants to identify potential directors that meet the selection criteria and diversity objectives defined in this policy (for further information about the role of the Governance, Appointments & Corporate Social Responsibility Committee, see section 3.2.2 of this chapter, "Preparation and organization of the Board of Directors' work", pages 140 to 151).

Based on the principles and objectives of the diversity policy, the Governance, Appointments & Corporate Social Responsibility Committee identifies some interesting new potential candidates for appointment or co-optation to the Board of Directors. The Board of Directors reports annually on the results of this diversity policy in the Corporate Governance Report.

Results achieved in the previous year

The following objectives, which had been set by the Board of Directors for 2021, were achieved:

- implementing a gradual managerial transition strategy, with the appointment as of May 26, 2021 of Christophe Périllat as Deputy Chief Executive Officer and member of the Board of Directors of Valeo. In line with the succession plan, the Board of Directors subsequently appointed Christophe Périllat as Valeo's Chief Executive Officer at its meeting on January 26, 2022, acting on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee. Jacques Aschenbroich will continue to serve as Chairman of the Board of Directors until the end of his current term of office, i.e. until the May 2023 Shareholders' Meeting[(1)];
- a continued balanced representation of women and men on the Board of Directors (50% women);
- a continued high proportion of independent directors (83.33%);
- continued international experience on the Board of Directors;
- continued expertise in manufacturing and the automotive sector, as well as experience as an executive corporate officer;
- renewal of employee representation on the Board, with the appointment by the Group Works Council on June 18, 2021 with effect on June 30, 2021 of Éric Poton as director representing employees, alongside Grzegorz Szelag;
- a review of the Group's corporate social responsibility strategy, commitments and policies.

Diversity policy within the governing bodies

As part of the Group's diversity policy, the Board of Directors also ensures that the Chairman and Chief Executive Officer implements a policy of non-discrimination, diversity and gender parity, particularly as regards a balanced representation of women and men on the governing bodies. Valeo promotes equality between men and women, particularly pay equality, and ensures that women are represented at all levels of the Company, including top management. Valeo's Executive Committee has eight members, six of whom are men and two of whom are women – Catherine Delhaye (Chief Ethics and Compliance Officer) and Fabienne de Brébisson (Senior Vice-President, Communications) – i.e., a proportion of 25%. Catherine Delhaye and Fabienne de Brébisson are also members of the Operations Committee, which has 14 members.

(1) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

Valeo is committed to making the further progress required and taking all possible measures to improve gender diversity on governing bodies. In accordance with the recommendation in Article 7 of the AFEP-MEDEF Code, in 2020 the Board of Directors set its 2030 gender diversity targets for governing bodies acting on the recommendation of the Chairman and Chief Executive Officer. Gender diversity is a priority for Valeo and the Company plans to double the number of women on its management committees over the next ten years, from 16% at January 1, 2020 to 32% by December 31, 2030. Intermediate targets have been set for December 31, 2024 (20% women) and December 31, 2027 (25% women).

As the percentage of women on the Group's management committees stood at 19.5% at December 31, 2020, in March 2021 Valeo's Board of Directors adjusted the intermediate targets for gender diversity on its governing bodies for December 31, 2023 (22% women) and December 31, 2027 (27% women) by applying a linear annual progression up to the December 31, 2030 target, which remains at 32% women.

Progress in achieving these targets will be monitored regularly by the Board of Directors.

In addition, action and measures taken by Valeo to promote diversity and equality between men and women are presented in Chapter 4, section 4.5.4 "Respecting and promoting diversity, equity and inclusion", pages 286 to 293.

Lead Director

In accordance with recommendation No. 2012-02 of the French financial markets authority (*Autorité des Marchés Financiers* – AMF), the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, at its meeting on October 21, 2015, decided to provide for the possibility of appointing a Lead Director, so that in the case of the combination of the roles of Chairman of the Board of Directors and Chief Executive Officer, this would (i) offer additional assurance as to the smooth operation of the Board of Directors and the balance of powers within General Management and the Board of Directors, and (ii) avoid potential conflicts of interest. Consequently, at the Board of Directors' meeting of October 21, 2015, the Internal Procedures were amended to create the position of Lead Director and impart very broad powers to carry out the duties of that role.

Following the decision by the Board of Directors at its meeting on February 18, 2016 to combine the roles of Chairman of the Board of Directors and Chief Executive Officer, the Board of Directors, at the same meeting, acting on the recommendation of the Appointments, Compensation & Governance Committee, appointed Georges Pauget, independent director, as Lead Director. He was reappointed as Lead Director upon his reappointment as a director at the Shareholders' Meeting of May 26, 2016.

Georges Pauget resigned as Lead Director effective as of the close of the Board of Directors' meeting held on October 24, 2019, during which the Board of Directors appointed Gilles Michel to replace him, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee. In accordance with Article 1.7 (a) of the Internal Procedures, Gilles Michel's duties as Lead Director ended on January 26, 2022, the date on which the roles of Chairman of the Board of Directors and Chief Executive Officer were separated.

The role and powers of the Lead Director, as laid down in the Internal Procedures, are summarized below.

The Lead Director, who must be appointed from among the independent directors, may convene the Board of Directors in the event of the temporary absence or death of the Chairman and Chief Executive Officer or, in case of an emergency, may ask the Chairman and Chief Executive Officer to convene the Board of Directors with a specific meeting agenda. The Lead Director must be consulted by the Chairman and Chief Executive Officer on (i) the annual strategic plan that is to be included on the agenda of Board meetings, and (ii) the agenda for Board meetings, and may propose the inclusion of additional items on the agenda to the Chairman and Chief Executive Officer. The Lead Director ensures compliance with the Board's Internal Procedures.

In addition, the Lead Director is in regular, open contact with each director, and if necessary may act as a spokesperson to the Chairman and Chief Executive Officer. To guarantee the transparent operation of the Board of Directors, the Lead Director ensures that the directors are provided with the information necessary to carry out their duties and verifies that this information is provided to them prior to the Board of Directors' meetings. The Lead Director regularly organizes and chairs meetings to address various aspects that come under the authority of the Board of Directors, including, but not limited to, the assessment of (i) the performance of General Management, and (ii) the smooth running of the Board of Directors. These "executive sessions" are held without executive corporate officers and non-independent directors being present, unless they are invited. The Lead Director also organizes such meetings after each Board meeting.

The Lead Director may attend and participate in any committee meetings, including committees of which he/she is not a member. He/she may be appointed to chair one or more committees and has access at all times to the committee chairs with whom he/she is in regular contact. The Lead Director is in regular contact with General Management and may maintain a direct relationship with the Chief Financial Officer and the General Counsel and General Secretary.

Regarding conflicts of interest, the Lead Director is responsible for preventing them from occurring by raising awareness of the circumstances that may generate such conflicts. He/she notifies the Board of Directors of any conflicts of interest concerning the executive corporate officers and other members of the Board of Directors that the Lead Director may have identified or of which he/she has been informed.

The Lead Director also plays a key role in relations with shareholders. He/she is informed by the Chairman and Chief Executive Officer of any concerns that major shareholders not represented on the Board of Directors may have and ensures that they receive a response. The Lead Director may also hold discussions with the shareholders and proxy advisory firms after first informing the Chairman and Chief Executive Officer and reports thereon to the Chairman and Chief Executive Officer and the Board of Directors. When the Chairman of the Board is not responsible for the Company's General Management and is not an independent director, the Lead Director's duties are performed by the Chairman of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee.

In accordance with AMF recommendation No. 2012-02, the progress report of the Lead Director assessing (i) the nature of the due diligence and tasks performed as Lead Director, and (ii) the Lead Director's use of his/her powers, is presented below.

Report of the Lead Director

In this report, Gilles Michel, Lead Director since October 24, 2019 (the "**Lead Director**"), reports on the main due diligence he performed between March 24, 2021, the date of the last report, and January 26, 2022, the date on which the roles of Chairman of the Board of Directors and Chief Executive Officer were separated and consequently the Lead Director's duties ended pursuant to the Board's Internal Procedures (the "**Internal Procedures**").

Appointment and duties of the Lead Director

In accordance with Article 1.7(a) of the Internal Procedures, which provide for the option of appointing a Lead Director when the roles of Chairman and Chief Executive Officer are combined, the Board of Directors appointed a Lead Director whose duties are set out in Article 1.7(b) of the Internal Procedures, available on Valeo's website (www.valeo.com) and summarized in paragraph "Lead Director" of the 2021 Universal Registration Document.

Main work of the Lead Director in 2021

Succession plan for the Chairman and Chief Executive Officer

During 2021, in his role as Lead Director and more particularly in his capacity as Chairman of the Governance, Appointments & Corporate Social Responsibility Committee, Gilles Michel focused on the implementation of the succession plan for the Chairman and Chief Executive Officer, which is described in the paragraph "Succession plan" in the 2021 Universal Registration Document.

The Lead Director oversaw the implementation of this gradual plan, which resulted in the roles of the Chairman and Chief Executive Officer being separated on January 26, 2022, and noted that this change in the Company's governance structure went extremely smoothly. He also observed how well the Group, its senior managers and the market have reacted to the succession plan.

Succession plan for the Group's key executives and directors

Notably in his capacity as Chairman of the Governance, Appointments & Corporate Social Responsibility Committee, the Lead Director paid particular attention to the composition of Valeo's Executive Management team, in terms of expertise, experience, complementary profiles and diversity.

The Lead Director and the members of the Governance, Appointments & Corporate Social Responsibility Committee also reviewed the long-term succession plan for directors, taking into account diversity of expertise and nationalities. A service provider was commissioned to identify suitable profiles for new directors.

Information about the Group's business

The Lead Director has extensive knowledge of the Group and keeps abreast of developments in the Group's business in order to perform his duties. He holds regular discussions with the Chairman and Chief Executive Officer, the secretary of the Board of Directors and various senior managers of the Group.

In 2021, the Lead Director particularly kept up to date with how Valeo was handling the Covid-19 situation and the ways in which it was maintaining and respecting the employee health and safety measures put in place at the outset of the crisis. The Lead Director noted that, as in the previous year, the Group's Executive Management team was dealing with the crisis extremely well. He also kept abreast of how the Group was managing the market shortage of electronic components. He noted the considerable efforts of the Group's teams to supply all customers without interruption, despite the shortage, and their ability to constantly adapt the Group's production facilities to automakers' highly volatile manufacturing programs.

Organization of the Board of Directors' work

The Lead Director takes part in organizing the Board of Directors' work. He is consulted by the Chairman and Chief Executive Officer on preparing the agenda for Board meetings.

For information purposes, the Lead Director did not make use of the power to ask the Chairman and Chief Executive Officer to call a meeting of the Board of Directors with a specific meeting agenda.

The Lead Director is the main contact point for the directors and is in regular contact with each of them, including between Board meetings.

In 2021, he attended all Board meetings and chaired all meetings of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee.

He organizes and chairs executive sessions after each Board meeting. These sessions encourage debate among the independent directors. The executive corporate officers and non-independent directors do not attend unless invited.

Where applicable, the Lead Director refers matters raised during the executive sessions to General Management.

Further to his activities, the Lead Director considered that the governing bodies had operated satisfactorily.

During the year, the Lead Director also led the work of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee.

Compensation of executive corporate officers

The Lead Director led the work of the Compensation Committee on the review of the 2021 compensation for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer. In his capacity as Lead Director and Chairman of the Compensation Committee, he also led the Compensation Committee's work on drawing up proposals related to the compensation policies for the Chief Executive Officer and the Chairman of the Board of Directors for 2022.

Relations with proxy advisory firms and institutional investors

The Lead Director is the main contact point for Valeo's institutional investors on corporate governance matters. He also handles these matters with the main proxy advisory firms. More specifically, as part of the preparations for the Shareholders' Meeting of May 26, 2021, he attended meetings with the main shareholders and proxy advisory firms to present Valeo's governance during the previous year and the proposed resolutions.

In view of (i) the importance of having an independent director in charge of shareholder dialog and discussions with proxy advisory firms about corporate governance matters, and (ii) the Lead Director's experience in this area, the Board of Directors decided that as from the date when the Chairman and Chief Executive Officer's roles were to be separated – and therefore the Lead Director's duties terminated in accordance with the Internal Procedures – these responsibilities would be entrusted to the Chairman of the Governance, Appointments & Corporate Social Responsibility Committee and the Compensation Committee. Consequently, at the meetings scheduled to take place with the Company's main shareholders and the main proxy advisory firms in order to prepare the May 24, 2022 Shareholders' Meeting, it is the Chairman of those committees who will present the key points relating to Valeo's governance in 2021 and the proposed resolutions.

Strategy

In 2021, the Lead Director also focused on the in-depth work and studies being carried out in relation to the Group's strategy and potential changes to that strategy. For example, he participated in the Board's discussions on the project to acquire Siemens' stake in VSeA, which Valeo announced on February 9, 2022.

The Group's CSR policy

In his capacity as Chairman of the Governance, Appointments & Corporate Social Responsibility Committee and assisted by the member responsible for CSR issues (see below), the Lead Director monitored the Group's actions and results in terms of corporate social responsibility and sustainable development. Valeo takes a determined and proactive approach to these matters, which are closely monitored by the Governance, Appointments & Corporate Social Responsibility Committee. To this end, and in view of the increasing importance of environmental and sustainable development matters, on October 27, 2020, the Governance, Appointments & Corporate Social Responsibility Committee decided to appoint a member in charge of CSR issues. In addition, a carbon neutrality plan was presented to and validated by the Board of Directors on November 12, 2020, and later published on February 4, 2021. Details of the plan are provided in Chapter 4, section 4.1.3, paragraph "Valeo's Carbon Plan for 2050" of the 2021 Universal Registration Document.

In June 2021, the Group was awarded the Corporate Social Responsibility prize by Stellantis at its inaugural Supplier Awards ceremony. Valeo was recognized for its environmental, social and ethical performance and the management of its subcontracting chain, highlighting the importance of the Group's global carbon neutrality strategy for 2050 ("CAP 50").

Succession plan

Succession planning

Executive succession planning is an important matter for Valeo. In order to protect the interests of the Company and its shareholders, Valeo takes all possible measures to anticipate and prepare for the succession of its executive corporate officers and, where necessary, prepare for the potential unforeseen departure of an executive corporate officer. Valeo's succession plan covers various time horizons depending on the nature of the succession:

- short-term horizon for unforeseen vacancies (death, resignation, unavailability) or forced vacancies (mismanagement, poor performance, failure);
- medium-term horizon for planned successions (end of term, retirement).

Implementing the succession and development plan mainly involves monitoring the career of each candidate and their acquisition of the expertise and experience regarded as necessary, and assessing these periodically.

Succession planning is reviewed in depth regularly by the Governance, Appointments & Corporate Social Responsibility Committee, which then presents its recommendations to the Board of Directors in terms of the internal and external candidates identified and the appropriate governance structure for the Company. In the run-up to the separation of the roles of Chairman and Chief Executive Officer, Jacques Aschenbroich took part in the preparation of his own succession. The Governance, Appointments & Corporate Social Responsibility Committee also called on external specialized consulting firms to identify potential candidates who met the relevant selection criteria and objectives set. The Group also has a succession plan for members of Valeo's Executive Committee, Operations Committee and Liaison Committee. This plan is reviewed annually by the Governance, Appointments & Corporate Social Responsibility Committee and the Board of Directors. For each of the positions considered, the Group endeavors to identify an internal successor. When a person leaves the Group, the Group attempts to find an internal successor as far as possible.

Implementation of the succession of Jacques Aschenbroich

During the second half of 2019, the Board of Directors of Valeo started working, under the guidance of the Lead Director and the Governance, Appointments & Corporate Social Responsibility Committee, on a comprehensive process to decide on a succession plan for Jacques Aschenbroich.

The succession plan was unanimously approved by the Board of Directors of Valeo at its meeting held on October 27, 2020 and announced publicly the same day. This follows the decision taken by the Board of Directors, within the context of Jacques Aschenbroich's reappointment as director at the General Meeting held on May 23, 2019, to implement the separation of the roles of Chairman of the Board Directors and Chief Executive Officer during the first two years of Jacques Aschenbroich's term of office as Chairman and Chief Executive Officer.

A rigorous and transparent process for assessing potential candidates was thus carried out with the assistance of external consultants.

The process led to the selection of Christophe Périllat, Chief Operating Officer of the Group since 2011, based on the quality of his performance as Chief Operating Officer of Valeo, his ability to deliver results and his extensive knowledge of the automotive industry.

This succession at the level of General Management took place in an extremely complex environment, in which Valeo not only had to deal with the effects of the Covid-19 pandemic but also with the challenge posed by the profound change taking place in the automotive industry. The Board of Directors therefore adapted the succession plan to these circumstances and the executive handover took place in three successive stages to give Valeo every chance of managing the crisis effectively and securing its position in a changing industry.

Christophe Périllat, Chief Operating Officer of the Group since 2011, was therefore appointed Associate Chief Executive Officer of Valeo, effective from October 27, 2020 until May 26, 2021, the date on which the Board of Directors appointed him as Valeo's Deputy Chief Executive Officer and the shareholders appointed him as a director at the Shareholders' Meeting.

In accordance with the succession plan, the Board of Directors, acting on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, at its January 26, 2022 meeting, appointed Christophe Périllat as Valeo's Chief Executive Officer.

Jacques Aschenbroich will continue to serve as Chairman of the Board of Directors until the end of his current term of office as a director, i.e., until the May 2023 Shareholders' Meeting[(1)], and will be vested with specific missions at the request of the Chief Executive Officer. Without prejudice to (i) the executive functions of the Chief Executive Officer, who will have sole responsibility for Valeo's management and operations, and (ii) the powers of the Board of Directors, these missions will be:

- contribution to General Management: consultation of the Chairman of the Board of Directors by the Chief Executive Officer (at his request), support and advice to the Chief Executive Officer on various subjects relating to Valeo (governance, strategy, significant transactions and projects);
- relations with public authorities, institutions and business partners: representing Valeo (at the Chief Executive Officer's request), on a national and international scale with respect to public authorities, institutions and business partners (in particular, Chinese and other Asian customers), assisting the Chief Executive Officer (at his request) in the context of Valeo's relationship with its historical and strategic partners;
- relationship with shareholders: monitoring, in coordination with the Chief Executive Officer, the quality of relations and dialogue with Valeo's shareholders;
- corporate social responsibility: promoting Valeo's values, image and culture. Joint participation with the Chief Executive Officer, in actions carried out by Valeo, in particular in the field of corporate social responsibility, ethics and compliance.

The main purpose of these specific missions is to ensure a smooth transition with Christophe Périllat.

The phased succession plan created the conditions for an optimal executive handover, in the interests of the Group's operations and of all its stakeholders and shareholders, by ensuring that the change of governance took place in line with the Company's culture and values.

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(1) *By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.*

Presentation of directors in 2021

(Information as at December 31, 2021)

Jacques Aschenbroich
Chairman and Chief Executive Officer (until January 26, 2022)
Chairman of the Board of Directors (since January 26, 2022)

French
Age: 67
Valeo
100, rue de Courcelles
75017 Paris, France

First appointed: 03/20/2009
Start of current term of office: 05/23/2019
End of current term of office: Shareholders' Meeting called to approve the 2022 financial statements
Number of shares held: 838,833
Membership of Board committees: –

Main position held outside the Company

- Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group

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Directorships and other offices held outside the Group

- Chairman of the Board of Directors, *École nationale supérieure des Mines ParisTech*
- Director, Veolia Environnement (until May 28, 2021) ♦ (Chairman of the Research, Innovation and Sustainability Committee and member of the Accounts and Audit Committee), BNP Paribas ♦ (member of the Accounts Committee) and TotalEnergies ♦
- Co-President of the Franco-Japanese Business Club

Directorships and other offices held within the past five years

- Chairman, Valeo Finance, Valeo SpA (Italy), Valeo (UK) Limited (United Kingdom)

Summary of main areas of expertise and experience

Jacques Aschenbroich remains Chairman of Valeo's Board of Directors following the change in the Group's governance structure on January 26, 2022. Jacques Aschenbroich has been Chief Executive Officer of Valeo since March 20, 2009 and Chairman and Chief Executive Officer since February 18, 2016. He has extensive experience in senior executive positions in major industrial groups in France and abroad, as well as senior civil service positions.

Before joining Valeo, he held several positions in the French administration and served in the Prime Minister's office in 1987 and 1988. He then pursued an industrial career in the Saint-Gobain group from 1988 to 2008. After having managed subsidiaries in Brazil and Germany, he became Managing Director of the Flat Glass division of Compagnie de Saint-Gobain and went on to become Chairman of Saint-Gobain Vitrage in 1996.

As Senior Vice-President of Compagnie de Saint-Gobain from October 2001 to December 2008, he managed the flat glass and high-performance materials sectors as from January 2007 and, as the Vice-Chairman of Saint-Gobain Corporation and General Delegate to the United States and Canada, he directed the operations of the group in the United States as from September 1, 2007. He was also a director of Esso SAF until June 2009.

Jacques Aschenbroich graduated in engineering from *École des Mines*.

He is a French citizen and speaks French, English, German and Portuguese.

♦ *Listed company (for directorships and positions currently held).*

Christophe Périllat

Director (since May 26, 2021)

Deputy Chief Executive Officer (from May 26, 2021 to January 26, 2022)

Chief Executive Officer (since January 26, 2022)

French
Age: 56
Valeo
100, rue de Courcelles
75017 Paris, France

First appointed: 05/26/2021
Start of current term of office: 05/26/2021
End of current term of office: Shareholders' Meeting called to approve the 2024 financial statements
Number of shares held: 112,984(1)
Membership of Board committees: –

Main position held outside the Company

- Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group

- Chairman of the Board of Directors, Valeo SpA, Valeo (UK) Limited, Valeo North America Inc. and Valeo Service
- Director, Valeo Service Espana, SAU

Directorships and other offices held outside the Group

- Director, ALD ♦ (member of the Nomination and Compensation Committee)

Directorships and other offices held within the past five years

- Chief Operating Officer and Associate Chief Executive Officer, Valeo

Summary of main areas of expertise and experience

Christophe Périllat joined the Valeo Group in 2000 and held a number of management positions in Group entities of increasing size before becoming Chief Operating Officer in 2011, Associate Chief Executive Officer in 2020, Deputy Chief Executive Officer in 2021 and Chief Executive Officer in January 2022.

Prior to joining Valeo, Christophe Périllat worked in the aerospace industry at equipment manufacturer Labinal, where he held roles in supply chain management, as well as plant, project and subsidiary management positions in France and the United States.

He is a Board member at ALD.

Christophe Périllat is a graduate of *École polytechnique* and *École des mines de Paris*. He also holds an EMBA from the French business school HEC.

Christophe Périllat is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

(1) *Christophe Périllat also holds 27,725 shares in the Valeorizon mutual fund (Group employee share ownership plan), which would represent 109,950 Valeo shares.*

Bruno Bézard
Independent director

French
Age: 58
Cathay Capital Private Equity
52, rue d'Anjou
75008 Paris, France

First appointed: 10/24/2017
Start of current term of office: 05/23/2018
End of current term of office: Shareholders' Meeting called to approve the 2021 financial statements
Number of shares held: 3,000
Membership of Board committees:
- Audit & Risks Committee

Main position held outside the Company
- Managing Partner of investment fund Cathay Capital Private Equity

Directorships and other offices currently held
Directorships and other offices within the Group
–
Directorships and other offices held outside the Group
- Director, Matmut

Directorships and other offices held within the past five years
- Head of the French Treasury

Summary of main areas of expertise and experience
Bruno Bézard has experience in the most prestigious roles in the French civil service, spanning the economic, industrial and financial spheres, as well as in the private equity world. In addition, over the past few years he has gained in-depth knowledge of China, where he lived for several years and spends a substantial amount of time in his current position. He also speaks the language.

Bruno Bézard served as Head of the French Public Finance Administration after spending two years as Minister-Advisor in Beijing, overseeing France's Greater China Regional Economic Department. He created, and then headed, the French State Shareholding Agency (APE), representing the State as a shareholder on a large number of company boards and acquiring vast experience in corporate governance and mergers & acquisitions.

He has notably held a seat on the boards of EDF, SNCF, Areva, La Poste, Thales, Air France, Engie, PSA and Fonds Stratégique d'Investissement (FSI). He was Head of the French Treasury and President of the Paris Club before joining Cathay Capital as Managing Partner in 2016, a private equity fund that invests in start-ups, SMEs and middle market companies, and supports their international development in Europe, the United States and China.

An Inspector General of Finance, Bruno Bézard is a graduate of the *École polytechnique* and the *École nationale d'administration* (ENA), and taught at both schools for a number of years.

He is a French citizen and speaks French, English, Chinese and Russian.

BPIFRANCE PARTICIPATIONS
Independent director

Bpifrance Participations
27/31, avenue du Général-Leclerc
94710 Maisons-Alfort Cedex, France

First appointed: 06/21/2019
Start of current term of office: 06/21/2019
End of current term of office: Shareholders' Meeting called to approve the 2021 financial statements
Number of shares held: 12,600,000
Membership of Board committees:
- Compensation Committee
- Governance, Appointments & Corporate Social Responsibility Committee
- Strategy Committee

Directorships and other offices currently held

Directorships and other offices within the Group

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Directorships and other offices held outside the Group

- Director, Ekinops ♦ Eutelsat Communications ♦ Nexans ♦ Orange ♦ Parrot ♦ Pixium Vision ♦ Prodways group ♦ and Soitec ♦ Member of the Supervisory Board, Innate Pharma ♦
- Board Observer, Abionyx Pharma ♦ Fermentalg ♦ and Poxel ♦

Directorships and other offices held within the past five years

- Director, Gensight, Antalis, Cegedim, CGG, Gensight Biologics, Txcell, Verallia, Verimatrix, Mersen, Technicolor and Voluntis
- Member of the Supervisory Board, Valneva, Vergnet, PSA and Vallourec

Summary of main areas of expertise and experience

Bpifrance Participations is a Bpifrance subsidiary, and invests both directly and through funds of funds. It is the parent company of Bpifrance Investissement and engages in these business activities under the general interest mission entrusted to Bpifrance.

♦ *Listed company (for directorships and positions currently held).*

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Stéphanie Frachet

Permanent representative of Bpifrance Participations

French
Age: 44
Bpifrance Investissement
6-8, boulevard Haussmann
75009 Paris, France

Main position held outside the Company

- Director, Bpifrance Investissement; member of the Management Committee, Bpifrance Capital Développement

Directorships and other offices currently held

Directorships and other offices within the Group

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Directorships and other offices held outside the Group

- Permanent representative of Bpifrance Participations, Director, Eutelsat Communications ♦ (member of the Appointments & Governance Committee)
- Member of the Supervisory Board, Sabena Technics Participations (member of the Compensation Committee)
- Director, Constellium ♦ (member of the Environment, Health and Safety Committee)
- Permanent representative of Bpifrance Investissement, Director, Sulo
- Board Observer, Paprec (member of the Audit Committee) and Diot-Siaci

Directorships and other offices held within the past five years

- Independent director Eurosic
- Permanent representative of Bpifrance Investissement, Director, Sarenza
- Permanent representative of Bpifrance Participations, Director, Fidec
- Board Observer, Horizon Parent Holdings (Verallia) and Financière Carso

Summary of main areas of expertise and experience

Stéphanie Frachet has been a manager of Bpifrance Investissement and a member of the Management Committee of Bpifrance Capital Développement since 2017. She joined Bpifrance (formerly Fonds Stratégique d'Investissement) in 2009 and has 20 years' experience in finance and private equity.

From 2001 to 2007, she worked in audit at Ernst & Young and then Transaction Services at PricewaterhouseCoopers, handling M&A and LBO operations.

In 2007, she joined Société Générale's Leveraged Finance team where she was in charge of LBO deals for middle-market companies and large groups.

Stéphanie Frachet is also the permanent representative of Bpifrance Participations on the Board of Directors of Eutelsat Communications, permanent representative of Bpifrance Investissement on the Board of Directors of Sulo (formerly Plastic Omnium Environnement), director of Constellium (listed on the New York Stock Exchange) and a member of the Supervisory Board of Sabena Technics Participations. She is also a Board Observer at Paprec and Diot-Siaci.

Stéphanie Frachet was previously an independent director of Eurosic, permanent representative of Bpifrance Participations on the Board of Directors of Fidec, Board Observer of Horizon Parent Holdings (Verallia) and Financière Carso, as well as a permanent representative of Bpifrance Investissement on the Board of Directors of Sarenza.

She is a graduate of ESSEC Business School.

♦ *Listed company (for directorships and positions currently held).*

Éric Chauvirey

Director representing employees (until June 30, 2021)

French
Age: 47

14, avenue des Béguines
Immeuble Le Delta

95892 Cergy-Pontoise
Cedex, France

First appointed by the Group Works Council: 06/30/2017
Start of current term of office: 06/30/2017
End of current term of office: 06/30/2021
Number of shares held: in accordance with the law, the articles of association and the Internal Procedures, the directors representing employees are not required to hold 1,500 shares
Membership of Board committees:
- Compensation Committee
- Strategy Committee

Main position held outside the Company

–

Directorships and other offices currently held

Directorships and other offices within the Group

- R&D Knowledge Manager in the Group
- Member of the Supervisory Committee, Valeorizon fund

Directorships and other offices held outside the Group

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Directorships and other offices held within the past five years

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Summary of main areas of expertise and experience

Through his long experience in the Group and his involvement in the employee representative bodies and trade unions, Éric Chauvirey has in-depth knowledge of the Group's business and employee relations, which are essential attributes for a director representing employees.

Éric Chauvirey has been employed by Valeo since 1999 in production (Étaples-sur-Mer) and R&D (Montigny-le-Bretonneux & Cergy). He began his career with Valeo as Head of Project Design at Étaples-sur-Mer, before being appointed Head of Pre-Project Research & Development in 2005 for Valeo Systèmes de Liaison.

In 2007, he was promoted to the position of Head of Project Quality for Valeo Systèmes de Contrôle Moteur, the Group's engine management systems unit in Cergy, then became Project Manager in 2012. In September 2014, he was appointed Head of Prototype Scheduling. Since December 1, 2017, Éric Chauvirey has been R&D Knowledge Manager, responsible for managing Valeo Experts.

He was a member of the Works Council, and trade union representative at the Cergy site, and central trade union representative for Valeo Systèmes de Contrôle Moteur. He was also a member of the Central Works Council, Chairman of the Economic Commission, and Group negotiator for the Force Ouvrière trade union.

Éric Chauvirey holds an engineering degree in Industrial Design and Production from the ESCPI-CNAM. He has also completed a training course on the role of company directors run by the *Institut d'études politiques de Paris* (IEP) in partnership with the French Institute of Directors (*Institut français des administrateurs* – IFA).

He is a French citizen and speaks French and English.

C. Maury Devine
Independent director

American
Age: 70
1219 35th street NW
Washington, DC 20007,
United States

First appointed: 04/23/2015
Start of current term of office: 05/26/2021
End of current term of office: Shareholders' Meeting called to approve the 2024 financial statements
Number of shares held: 3,500
Membership of Board committees:
- Governance, Appointments & Corporate Social Responsibility Committee
- Compensation Committee

Main position held outside the Company

- Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group

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Directorships and other offices held outside the Group

- Director, John Bean Technologies (United States) ♦ (Chair of the independent Nominating and Governance Committee and member of the Audit Committee), ConocoPhillips (United States) ♦ (member of the independent Nominations and Governance Committee and the Public Policy Committee), Gonzaga College High School (United States) and the Catholic Charities Foundation of the Archdiocese of Washington (member of the Investment Committee)

Directorships and other offices held within the past five years

- Director, Technip (Lead Director, member of the Nominating and Compensation Committee and Chair of the Ethics and Governance Committee) and Georgetown Visitation Preparatory School (United States) (Chair of the Audit Committee and member of the Executive Committee)
- Member of the independent Nominating and Governance Committee, Petroleum Geo-Services (Norway)

Summary of main areas of expertise and experience

C. Maury Devine, a US national, has held several management positions in international and industrial groups in the United States and Europe. She has also served in public office in the United States and has extensive knowledge of US public affairs.

From 1972 to 1987, C. Maury Devine worked for the US government in various capacities, most notably for the Department of Justice, the White House and the US Drug Enforcement Administration (DEA). Between 1987 and 2000, she held a number of positions at ExxonMobil Corporation, including Chair and Chief Executive Officer of its Norwegian subsidiary from 1996 to 2000 and Secretary General of Mobil Corporation between 1994 and 1996.

She was also Vice-Chair of the Board of Directors of Det Norske Veritas (DNV) from 2000 to 2010 and Fellow at the Belfer Center for Science and International Affairs at Harvard University from 2000 to 2003. She also sits on the Board of Directors of FMC Technologies.

C. Maury Devine is a graduate of Middlebury College, the University of Maryland and Harvard University (Masters in Public Administration).

She is an American citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

FONDS STRATÉGIQUE DE PARTICIPATIONS
Independent director

Fonds Stratégique de Participations
93, boulevard Haussmann
75008 Paris, France

First appointed: 03/24/2020
Start of current term of office: 06/25/2020
End of current term of office: Shareholders' Meeting called to approve the 2023 financial statements
Number of shares held: 10,213,000
Membership of Board committees:
- Audit & Risks Committee

Directorships and other offices currently held

Directorships and other offices within the Group

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Directorships and other offices held outside the Group

- Director, SEB ♦, Arkema ♦, Eutelsat Communications ♦, Tikehau Capital Advisors, Elior Group ♦, Neoen ♦ and Safran ♦ via F&P (joint venture with Peugeot Invest)
- Member of the Supervisory Board, Tikehau Capital SCA ♦
- Board Observer, Believe ♦

Directorships and other offices held within the past five years

- Director, Zodiac Aerospace

Summary of main areas of expertise and experience

Fonds Stratégique de Participations (FSP) is a long-term investment vehicle whose purpose is to support French companies in their growth and transition projects over the long term. FSP thus acquires significant equity interests in companies and plays a role in their governance by obtaining a seat on the Board of Directors or the Supervisory Board. The shareholders of the funds are seven French insurance companies: BNP Paribas Cardif, CNP Assurances, Crédit Agricole Assurances, Groupama, Natixis Assurances, Société Générale Assurances, and Suravenir.

FSP's portfolio currently consists of nine equity interests in French companies that are leaders in their field: SEB, Arkema, Safran, Eutelsat Communications, Tikehau Capital, Elior, Neoen, Valeo and Believe.

FSP is managed by the investment management company, ISALT.

♦ *Listed company (for directorships and positions currently held).*

Julie Avrane
Permanent representative of Fonds Stratégique de Participations

French
Age: 50

144, rue de Longchamp
75116 Paris, France

Main position held outside the Company

- Chair, Clear Direction

Directorships and other offices currently held

Directorships and other offices within the Group

–

Directorships and other offices held outside the Group

- Chair, Clear Direction
- Member, *Cercle de l'Odéon* and *Fondation de la Comédie Française*
- Director, Monnoyeur group, Bureau Veritas (since June 25, 2021) ♦ (member of the Strategy Committee and the Audit and Risk Committee) and Cubyn (since May 2021)
- Member of the Supervisory Board, Unibail-Rodamco-Westfield ♦ (member of the Audit Committee)

Directorships and other offices held within the past five years

- Senior Partner, McKinsey & Company

Summary of main areas of expertise and experience

A Senior Partner in McKinsey & Company's Paris office from 1999 to July 2020, Julie Avrane headed the firm's high-tech industries practice in France (advanced electronics, aerospace and defense, automotive and assembly). She also co-led the firm's high-tech skills practice worldwide.

Julie Avrane specializes in high-tech industries, IT services and software. At McKinsey, she mainly dealt with strategy, growth, M&A and post-merger integration issues in cross-border contexts as well as large-scale transformation plans.

Prior to joining McKinsey's Paris office, Julie Avrane worked as a researcher with Bull Honeywell in the United States in 1993, then with Cogema (Areva) in 1994, and as a business analyst in McKinsey's London office for two years from 1995 to 1997.

Julie Avrane is a graduate of the *École nationale supérieure des télécommunications de Paris* and of the *Collège des ingénieurs*. She also holds an MBA from INSEAD.

♦ *Listed company (for directorships and positions currently held).*

Mari-Noëlle Jégo-Laveissière

Independent director

French
Age: 53
Orange
Orange Bridge
111, quai du Président-Roosevelt
92130 Issy-les-Moulineaux, France

First appointed: 05/26/2016
Start of current term of office: 05/26/2021
End of current term of office: Shareholders' Meeting called to approve the 2024 financial statements
Number of shares held: 1,500
Membership of Board committees:
- Audit & Risks Committee

Main position held outside the Company

- Deputy Chief Executive Officer, Orange Europe (excl. France)

Directorships and other offices currently held

Directorships and other offices within the Group

–

Directorships and other offices held outside the Group

- Chair of the Board of Directors, Telekom Romania (since September30, 2021)
- Director, Engie ♦ (members of the Ethics, Environment and Sustainability Committee), Orange Romania (Romania), Orange Belgium (Belgium) ♦ Orange Polska (Poland) ♦, Orange España (Spain), Orange Bank and NowCp (until May3, 2021)

Directorships and other offices held within the past five years

- Director, Nordnet, the French National Frequency Agency (*Agence Nationale des Fréquences*) and BuyIn
- Chair of the Board of Directors, Soft@Home and Viaccess

Summary of main areas of expertise and experience

Mari-Noëlle Jégo-Laveissière brings the Board of Directors her considerable experience in new technologies and in research and development, particularly in telecommunications, areas in which she has spent most of her career.

She began her career in 1996 at the Paris regional office *(Direction Régionale de Paris)* of France Télécom's commercial distribution network. Since then, she has held various leadership positions within the Orange group: head of Consumer Marketing France (Marketing Grand Public France), Director of Research and Development and Director of International Networks. She became a member of the Executive Committee of Orange in March 2014 in her capacity as Executive Vice-President of Innovation, Marketing & Technologies.

Mari-Noëlle Jégo-Laveissière has been Deputy Chief Executive Officer, Europe (excl. France) of Orange since September 1, 2020.

Mari-Noëlle Jégo-Laveissière holds a degree from *École normale supérieure* and she graduated in engineering from *Corps des Mines*. She also holds a doctorate in quantum chemistry from the *Université de Paris XI* – Waterloo (Canada).

She is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

Gilles Michel
Independent director
Lead Director (until January 26, 2022)

French
Age: 65
Valeo
100, rue de Courcelles
75017 Paris, France

First appointed: 05/23/2018
Start of current term of office: 05/23/2018
End of current term of office: Shareholders' Meeting called to approve the 2021 financial statements
Number of shares held: 1,500
Membership of Board committees:
- Governance, Appointments & Corporate Social Responsibility Committee (Chairman)
- Compensation Committee (Chairman)
- Strategy Committee

Main position held outside the Company
- Director (various companies)

Directorships and other offices currently held
Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
- Director, IBL Ltd (Mauritius) ♦ (Chairman of the Corporate Governance Committee, member of the Strategy Committee), Solvay (Belgium) ♦ (member of the Finance Committee, Chairman of the Appointments Committee and member of the Compensation Committee), Maurilait Production Ltée (Mauritius) and IBL Energy Holdings Ltd (Mauritius)
- Chairman of the Board of Directors, Charles Telfair Institute (Mauritius)
- Vice-Chairman of Management and Development Company Limited (Mauritius)

Directorships and other offices held within the past five years
- Chairman and Chief Executive Officer, Imerys
- Chairman of the Board of Directors, Imerys

Summary of main areas of expertise and experience
Gilles Michel has extensive experience in the automotive industry, after a number of years in senior management positions at PSA Peugeot Citroën, where he held roles such as brand manager for Citroën and Managing Board member of Peugeot SA.

He began his career at the *École nationale de la statistique et de l'administration économique* (ENSAE), before moving to the World Bank in Washington DC. He joined Saint Gobain in 1986, where he spent 16 years in various senior management roles, mainly in the United States, before being appointed Chairman of the Ceramics & Plastics division in 2000. He joined PSA Peugeot Citroën in 2001 as Executive Vice-President of Platforms, Technical Affairs and Purchasing, before becoming brand manager for Citroën and a member of the Peugeot SA Managing Board. From December 1, 2008, Gilles Michel served as Chief Executive Officer of Fonds Stratégique d'Investissement (FSI) upon appointment by the French State and Caisse des Dépôts et Consignations, where he was responsible for equity investments in companies offering growth and competitiveness for the French economy.

He was Chairman of the Board of Directors of Imerys until June 25, 2019, having previously been a director, Deputy Chief Executive Officer and Chairman and Chief Executive Officer.

Gilles Michel is a graduate of the *École polytechnique*, ENSAE and the *Institut d'études politiques de Paris* (IEP).

He is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

Thierry Moulonguet
Independent director

French
Age: 70
Fimalac
97, rue de Lille
75007 Paris, France

First appointed: 06/08/2011
Start of current term of office: 06/25/2020
End of current term of office: Shareholders' Meeting called to approve the 2023 financial statements
Number of shares held: 3,000
Membership of Board committees:
- Audit & Risks Committee (Chairman)
- Strategy Committee

Main position held outside the Company
- Director (various companies)

Directorships and other offices currently held
Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
- Director, Fimalac (member of the Compensation Committee), Fimalac Développement (Luxembourg), Lucien Barrière group (Chairman of the Audit and Risk Committee and member of the Strategy Committee and the Compensation Committee) and HSBC France (Chairman of the Audit Committee and member of the Risk Committee)
- Chairman of the Supervisory Board, Webedia (Fimalac group)

Directorships and other offices held within the past five years
- Director, HSBC Europe (United Kingdom) and Prodways group

Summary of main areas of expertise and experience
Thierry Moulonguet has extensive experience in the French and international automotive industry. He spent most of his career with the Renault-Nissan group, where he held a number of top positions including Associate Chief Executive Officer and Chief Financial Officer of Nissan in Japan and Associate Chief Executive Officer and Chief Finance Officer of the Renault group.

Thierry Moulonguet joined the Renault-Nissan group in February 1991 as Head of Banking Strategy and Financial Communication. He later served as Director of Financial Relations, Director of Capital Expenditure Control, Associate Chief Executive Officer and Chief Financial Officer of Nissan before becoming Associate Chief Executive Officer and Chief Financial Officer of the Renault group, also in charge of Information Systems, and then member of the Management Committee for the Americas and member of its Executive Committee from January 2004 to July 1, 2010. He served as Special Advisor to Renault's Chairman and Chief Executive Officer until March 31, 2011, the date on which he retired.

He also served as a member of the Board of Fitch Ratings Ltd, Ssangyong Motor Co. (South Korea), Avtovaz, RCI Banque and Renault Retail group.

Thierry Moulonguet is a graduate of *École nationale d'administration* (ENA) and *Institut d'études politiques de Paris* (IEP).

He is a French citizen and speaks French and English.

Olivier Piou
Independent director (until June 30, 2021)

French
Age: 63
1, avenue Frédéric-Le-Play
75007 Paris, France

First appointed: 05/23/2019
Start of current term of office: 05/23/2019
End of current term of office: 06/30/2021
Number of shares held: 15,000
Membership of Board committees:
- Audit & Risks Committee
- Strategy Committee

Main position held outside the Company
- Director, TechnipFMC (until February 16, 2021) (United Kingdom) ♦
  (member of the Strategy Committee and the Environmental, Social and Governance Committee)

Directorships and other offices currently held
Directorships and other offices within the Group
–
Directorships and other offices held outside the Group
- Director, TechnipFMC (until February 16, 2021) (United Kingdom) ♦

Directorships and other offices held within the past five years
- Director, Gemalto N.V. (Netherlands) and Nokia (Finland)

Summary of main areas of expertise and experience
Olivier Piou has extensive executive experience and recognized expertise in the field of digital security, having spent a number of years in executive management positions at Schlumberger, Axalto and Gemalto, including as Chief Executive Officer of Gemalto from 2006 to 2016.

Olivier Piou began his career with Schlumberger in 1981 as a production engineer, and has held various senior management positions in the technology, marketing and operations divisions of Schlumberger in France and the United States. He was Chief Executive Officer of Axalto N.V., Schlumberger Limited's smart cards division, at the time of its initial public offering in 2004. He then successfully completed the merger between Axalto and Gemplus to create Gemalto.

In 2015, he was ranked as one of the world's best-performing chief executive officers by the prestigious *Harvard Business Review*.

He also served as a member of the Board of Directors of TechnipFMC until February 16, 2021. He served as Chairman of Eurosmart, a trade association for the smart cards industry, from 2003 to 2006. He served as a director of Axalto NV from 2004 to 2006, of Gemalto from 2006 to 2019, of INRIA (*Institut national de recherche en informatique et en automatique*), the French national institute for research in digital science and technology, from 2003 to 2010, of Alcatel-Lucent from 2008 to 2016 and of Nokia from 2016 to 2020.

Olivier Piou is a graduate of the *École centrale de Lyon* and is a *chevalier de la Légion d'honneur* (Knight of the Legion of Honor).

He is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

Éric Poton

Director representing employees (since June 30, 2021)

French
Age: 55
Valeo Systèmes d'Essuyage
1, rue Pierre-et-Marie-Curie
63500 Issoire, France

First appointed by the Group Works Council: 06/18/2021
Start of current term of office: 06/30/2021
End of current term of office: 06/30/2025
Number of shares held: in accordance with the law, the articles of association and the Internal Procedures, directors representing employees are not required to hold 1,500 shares
Membership of Board committees: -

Main position held outside the Company

–

Directorships and other offices currently held

Directorships and other offices within the Group

- P2, R&I and standard owner project manager within the Group

Directorships and other offices held outside the Group

–

Directorships and other offices held within the past five years

–

Summary of main areas of expertise and experience

Thanks to his career within the Group and his involvement in the employee representative bodies and trade unions, Éric Poton has in-depth knowledge of the Group's business and employee relations, which are key attributes for a director representing employees.

Éric Poton has worked at Valeo since 1998. He has held various positions within the Issoire plant, mainly in the R&D and Aftermarket teams.

Since 2017, he has been project manager for P2 and R&I and standard owner, with a particular focus on developing Aftermarket platform standards for the wiper business. He leads a research and innovation project team and contributes to the Group's innovation activities on wiper system products.

He started his career at Valeo as a design engineer before becoming a member of the R&D project team. Between 2007 and 2011, he held the position of R&D standardization coordinator and in 2012 was appointed P2 project manager.

Éric Poton was a member of the Economic and Social Committee at the Issoire site and a member of the Central Works Council at Valeo Systèmes d'Essuyage (VSE). He was also the site and central union delegate for VSE, as well as a full member of the Group Works Council and the European Works Council for the CFE-CGC trade union.

Éric Poton holds a higher education diploma in industrial product design and has followed a further education course in management.

He is a French citizen and speaks French and English.

Patrick Sayer
Independent director

French
Age: 64
Augusta
143, avenue
Charles-de-Gaulle
92200 Neuilly-sur-Seine, France

First appointed: 05/23/2019
Start of current term of office: 05/23/2019
End of current term of office: Shareholders' Meeting called to approve the 2022 financial statements
Number of shares held: 11,700
Membership of Board committees:
- Governance, Appointments & Corporate Social Responsibility Committee
- Compensation Committee
- Strategy Committee (Chair)

Main position held outside the Company
- Chairman of Augusta

Directorships and other offices currently held
Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
- Chairman, Augusta, CarryCo Capital 1, CarryCo Croissance and CarryCo Croissance 2 (Eurazeo group)
- Member of the Supervisory Board, Eurazeo ♦ (member of the Finance Committee and the Digital Committee) and Europcar Mobility group ♦ (until February 26, 2021) (member of the Strategy Committee)
- Director, Ipulse (United States)
- Founding member of the legal think-tank *Club des juristes*
- Judge at the Paris Commercial Court

Directorships and other offices held within the past five years
- Chairman of the Executive Board, Eurazeo
- Chief Executive Officer, Legendre Holding 19
- Chairman, Eurazeo Capital Investissement, Legendre Holding 25, Legendre Holding 26 and AFIC
- Chairman of the Supervisory Board, Europcar Mobility group
- Member of the Supervisory Committee, Foncia Holding
- Director, Colyzeo Investment Advisors, Gruppo Banca Leonardo (Italy), Rexel, AccorHotels, Tech Data Corporation (United States) and Musée des arts décoratifs de Paris
- Manager, Investco 3d Bingen
- Vice Chairman and member of the Supervisory Board, ANF Immobilier

Summary of main areas of expertise and experience
Patrick Sayer is Chairman of Augusta, a family office that focuses on investing in three core sectors: new technologies, luxury goods and real estate.

Patrick Sayer served as Chairman of the Management Board of Eurazeo, one of Europe's leading listed investment companies, from 2002 to 2018. He became a member of Eurazeo's Supervisory Board in 2018. After acquiring equity interests in Rhône Capital and Idinvest, Eurazeo directly and indirectly managed assets of almost 20 billion euros.

Previously, Patrick Sayer was a managing partner at Lazard Frères et Cie in Paris, which he joined in 1982, and a managing director of Lazard Frères & Co. in New York, where he was global head of media and technology. His private equity experience dates back to the creation of Fonds Partenaires, where he was active from 1989 to 1993. He is a director of Ipulse and the Paris Museum of Decorative Arts.

He served as a member of the Supervisory Board of Europcar Mobility group until February 26, 2021 and a director of Tech Data Corporation in the United States until June 30, 2020. Between 2006 and 2007, he was President of the French Association of Investors for Growth (*Association française des investisseurs pour la croissance*) (AFIC), and he is also a founder member of the legal think-tank *Club des juristes* and a judge at the Paris Commercial Court (*Tribunal de commerce de Paris*). He is a lecturer in finance (masters program) at Paris Dauphine university.

Patrick Sayer is a graduate of *École polytechnique* (1980) and *École des mines de Paris* (1982). He is also a certified financial analyst, completing the course at the French Society of Financial Analysts training center, where he has also taught classes.

He is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

Ulrike Steinhorst
Independent director

German
Age: 70
3, villa du Coteau
92140 Clamart, France

First appointed: 02/24/2011
Start of current term of office: 06/25/2020
End of current term of office: Shareholders' Meeting called to approve the 2023 financial statements
Number of shares held: 1,500
Membership of Board committees:
- Strategy Committee
- Governance, Appointments & Corporate Social Responsibility Committee (in charge of CSR issues)
- Compensation Committee

Main position held outside the Company
- Founder, Nuria Consultancy, a consulting firm
- Director (various companies)

Directorships and other offices currently held
Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
- Chair, Nuria Consultancy
- Director, the Franco-German Chamber of Commerce and Industry, *École nationale supérieure des mines de ParisTech*, Mersen ♦ (Chair of the Compensation, Appointments and Governance Committee) and Albioma♦ (Chair of the Nomination, Remuneration & Governance Committee and member of the Corporate Social Responsibility Committee)
- Member of the Management Committee of Fonds de revitalisation industrielle (GE)

Directorships and other offices held within the past five years
- Strategy, Planning and Finance Director, Airbus group's Technical Corporate division

Summary of main areas of expertise and experience
Ulrike Steinhorst, a German citizen, has extensive experience in top-level corporate positions, mainly at EDF, Degussa/Evonik group and EADS/Airbus, with a strong focus on international business and strategy.

She joined the Électricité de France (EDF) group in 1990 after being at the office of the Minister for European Affairs at the time of German reunification. Within EDF she held a number of positions before becoming head of the International Subsidiaries in the Industrial division. In 1999, she joined Degussa AG group in Germany, before returning to France in 2003 to head up the group's French business. In 2007, she joined EADS where she served as Chief of Staff to the Executive Chairman.

From 2012 until the end of 2017, she was Strategy, Planning and Finance Director at Airbus group's Technical Corporate division.

In 2017, she founded the consulting firm Nuria Consultancy. In addition to her consulting activities, she is an independent director of several listed companies. She has also served on the Board of Directors of F2I (UIMM) and the Imagine genetic disease research institute.

Ulrike Steinhorst is a state-certified German lawyer and graduate of the HEC Executive MBA, Université Paris II – Panthéon (post-graduate degree in public law) and the *École nationale d'administration* (ENA).

She is a German citizen and speaks German, English and French.

♦ *Listed company (for directorships and positions currently held).*

Grzegorz Szelag
Director representing employees

Polish
Age: 44
Valeo Electric and Electronic Systems Sp. z.o.o
ul. Bestwińska 21
43-500 Czechowice-Dziedzice, Poland

First appointed by the European Works Council: 11/19/2020
Start of current term of office: 11/19/2020
End of current term of office: 11/19/2024
Number of shares held: in accordance with the law, the articles of association and the Internal Procedures, the director representing employees is not required to hold 1,500 shares
Membership of Board committees:
Compensation Committee

Main position held outside the Company

–

Directorships and other offices currently held

Directorships and other offices within the Group

- Quality technician

Directorships and other offices held outside the Group

–

Directorships and other offices held within the past five years

- Secretary of the Valeo Group's European Works Council

Summary of main areas of expertise and experience

Thanks to his long experience with the Group and his involvement in its employee representative bodies for more than 15 years, Grzegorz Szelag possesses all the professional and interpersonal qualities required to fulfill the role of director representing employees.

Grzegorz Szelag has been working at Valeo in Czechowice, Poland, since 2002. He started his career as a production operator, before being promoted to production supervisor in 2002, and then quality technician in 2004.

In 2005, he became employee representative at the Czechowice site. He joined Valeo's European Works Council in 2006 as representative for Poland and became its Secretary in 2018.

Grzegorz Szelag has a degree from a mechanical engineering school.

When he was appointed as director representing employees, he completed a training course set up by the French Institute of Directors (*Institut français des administrateurs* – IFA) entitled "Salaried Directors Workshop, a guide to being a member of the Board".

He is a Polish citizen and speaks Polish and English.

Véronique Weill
Independent director

French
Age: 62
CNP Assurances
4, place Raoul-Dautry
75015 Paris, France

First appointed: 05/26/2016
Start of current term of office: 05/26/2021
End of current term of office: Shareholders' Meeting called to approve the 2024 financial statements
Number of shares held: 2,390
Membership of Board committees:
- Audit & Risks Committee
- Governance, Appointments & Corporate Social Responsibility Committee
- Compensation Committee

Main position held outside the Company

- Chair of the Board of Directors, CNP Assurances ♦

Directorships and other offices currently held

Directorships and other offices within the Group

–

Directorships and other offices held outside the Group

- Chair of the Board of Directors, CNP Assurances (member of the Compensation and Appointments Committee, Chair of the Strategy Committee, Chair of the Monitoring Committee for the implementation of the BPCE and La Banque Postale partnerships, and Chair of the Ad Hoc Committee)
- Director, Caixa Seguros Holding and Holding XS1
- Member of the Supervisory Board, Rothschild & Co ♦ (member of the Compensation and Appointments Committee) and the Gustave Roussy Foundation (Co-Chair of the Campaign Committee)
- Member of the European Advisory Committee, Salesforce ♦

Directorships and other offices held within the past five years

- General Manager responsible for Operations, IT, Real Estate, Insurance and M&A, Publicis group
- Chief Customer Officer, AXA group
- Chief Executive Officer, AXA Global Asset Management
- Chair of the Board of Directors, AXA Assicurazioni Spa (Italy), AXA Aurora Vida, Sa De Seguros Y Reaseguros (Spain), AXA Pensiones SA, Entidad Gestora De Fondos De Pensiones, Sociedad Unipersonal (Spain), AXA Seguros Generales SA De Seguros Y Reaseguros (Spain), AXA Vida SA De Seguros Y Reaseguros (Spain), AXA Global Direct (France) and AXA Banque Europe (Belgium)
- Director, AXA Assistance SA (Italy), AXA MPS Assicurazioni Danni S.p.A (Italy) and AXA MPS Assicurazioni Vita S.p.A (Italy), Translate Plus – Publicis group (United Kingdom), BBH Holdings Ltd. (Bartle Bogle Hegarty) – Prodigious UK (United Kingdom), the Georges Besse Foundation and the Louvre Museum

Summary of main areas of expertise and experience

Véronique Weill has a strong background in finance and M&A, as well as insurance, having spent more than 20 years in investment banking in the United States and France and then at AXA. She also has extensive experience in new and digital technologies.

Véronique Weill spent more than 20 years at J.P. Morgan, where she held various positions including global head of operations and trading for the investment banking business and global head of IT and operations for the asset management and private banking business. In June 2006, she joined AXA as Chief Executive Officer of AXA Business Services and Director of Operational Excellence. She was also Chair of the Board of Directors and a director of various AXA subsidiaries in France, Spain, Italy and Belgium.

She was Chief Customer Officer for the AXA group and Chief Executive Officer of AXA Global Asset Management until January 18, 2017 and then General Manager in charge of Operations, IT, Real Estate, Insurance and M&A at the Publicis group until December 2020. She was also a member of the Scientific Board of the AXA Research Fund. She has been Chair of the Board of Directors of CNP Assurances since July 2020.

Véronique Weill is a graduate of *Institut d'études politiques de Paris* (IEP) and has a bachelor's degree in literature from the Sorbonne University.

She is a French citizen and speaks French and English.

♦ *Listed company (for directorships and positions currently held).*

3.2.2 Preparation and organization of the Board of Directors' work

Internal Procedures

On March 31, 2003, the Board of Directors adopted Internal Procedures, which are regularly updated, defining the operating procedures of the Board of Directors in addition to applicable legal and regulatory requirements and the provisions of the Company's articles of association. Acting on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, the Board of Directors updated its Internal Procedures on January 26, 2022. Internal procedures have also been drawn up for the Board of Directors' committees, and are included in the appendices of the Board of Directors' Internal Procedures.

The Internal Procedures are available on the "Corporate Governance" page of the Company's website (www.valeo.com).

Directors' rights and duties

The Internal Procedures include a Directors' Charter that sets out the principles that the directors must follow. This Charter imposes certain duties on directors in order to ensure, in particular, that (i) they are aware of the rules and regulations applicable to them, (ii) conflicts of interest are avoided, (iii) they dedicate the necessary time and attention to their duties and comply with the applicable provisions relating to multiple directorships, and (iv) as regards undisclosed information, they are bound by a duty of confidentiality that goes beyond the mere obligation of discretion provided by law. The Charter also specifies that while directors are individual shareholders, they represent all shareholders and must act in the interest of the Company in all circumstances. They also have a duty to be loyal to the Company.

Furthermore, members of the Board of Directors are responsible for ensuring that they have all the necessary information to carry out their duties. To this end, the Chairman and Chief Executive Officer provides directors with the information and documents required in order for them to fully perform their duties. The Lead Director, where applicable, also makes sure that the directors are fully informed.

As compensation for the work carried out by directors, Shareholders' Meetings may grant an annual fixed amount, allocated by the Board of Directors to its members pursuant to Article L.22-10-8 of the French Commercial Code on the compensation policy for corporate officers (*ex ante* vote). The Board of Directors may also grant directors exceptional compensation for specific assignments or tasks entrusted to them. The Board of Directors sets the compensation of the corporate officers (including the directors), based on recommendations made by the Compensation Committee. The compensation policy is subject to an *ex ante* vote by the shareholders and the compensation paid or awarded pursuant to that compensation policy is then subject to a general *ex post* vote by the shareholders.

Article 14 of Valeo's articles of association provides that each director must hold at least 1,500 registered shares throughout their term of office. This obligation is also set out in Article 1.1(b) of the Internal Procedures. In accordance with the law and the provisions of the Company's articles of association and the Internal Procedures, this requirement does not apply to directors representing employees.

Although not expressly provided for by the Internal Procedures, in practice the directors attend the Company's Shareholders' Meetings, in accordance with the recommendation in Article 20 of the AFEP-MEDEF Code.

On January 23, 2008, the Board of Directors adopted a Code of Conduct on trading in financial instruments and compliance with regulations on insider trading, which governs trading in the Company's securities by members of the Board of Directors, executive corporate officers, members of the Executive Committee, Operations Committee and the Liaison Committee, and any person with inside information. The Board of Directors last updated its Code of Conduct on October 24, 2019 pursuant to Law No. 2019-744 of July 19, 2019 on the simplification, clarification and modernization of company law (the "**Soilihi law**"). On accepting their position, each member of the Board of Directors agreed to comply with this Code of Conduct.

This Code sets out the legal and regulatory provisions regarding the disclosure of trading in the Company's securities applicable to insiders, and in particular members of the Board of Directors, the Executive Committee, the Operations Committee and the Liaison Committee, any person with permanent or regular access to inside information and any Group employees who may appear on the lists of occasional insiders drawn up by Valeo ("**Insiders**").

Under the Code of Conduct, it is prohibited for any person to carry out one or more transactions based on inside information at any time. It is prohibited at any time for these people to carry out or attempt to carry out, either on their own behalf or for third parties, directly or indirectly, one or more transactions (including the sale of shares resulting from the exercise of stock purchase or subscription options or the cancelation or modification of an order) on financial instruments (shares, bonds, etc., and any related derivatives) of the Company if they have inside information about the Company or any other Group entity. This Code also prohibits any person having inside information from disclosing or attempting to disclose inside information about the Company or any Group entity, other than in the normal course of their duties, to any person, particularly when the circumstances of such disclosure would enable that person to carry out one or more transactions on the Company's financial instruments. They are also prohibited from advising or attempting to advise any person to carry out one or more transactions in respect of the Company's financial instruments based on inside information about Valeo or any other Group entity, or encouraging or attempting to encourage any person to carry out such transactions in Valeo's financial instruments based on this inside information.

The Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, the members of the Board of Directors, the members of the Executive Committee, Operations Committee and the Liaison Committee and other Group executive managers are also prohibited from carrying out, directly or indirectly, the following transactions:

- any speculative transactions in the Company's financial instruments as well as in any related financial instruments, such as transactions in derivatives, margin buying and short selling, as well as rolling over deferred settlement orders;
- hedging the financial instruments of the Company and any related financial instruments, including shares, stock purchase or subscription options, rights over shares which may be freely allotted, and shares obtained on exercising stock options or freely allotted.

The Code of Conduct also applies to the purchase or sale (or forward transaction) of the financial instruments of any company other than Valeo by any persons having inside information if such transaction is based on inside information obtained in the course of their duties.

In the event of uncertainty as to whether information is considered inside information, all persons must contact the General Counsel and General Secretary before carrying out any transactions involving the Company's financial instruments. The Chairman and Chief Executive Officer, the directors and the members of the Group's Executive Committee and Operations Committee must check with the General Counsel and General Secretary before carrying out any transactions involving the Company's financial instruments that they do not have inside information as a result of their position.

Restrictions on trading in the Company's financial instruments apply to any person having inside information up to and including the date of publication of the press release on the inside information in question.

In addition, subject to the exceptions provided for in the applicable regulations, Insiders are prohibited from carrying out one or more transactions involving the Company's shares, debt securities, derivatives or other related financial instruments (including the sale of free shares and the exercise of stock purchase or subscription options), either on their own behalf or for third parties, directly or indirectly, during the following black-out periods:

- from the 30th calendar day inclusive preceding the date of publication of Valeo's press release on the annual and half-yearly results, up to and including the date of publication of said press release on these financial statements;
- from the 15th calendar day inclusive preceding the date of publication of Valeo's quarterly information, up to and including the date of publication of the press release on this quarterly information.

The statutory black-out periods applicable to the allotment of stock purchase or subscription options by the Board of Directors (Article L.22-10-56 of the French Commercial Code) must also be complied with.

In addition, pursuant to the Code of Conduct, the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, the members of the Board of Directors, other executive managers and persons having close personal ties with them must comply with obligations to inform the Company and the AMF following transactions in the Company's shares, debt securities, derivatives or other related financial instruments in accordance with applicable laws and regulations.

Rules governing the operation and organization of the Board of Directors, and their application

Average notice period for calling Board meetings

In accordance with its Internal Procedures, the Board of Directors meets at least six times a year, and at least once every three months, on dates that are sent to each director at the beginning of the fiscal year at the latest, and at any other time in the interest of the Company. The average notice period for calling a meeting of the Board of Directors is approximately ten days, allowing the directors to review any useful information for such meetings.

Representation of directors

Directors may be represented at Board of Directors' meetings by another director; however, at a single meeting each director only has a proxy to represent one director. The proxy must be given in writing. In 2021, none of the directors were represented by proxy at Board meetings.

Chairmanship of Board meetings

Board of Directors' meetings are chaired by the Chairman and Chief Executive Officer or, in his absence, by a Vice-Chairman, where applicable, or a director designated by the Board of Directors, including the Lead Director. All nine Board of Directors' meetings held in 2021 were chaired by its Chairman.

Directors' participation in Board meetings

The Internal Procedures allow directors to participate in Board of Directors' meetings by any videoconferencing or telecommunications technology that enables them to be identified and ensures that they actually participate in the meeting. Accordingly, directors who take part in Board meetings through such means are deemed to be present for the purposes of calculating the quorum and majority, except at meetings dedicated to the preparation of the annual parent company and consolidated financial statements and the related management reports (as provided for in Articles L.232-1 and L.233-16 of the French Commercial Code). However, in view of the Covid-19 health restrictions in 2021, and in accordance with Article 8 of French Ordinance No. 2020-321 of March 25, 2020, the Board of Directors' meeting held on February 18, 2021 to approve the annual parent company and consolidated financial statements and related management reports took place via videoconference. The Chairman is required to state in the relevant meeting notice whether these methods can be used for certain meetings. Directors wishing to participate in a Board meeting by these methods must contact the General Secretary at least two working days before the meeting date (except in an emergency) in order to ensure that the relevant technical information can be exchanged and tests performed before the meeting takes place.

Under Article 16.4 of the Company's articles of association and Article 1.2 (f) of the Internal Procedures, the directors may be consulted in writing for decisions that fall within the Board of Directors' scope of authority as set out in the French Commercial Code, Article L.225-24 (appointment of a director if a seat becomes vacant due to death or resignation, or if the number of directors falls below the minimum legal requirement or the minimum requirement provided for under the articles of association, or if the gender balance is not observed), Article L.225-35, final paragraph (authorization of sureties, endorsements and guarantees), Article L.225-36, second paragraph (compliance of the articles of association with applicable laws and regulations) and Article L.225-103, I (calling a Shareholders' Meeting), as well as the decision to transfer the Company's registered office to any other location in the same *département* or a neighboring *département*.

Decision-making on the Board of Directors

Except in the event of a written consultation, the Board of Directors is only validly constituted if half of its members are present or represented. Decisions are taken by a majority vote of the members present or represented. In the event of a tie, the Chairman has the casting vote.

Record of Board decisions

In addition to written consultations, minutes are drawn up at each meeting and signed by the Chairman and Chief Executive Officer and one other director. The draft minutes must first be sent to all directors no later than two weeks after the meeting. To ensure a clear account of Board of Directors' meetings, the minutes include, in addition to the information required by law, a summary of the discussions and decisions made, briefly mentioning the issues and reservations raised, along with an explanation of any technical issue related to videoconferencing or telecommunications technology used if it disrupted the meeting. The minutes of Board of Directors' meetings provide a record of the Board of Directors' proceedings.

Frequency and duration of Board meetings and average attendance rates of directors

The frequency of Board of Directors' meetings and the average attendance rate of directors in the 2021 fiscal year are set out in section 3.2.1 of this chapter, paragraph "Attendance rate at Board of Directors' meetings", pages 112 to 113. The average duration of Board of Directors' meetings was about four hours. The frequency and duration of Board meetings allow for the review and in-depth discussion of matters falling within the Board of Directors' scope of authority.

Directors' access to information

Directors' access to information

The Company's new directors receive training to help them learn about the Company, its business lines and business sector, and its corporate social responsibility (CSR) challenges. They also attend an annual strategy seminar, held over several days in a different part of the world each year. Its purpose is mainly to provide genuine insight into the discussions of the Board of Directors and to gain a practical understanding of the Group's specificities. During the seminar, the directors visit the Group's production facilities and those of its partners. They also meet the local operational teams and local management, and are given presentations on the Group's products and business operations. Due to Covid-19 restrictions, the 2021 strategy seminar took place over a period of four days in France.

In accordance with the recommendations in the AFEP-MEDEF Code, the Company has devised a specific training program for directors representing employees. Grzegorz Szelag, who was appointed as a director representing employees by the European Works Council on November 19, 2020, attended training provided by the IFA during the year entitled "Salaried Directors Workshop, a guide to being a member of the Board". He was also given immersion sessions with the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer; the General Counsel and General Secretary; the Chief Financial Officer, the Senior Vice-President, Human Resources; and the President, Corporate Strategy and Research & Development. Éric Poton, the second director representing employees appointed by the Group Works Council on June 18, 2021, successfully completed a directorship training course designed by the French Institute of Directors (*Institut français des administrateurs* – IFA) in partnership with Sciences Po Executive Education entitled "Certificate of Corporate Director" as well as several other IFA training sessions about the fundamental aspects of finance and about audit committees.

Within the scope of the Board of Directors' work, each director is given all the information required to perform his/her duties. The agenda for any upcoming Board of Directors' meeting and details of agenda items requiring upfront analysis and consideration are provided within a sufficient time frame and at least 48 hours (except in an emergency) before the meeting, provided that this is not incompatible with confidentiality requirements.

Directors who are not able to make an informed decision due to a lack of information must notify the Chairman and Chief Executive Officer and/or the Lead Director (where the Company has a Lead Director) and request the information they deem necessary to fulfill their duties. Requests for information needed to perform their duties must be made to the Chairman and Chief Executive Officer or to the Lead Director, who will then notify the Chairman and Chief Executive Officer. Generally, each director receives the information that he/she needs to perform his/her duties and may be given all the related documents by the Chairman and Chief Executive Officer once the Board of Directors has determined that they are relevant.

The Chairman and Chief Executive Officer shares with the directors any information about the Company that he has and that he deems relevant to share on an ongoing basis.

The Lead Director, where applicable, will ensure that the directors are provided with the information necessary to carry out their duties and verify that this information is provided to them prior to the Board of Directors' meetings. The Lead Director is in regular contact with General Management and ensures that any information concerning the Company is reported to the Board of Directors.

Guests of the Board of Directors

In 2021, Christophe Périllat (in his capacity as Associate Chief Executive Officer before he was appointed as a director at the Shareholders' Meeting held on May 26, 2021), the General Counsel and General Secretary and the Chief Financial Officer attended all meetings of the Board of Directors. Other members of the Group's Management attended for certain specific matters, including the Chief Ethics and Compliance Officer for matters relating to the Group's policy on gender parity, equality and diversity. The Group's Statutory Auditors attended parts of some Board of Directors' meetings. A representative of the consulting firm Spencer Stuart also attended part of a Board meeting to discuss the assessment of the Board's operating procedures.

Role of the Board of Directors

The principal role of the Board of Directors, which is a collegial body appointed by the shareholders, is to determine the Company's business strategies and ensure that they are implemented effectively. Subject to the powers expressly granted to Shareholders' Meetings and within the limits of the corporate purpose, it handles any issues related to the proper operation of the Company and takes care of any business in this respect during its meetings.

In accordance with applicable laws and regulations, the Company's articles of association and the provisions of the Internal Procedures, the Board of Directors has the power, in particular, to:

- convene Shareholders' Meetings and set the agendas thereof;
- draw up the parent company and the consolidated financial statements, the Annual Management Report and the forecast management documents;
- draw up the Corporate Governance Report;
- authorize related party agreements;
- appoint and remove from office the Chairman and Chief Executive Officer (or the Chairman of the Board of Directors and the Chief Executive Officer if these roles are separate) and the Deputy Chief Executive Officers, and set their compensation;
- appoint the members of the committees;
- allocate compensation to the directors in accordance with the compensation policy;
- relocate the head office in the same or a neighboring *département* provided that the decision is approved at the next Ordinary Shareholders' Meeting;
- acting under the authority of the Extraordinary Shareholders' Meeting, amend the articles of association as necessary to ensure their compliance with applicable laws and regulations, provided that the articles of association are approved at the next Extraordinary Shareholders' Meeting;
- authorize sureties, endorsements and guarantees;
- issue non-dilutive bonds and/or securities giving or not giving access to the share capital;
- decide on any planned merger or spin-off;
- authorize the Chairman and Chief Executive Officer or the Chief Executive Officer, as applicable, to carry out any significant transactions, i.e., any acquisitions or sales of subsidiaries, equity interests or other assets, investments and borrowings, representing more than 50 million euros per transaction;
- review the Group's industrial and financial strategy by devoting, in particular, one session per year to this review.

The Board of Directors is also informed of market and competitive trends and the main challenges faced by the Company, including those related to corporate social responsibility (CSR). It endeavors to promote the Company's long-term value creation whilst taking into consideration the social and environmental impacts of its operations.

In 2021, the main topics addressed by the Board of Directors related to, in particular:

- the financial position, cash position, and commitments of the Group, and in particular:
  - reviewing the approximate 2020 results, the 2021 preliminary budget and the 2021 final budget,
  - the Statutory Auditors' presentation on the parent company and the consolidated financial statements for the 2020 fiscal year, and on the review of the interim consolidated financial statements as at June 30, 2021,
  - preparing the parent company and consolidated financial statements for 2020 and the Group's outlook for 2021,
  - reviewing the consolidated results for the first half of 2021 and the outlook for the second half of 2021,
  - preparing the Management Report and the related notes for the 2020 fiscal year,
  - recommending the dividend payment and reviewing the dividend amount for 2020,
  - reviewing the quarterly figures and results, and the forecasts and projections prepared for 2021,
  - setting objectives for 2021 in line with the Group's 2021 guidance;
- oversight relating to key strategies, and in particular:
  - reviewing the impact of the Covid-19 pandemic on the Group and any ensuing consequences for 2021,
  - examining the impact of the semiconductor supply shortage and the rise in raw material prices,
  - discussing acquisitions, investments, sales and strategic operations under review,
  - major project development,
  - monitoring changes in the industry and the Group's key strategies,
  - reviewing trends in the automotive market and the competitive environment,
  - updating the Company's main goals and objectives, including in terms of social and environmental responsibility,
  - reviewing regulatory changes and examining the Group's sustainability policy and its main sustainability achievements, including a review of the policy for reducing the Group's CO_2 emissions and the progress of its carbon neutrality plan "CAP 50", the objective of which is to reach carbon neutrality by 2050 with a 45% achievement rate by 2030;
- executive compensation, and in particular:
  - reviewing the Chairman and Chief Executive Officer's variable compensation and pension plan for 2020,
  - reviewing and approving the 2021 compensation policy for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer,
  - reviewing and approving the compensation policies for the Chairman of the Board of Directors and the Chief Executive Officer in preparation for the Chairman and Chief Executive Officer's roles being separated in January 2022,
  - reviewing the Chairman and Chief Executive Officer's long-term compensation and allotment level for 2021,

  - examining the plan to allot free shares and/or performance shares to Group employees and corporate officers in 2021,
  - measuring the performance criteria for the 2021 performance share plans,
  - assessing the achievement levels of the financial performance criteria underlying the allotment of performance shares that have vested for beneficiaries (apart from for the Chairman and Chief Executive Officer) for 2020, based only on performance in the second half of the year and the achievement levels of the targets set in the 2020 guidance,
  - examining the Shares4U 2021 employee share ownership plan;
- corporate governance and internal control, and in particular:
  - reviewing the status of directors in light of the independence criteria set out in the Internal Procedures,
  - reviewing the main obligations of directors relating to conflicts of interest and confidentiality, and examining the Group's risk map and risk management systems,
  - assessing the operation of the Board of Directors and the committees,
  - reviewing the Group's gender parity, equality and diversity policy, and more particularly monitoring and reassessing the diversity targets for its governing bodies,
  - reviewing the membership structure of the Board committees, including the appointment of Grzegorz Szelag as a member of the Compensation Committee, Bpifrance Participations (represented by Stéphanie Frachet) and Gilles Michel as members of the Strategy Committee and Éric Poton as a member of the Audit & Risks Committee,
  - implementing the succession plan for the Chairman and Chief Executive Officer, notably by appointing the Deputy Chief Executive Officer,
  - appointing and reappointing directors and reviewing the succession plan for directors,
  - reviewing the succession and development plan for the Group's main executive managers,
  - reviewing directors' compensation,
  - reviewing the Corporate Governance Report,
  - reviewing the draft report of the Lead Director,
  - reviewing the provisions of the consolidated AFEP-MEDEF Code (comply or explain), the report of the High Committee on Corporate Governance, and the AMF's report on executive compensation,
  - finalizing the Company's transformation into a European Company;
- financial operations, and in particular:
  - sureties, endorsements and guarantees,
  - allotment of free shares and performance shares,
  - issuance of bonds,
  - share buybacks;
- other matters, and in particular:
  - following up on the 2020 results roadshow,
  - calling the Ordinary and Extraordinary Shareholders' Meeting (including deciding on the content of draft resolutions, the Board of Directors' Report on the resolutions and special reports),
  - authorizing the Chairman and Chief Executive Officer to reply to shareholders' written questions,
  - reviewing how the tellers are appointed at the Shareholders' Meeting,
  - reviewing related party agreements that remain in effect over time,
  - reviewing transactions entered into in the ordinary course of business on an arm's length basis,
  - reviewing press releases,
  - reviewing the ownership structure and any changes,
  - analyzing share price trends,
  - deciding to relocate the Company's head office on September 6, 2021, subject to this decision being ratified at the next Ordinary Shareholders' Meeting,
  - examining the reappointment of Statutory Auditors and alternate Statutory Auditors and amendments to the Company's articles of association in order to remove the requirement to appoint alternate Statutory Auditors,
  - reviewing CSR and safety policies,
  - reviewing the Group's financial and fiscal policy and insurance program,
  - reviewing the Group's compliance policy, particularly as regards anti-corruption, economic sanctions, and compliance with competition law, the General Data Protection Regulation (GDPR) and the Sapin II law.

Committees created by the Board of Directors

The Board of Directors has set up several committees in order to enhance its operating procedures and provide assistance with preparing its decisions by issuing recommendations and opinions.

At December 31, 2021, the committees of the Board of Directors were:

- Governance, Appointments & Corporate Social Responsibility Committee;
- Compensation Committee;
- Audit & Risks Committee;
- Strategy Committee.

The Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee resulted from the split of the Appointments, Compensation & Governance Committee decided by the Board of Directors on January 26, 2017. The purpose of the split was to achieve continuous improvement in governance and to promote the importance of sustainable development matters. When the split took place, it was decided that (i) initially, the composition of the two new committees would remain the same as that of the Appointments, Compensation & Governance Committee, but would evolve at a later stage, and (ii) pending a subsequent change in the composition of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee, the members of the two committees would not receive any additional compensation (formerly directors' fees) for their attendance at both committees (instead of one prior to the split). Given the current composition of these committees, this rule has been maintained since then, including in 2021.

The various committees reported regularly on their work to the Board of Directors in 2021.

Governance, Appointments & Corporate Social Responsibility Committee

At December 31, 2021, the composition of the Governance, Appointments & Corporate Social Responsibility Committee was as follows:

- Gilles Michel (Chairman, Lead Director and independent director);
- Ulrike Steinhorst (in charge of CSR issues, independent director);
- Bpifrance Participations, represented by Stéphanie Frachet (independent director);
- C. Maury Devine (independent director);
- Patrick Sayer (independent director);
- Véronique Weill (independent director).

Changes in the committee's composition during 2021 are set out in the table in section 3.2.1 of this chapter, paragraph "Composition of the Board of Directors at December 31, 2021 and changes during 2021", pages 110 to 111.

All the members are independent directors and the Company therefore complies with the provisions of Article 17.1 of the AFEP-MEDEF Code, recommending that the majority of directors on the Appointments Committee be independent. This provision has been written into its internal procedures. In accordance with the internal procedures of the Governance, Appointments & Corporate Social Responsibility Committee, the Senior Vice-President, Human Resources, or any other person designated by the Chairman of the committee acts as the secretary of meetings of the committee. The Lead Director, where applicable, may attend and take part in any Governance, Appointments & Corporate Social Responsibility Committee meetings, even if he is not a member. Lastly, the Chairman and Chief Executive Officer is not a member of the committee but is involved in its work, except for discussions regarding the renewal of his term of office.

According to its internal procedures, the roles and responsibilities of the Governance, Appointments & Corporate Social Responsibility Committee are, in particular, as follows:

a) as regards corporate governance:

- analyzing how the Board of Directors and its committees operate,
- assessing and updating corporate governance rules and, in particular, ensuring that the assessment of the Board of Directors' operation is carried out in line with market practices;

b) as regards selection and appointments:

- preparing the composition of the Company's governing bodies, by making reasoned recommendations regarding the appointment of executive corporate officers, directors, including the Lead Director, where applicable, as well as members of the committees and the Chairman of each of these committees (except for its own Chairman) as well as by drawing up a succession plan for the executive corporate officers and directors (see section 3.2.1 of this chapter, paragraph "Succession plan", pages 120 to 121),
- reviewing the status of each director in light of the independence criteria set out in the Internal Procedures,
- selecting candidates for the position of director;

c) as regards corporate social responsibility:

- reviewing the main thrusts of the Company and Group's corporate social responsibility policy,
- identifying corporate social responsibility objectives and challenges, and making sure that the previously defined objectives are met,
- overseeing the gradual and increasing implementation of Valeo's corporate social responsibility policy and assessing the Group's contribution to sustainable development,
- in conjunction with the Audit & Risks Committee, gaining an understanding of the risks and topics involved in corporate social responsibility, and obtaining information about the resources the Group can call on to pursue its strategy in this area.

For selection and appointments, the committee shortlists candidates based on the best interests of the Company and all of its shareholders. It takes the following criteria into consideration as part of the diversity policy: (i) the appropriate balance of the composition of the Board of Directors based on the composition of the Company's ownership structure and any changes thereto, (ii) gender balance, (iii) any representation of vested interests, (iv) the timeliness of renewing directorships, (v) the integrity, skills, international experience, nationality and independence of each candidate, and (vi) the appropriate number of independent directors. The committee must also strive to reflect diverse experience and perspectives, while ensuring for the Board of Directors (i) the objectivity and independence required in relation to General Management, a specific shareholder or group of shareholders, and (ii) the stability of the Company's corporate bodies.

When issuing opinions or recommendations on selections and appointments, the Governance, Appointments & Corporate Social Responsibility Committee must ensure that (i) at least half of the members of the Board of Directors are independent directors, (ii) the Chairman and Chief Executive Officer is not a member of the Audit & Risks Committee, and (iii) at least two-thirds of the Audit & Risks Committee members are independent directors. The committee conducts its own research on potential candidates before contacting them.

In carrying out its duties, the committee may contact the Company's executive managers or request external technical studies on matters falling within its scope of authority, in particular after informing the Chairman and Chief Executive Officer and reporting to the Board of Directors.

In accordance with Article 2.3 of the Internal Procedures, the members of the Governance, Appointments & Corporate Social Responsibility Committee may appoint one of its members as the member in charge of CSR issues. If such a member is appointed they are tasked with reviewing the Group's CSR strategy, commitments and policies and the action plans for projects related to those policies, and/or monitoring the implementation of the Group's CSR initiatives. The work carried out by the member in charge of CSR issues is without prejudice to the scope of responsibility of the Board and the Committee.

The Governance, Appointments & Corporate Social Responsibility Committee met five times in 2021 with an average attendance rate of 100% (see section 3.2.1 of this chapter, paragraph "Attendance rate at Board of Directors' meetings", pages 112 to 113, which sets out the average attendance rate of each member at Governance, Appointments & Corporate Social Responsibility Committee meetings).

During these meetings, the Governance, Appointments & Corporate Social Responsibility Committee in particular:

- reviewed directors' independence, including with regard to significant business relationships;
- reviewed the succession plan for directors, including the description of the profiles sought;
- reviewed the succession and development plans for the main Group executive managers;
- proposed that the independent directors whose terms of office were due to expire at the next Shareholders' Meeting be reappointed;
- reviewed the Group's health, safety and environment policy and the results of its health and safety policy for 2020, particularly in relation to the health and safety measures put in place due to the Covid-19 pandemic;
- presented the Group's health and safety objectives and the resources allocated to achieve those objectives;
- reviewed the assessment of the operating procedures of the Board of Directors and its committees for 2020;
- reviewed the membership structure of the committees and proposed changes, including the appointment of Grzegorz Szelag as a member of the Compensation Committee, Bpifrance Participations (represented by Stéphanie Frachet) and Gilles Michel as members of the Strategy Committee, and Éric Poton as a member of the Audit & Risks Committee;
- reviewed the planned amendments to the Company's articles of association, notably the removal of the obligation to appoint alternate Statutory Auditors;
- reviewed the Group's CSR and safety policy and its main achievements in that area, including a review of the policy for reducing the Group's CO_2 emissions as well as progress on its carbon neutrality plan ("CAP 50"), the objective of which is to reach carbon neutrality in 2050 with a 45% achievement rate by 2030;
- reviewed the non-discrimination, gender parity, equality and diversity policy within the Group and the progress made on the gender diversity plan for 2030, in particular recommending an adjustment to the intermediate targets for gender diversity within the Group's governing bodies;
- reviewed the status of the project to transform the Company into a European Company;
- reviewed transactions entered into in the ordinary course of business on an arm's length basis;
- reviewed related party agreements;
- reviewed the terms and conditions for holding the Shareholders' Meeting in view of the ongoing Covid-19 crisis;
- reviewed the Group's human resources actions in 2021;
- reviewed the Corporate Governance Report;
- reviewed the draft report of the Lead Director.

Compensation Committee

At December 31, 2021, the members of the Compensation Committee were:

- Gilles Michel (Chairman, Lead Director and independent director);
- Bpifrance Participations, represented by Stéphanie Frachet (independent director);
- Grzegorz Szelag (director representing employees);
- C. Maury Devine (independent director);
- Patrick Sayer (independent director);
- Ulrike Steinhorst (independent director);
- Véronique Weill (independent director).

Changes in the committee's composition during 2021 are presented in the table in section 3.2.1 of this chapter, paragraph "Composition of the Board of Directors at December 31, 2021 and changes during 2021", pages 110 to 111.

All the members are independent directors (except for the director representing employees who, in accordance with the recommendation in Article 15.1 of the AFEP-MEDEF Code, does not count) and the Company therefore complies with the provisions of the AFEP-MEDEF Code recommending that the majority of directors on the Compensation Committee be independent and that a director representing employees be a member of the Compensation Committee (Article 18.1). In accordance with the internal procedures of the Governance, Appointments & Corporate Social Responsibility Committee, the Senior Vice-President, Human Resources, or any other person designated by the Chairman of the committee, acts as the secretary of meetings of the committee. The Lead Director, where applicable, may attend and take part in any Compensation Committee meetings, even if he is not a member. Lastly, the Chairman and Chief Executive Officer is not a member of the Compensation Committee but takes part in its work on the compensation policy for the main executive managers who are not corporate officers of the Company.

According to its internal procedures, the roles and responsibilities of the Compensation Committee are, in particular, as follows:

- studying and making recommendations in respect of the compensation paid to executive corporate officers, particularly as regards:
  - the variable component of their compensation: the committee defines the methods for setting the variable component taking into account the performance of the executive corporate officers during the year and the medium-term strategy of the Company and the Group, and makes sure that these methods are applied,
  - all benefits in kind, performance shares or stock purchase or subscription options received from any Group company, pension provisions and any other benefits;
- making recommendations to the Board of Directors on the rules for allocating directors' compensation and the individual amounts to be paid to each director, taking into account the actual number of Board and Committee meetings attended;
- recommending to the Board of Directors an aggregate amount of directors' compensation to be proposed at the Shareholders' Meeting;
- giving its opinion to the Board of Directors on the general policy for allotting stock purchase or subscription options and free shares or performance shares, as well as on the stock option, free share and performance share plans set up by the Group's General Management in accordance with applicable rules and recommendations;
- making recommendations to the Board of Directors on the allotment of stock purchase and/or subscription options and free shares or performance shares, giving reasons for its choice and the related consequences;
- keeping informed of the compensation policy for the main executive managers who are not corporate officers of the Company or of other Group companies; and
- reviewing any questions submitted to the committee by the Chairman about the above matters, as well as proposed share issues reserved for employees.

The Annual Corporate Governance Report contains information for the shareholders about compensation paid to executive corporate officers, the principles and methods of setting their compensation, and any stock purchase or subscription options or performance shares allotted to them.

In carrying out its work, the committee may hear Company and Group Executive Management teams, after first informing the Chairman and Chief Executive Officer. Where appropriate, and provided that it first informs the Chairman and Chief Executive Officer or the Board of Directors, it may be assisted by independent consultants.

The Compensation Committee met six times in 2021 with an average attendance rate of 100% (see section 3.2.1 of this chapter, paragraph "Attendance rate at Board of Directors' meetings", pages 112 to 113, which presents the average attendance rate of each member at Compensation Committee meetings).

During these meetings, the Compensation Committee in particular:

- reviewed directors' compensation;
- reviewed the Chairman and Chief Executive Officer's fixed and variable compensation for 2020 and established the 2021 compensation policy for the Chairman and Chief Executive Officer;
- reviewed the components of the Deputy Chief Executive Officer's fixed and variable compensation and his pension benefits in connection with his 2021 compensation policy;
- reviewed the compensation policy of the Chairman of the Board of Directors and the compensation policy and pension plans of the Chief Executive Officer in preparation for the Chairman and Chief Executive Officer's roles being separated in January 2022;
- reviewed the structure of the performance share plan;
- reviewed the plan to allot free shares and/or performance shares to the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer and Group employees, as well as the allotment level for the Chairman and Chief Executive Officer in 2021;
- reviewed the 2021 performance criteria for variable compensation and the allotment of performance shares to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer;
- reviewed the long-term incentive (LTI) plans and the impact on these plans of the Group's 2020 results and the Covid-19 crisis;
- reviewed the targets for the Chairman and Chief Executive Officer's short-term variable compensation and his LTI, and notably the measurement methods used;
- reviewed the resolutions, and the Board of Directors' related report, submitted at the Shareholders' Meeting held on May 26, 2021 on (i) Jacques Aschenbroich's compensation as Chairman and Chief Executive Officer (*ex ante* and *ex post* votes) and the compensation policy that would be applicable to the Chairman of the Board of Directors after the separation of the roles of Chairman and Chief Executive Officer, (ii) the compensation policies for Christophe Périllat as Deputy Chief Executive Officer and then as Chief Executive Officer after the separation of the roles of Chairman and Chief Executive Officer, and (iii) the compensation policy applicable to the directors;
- reviewed the Board's draft special reports on stock options and the allotment of free shares;
- reviewed the resolutions submitted at the Shareholders' Meeting held on May 26, 2021 regarding the allotment of performance shares and the related criteria;
- carried out a general review of the Shareholders' Meetings held in 2021 and a specific review of Valeo's Annual Shareholders' Meeting;
- reviewed the press releases about (i) the 2020 compensation amounts and the 2021 compensation policies of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer, and (ii) the 2022 compensation policies that would apply to the Chairman of the Board of Directors and the Chief Executive Officer after the separation of the roles of Chairman and Chief Executive Officer;
- reviewed the compensation of the Group's main executive managers;
- reviewed the Shares4U 2021 employee share ownership plan;
- reviewed the compensation of the director in charge of CSR issues within the Governance, Appointments & Corporate Social Responsibility Committee;
- reviewed the compensation section of the Corporate Governance Report.

Audit & Risks Committee

At December 31, 2021, the members of the Audit & Risks Committee were:

- Thierry Moulonguet (Chairman and independent director);
- Bruno Bézard (independent director);
- Fonds Stratégique de Participations, represented by Julie Avrane (independent director);
- Mari-Noëlle Jégo-Laveissière (independent director);
- Véronique Weill (independent director).

The changes in the committee's composition during 2021 are set out in the table in section 3.2.1 of this chapter, paragraph "Composition of the Board of Directors at December 31, 2021 and changes during 2021", pages 110 to 111.

All the members of the Audit & Risks Committee are independent directors and the Company therefore complies with the provisions of Article 16.1 of the AFEP-MEDEF Code, recommending that at least two-thirds of directors on the Audit & Risks Committee be independent. In accordance with the internal procedures of the Audit & Risks Committee, the Group Internal Audit Director, or any other person designated by the Chairman of the committee, acts as the secretary of meetings of the committee. The Chairman and Chief Executive Officer is not a member of the Audit & Risks Committee but may be invited to attend its meetings. The Lead Director, where applicable, may attend and take part in any Audit & Risks Committee meetings, even if he is not a member.

When they are appointed, if necessary, members of the Audit & Risks Committee may receive training on specific accounting, financial and operating issues related to the Company and the Group.

Through their training or business experience, all current members of the Audit & Risks Committee have financial and accounting skills. Therefore, the Company goes beyond the requirements of Article L.823-19 of the French Commercial Code, according to which at least one member of the Audit & Risks Committee must have specialized financial, accounting or auditing skills and be independent. For details of the experience of the Audit & Risks Committee members, see section 3.2.1 of this chapter, paragraph "Presentation of directors in 2021", pages 122 to 139.

In accordance with Article L.823-19 of the French Commercial Code and its internal procedures, the duties of the Audit & Risks Committee are as follows:

a) as regards the financial statements:

- ensuring that the accounting policies adopted to prepare the consolidated and parent company financial statements are relevant, consistent and properly applied, and that material transactions are accounted for appropriately at Group entity level,
- monitoring the statutory audit work on the annual and consolidated financial statements, and at the end of the reporting period, reviewing and giving an opinion on the draft interim and annual parent company and consolidated financial statements prepared by the Finance Department before they are presented to the Board of Directors. For this purpose, all draft financial statements and any other useful documentation and information should be provided to the Audit & Risks Committee before the Board of Directors reviews the financial statements. In examining the financial statements, the Audit & Risks Committee should also be provided with (i) a memorandum from the Statutory Auditors reporting on the performance of their assignment and the findings of their work, thereby informing the committee of the principal risks and uncertainties identified by the Statutory Auditors in the financial statements, their audit approach and possible difficulties encountered in carrying out the assignment and (ii) a presentation from the Chief Financial Officer describing the Company's risk exposure and material off-balance sheet commitments and the applied accounting options. The Audit & Risks Committee meets with the Statutory Auditors, the Finance Department (without General Management being present, where appropriate), and with General Management, to discuss depreciation, amortization, provisions, goodwill, consolidation principles and accounting policies, among other subjects,
- reviewing the draft interim financial statements, interim reports, activity report and earnings releases prior to publication, as well as any financial statements drawn up in connection with specific transactions (contributions, mergers, market operations, interim dividend payments, etc.),
- analyzing the scope of consolidation, and the reasons why certain companies may not have been consolidated,
- assessing the risks to which the Company is exposed as well as any material off-balance sheet commitments, and assessing the extent of the failures and weaknesses reported to it and informing the Board of Directors, where appropriate,
- reviewing the financial and accounting treatment of acquisitions or disposals in excess of 50 million euros per transaction, in conjunction with the opinions of the Strategy Committee where appropriate, and reviewing any key transactions which could have given rise to a conflict of interest;

b) as regards internal audit, internal control and risk management:

- monitoring the Group's risk management and internal control systems and, where appropriate, internal audit related to the procedures for preparing and processing financial, accounting and non-financial information within the Group. The committee ensures that there are risk management and internal control systems in place to identify, analyze, manage, and continuously improve the prevention and management of all types of risks that the Group may face in the course of its business, particularly those likely to have an impact on accounting, financial and non-financial information,
- receiving information on a regular basis from General Management on the organization and operation of risk management and internal control systems,
- regularly reviewing the risk mapping of the main risks identified (including financial, legal, operational, social and environmental risks) by General Management, the results of the operation of the risk management and internal control systems and the relevance of the risk monitoring procedure and ensuring that appropriate action plans have been implemented to mitigate the problems and weaknesses identified,
- ensuring that systems are in place for preventing and detecting bribery and influence peddling,
- reviewing the Group's compliance policy, particularly as regards anti-corruption, economic sanctions, and compliance with competition law, the General Data Protection Regulation (GDPR) and the Sapin II law,
- keeping informed about the main problem areas and weaknesses observed and the action plans approved by General Management,
- receiving Internal Audit reports or regular summaries of these reports,
- monitoring any issues linked to control and the process for preparing financial and accounting information,
- checking that Internal Audit for compiling and verifying information is defined to ensure the information is reliable and reported in a timely manner,
- reviewing the Statutory Auditors' work plan,
- regularly meeting with managers of the Group's Internal Audit unit, giving its opinion on how their department is organized, and keeping informed of their work program,
- keeping regularly informed of the Group's external auditors' working plans and methods and on General Management's responses,
- reviewing and making observations about the draft Management Report detailing the internal control and risk management procedures implemented by the Company,
- reviewing any issue related to internal control, risk management, and internal audit submitted to the committee by the Board of Directors,
- asking General Management for any information,
- organizing an annual Audit & Risks Committee meeting dedicated to internal audit, internal control and risk management matters;

c) as regards the Statutory Auditors:

- assessing compliance with rules, principles and recommendations guaranteeing the independence of the Statutory Auditors and monitoring their independence, particularly by examining the risks to independence and the measures taken to mitigate such risks, in conjunction with the Statutory Auditors,

- overseeing the selection or reappointment of the Statutory Auditors based on the best, and not the lowest, tender and respecting the legal rotation obligations; giving an opinion on the proposed statutory audit fees; giving an informed opinion on the choice of Statutory Auditors and informing the Board of Directors of its recommendation in accordance with the law,
- obtaining details of fees paid by the Company and the Group to the statutory audit firm and its network, and of any non-audit services provided by the Statutory Auditors; ensuring that the amount or percentage that such fees represent in relation to the total revenues of the audit firm or network does not risk compromising their independence,
- pre-approving non-audit services;

d) as regards financial policies:

- being kept informed by General Management of the Group's financial position and of the methods and techniques used to define financial policy,
- keeping abreast of the main thrusts of the Group's financial strategy,
- reviewing external communications on accounting and financial matters or events liable to affect the Group's financial position or outlook, prior to their publication,
- giving an opinion on the resolutions submitted to Shareholders' Meetings relating to the parent company and consolidated financial statements,
- at General Management's request, giving an opinion on any resource allocation decisions which, in light of the beneficiaries or because of potential conflicts of interest, could give rise to difficulties in interpretation as to their compliance with legislative rules and the Company's articles of association,
- reviewing any financial or accounting matter referred to it by the Chairman, the Board of Directors, General Management or the Statutory Auditors, as well as any potential conflicts of interest brought to its attention;

e) as regards other reviews performed and falling within its remit:

- being kept informed by General Management and regularly hearing from the Tax Department on the Group's tax strategy and its implications,
- being kept informed by General Management and regularly hearing from the IT Services Department on the Group's information security and cybersecurity governance and policy,
- periodically reviewing the Group's Ethics and Compliance policy and the rules and procedures for its implementation,
- being kept informed by General Management and regularly hearing from the Insurance Department on the Group's insurance program,
- receiving information on a regular basis from General Management on the organization of the finance teams and the succession plan for these teams.

Any risk-related matter may be handled by the Audit & Risks Committee as part of its annual work program.

Furthermore, the internal procedures provide that the provision of non-audit services is subject to the approval of the Audit & Risks Committee and the verification by the Statutory Auditors of its independence, in accordance with the provisions of the French Commercial Code.

The approval of the Audit & Risks Committee is required for the provision of non-audit services by the Statutory Auditors or members of their network, in France or abroad, to the Company and entities controlling or controlled by the Company within the meaning of Article L.233-3 I and II of the French Commercial Code. For this purpose, the Audit & Risks Committee reviews the nature and scope of the services subject to its approval in accordance with the rules and regulations governing the independence of Statutory Auditors. In the absence of such procedures required by the law or regulations, the Audit & Risks Committee has implemented a procedure allowing it to fulfill its obligations, by drawing up a list of the non-audit services that can be provided by the Statutory Auditors or their network, with the related approval procedures. Each year, the Audit & Risks Committee will review and pre-approve the list of the services that can be provided by the Statutory Auditors and will review the list of prohibited services. These lists may be reviewed and amended by the Audit & Risks Committee at any time, where appropriate. The validity period of any pre-approval is 12 months, unless otherwise decided by the Audit & Risks Committee.

In order to implement this procedure, it is important to distinguish between:

- audit services that do not require the prior approval of the Audit & Risks Committee other than that required for the audit fee budget;
- non-audit services whose performance is required by law or regulations, which are authorized under a general procedure (general approval according to which, once a year, the Audit & Risks Committee approves all the services to be performed during the year as required by law or regulations). These services are pre-approved by the Audit & Risks Committee annually;
- non-audit services that are not prohibited, subject to prior approval based on the nature of the assignment. This prior approval based on the nature of the assignment is appropriate for services usually provided by the Statutory Auditors, for which an independence analysis has already been performed and which do not represent a risk to the independence of Statutory Auditors;
- non-audit services that are not prohibited, requiring approval on a case-by-case basis. The Audit & Risks Committee renders a decision after analyzing the risks in terms of independence and the measures taken by the Statutory Auditors to mitigate these risks. It documents its findings;
- assignments not permitted to be carried out by the Statutory Auditors or their network.

The services mentioned above are set out in the Board of Directors' Internal Procedures, which include the internal procedures of the Audit & Risks Committee and are available on the "Corporate Governance" page of the Company's website (www.valeo.com).

The Audit & Risks Committee liaises mainly with General Management, the Finance Department, the Legal Department and the Ethics and Compliance Office, as well as with the Company's Statutory Auditors. The committee may interview members of the Finance Department, the Legal Department and the Ethics and Compliance Office, as well as the Company's Statutory Auditors, without the members of General Management or executive corporate officers being present, if it sees fit and has notified the Chairman and Chief Executive Officer beforehand. The Audit & Risks Committee may interview third parties if this is deemed useful for the performance of its duties.

The Audit & Risks Committee may also seek the assistance of external experts whenever it needs to, while ensuring that they are competent and independent, subject to informing the Chairman and Chief Executive Officer beforehand. The committee may not address issues that fall outside the scope of its duties unless requested to do so. It has no decision-making authority.

The Audit & Risks Committee met five times in 2021 with an average attendance rate of 94.87% (see section 3.2.1 of this chapter, paragraph "Attendance rate at Board of Directors' meetings", pages 112 to 113, which sets out the average attendance rate of each member at Audit & Risks Committee meetings).

During these meetings, the Audit & Risks Committee in particular:

- reviewed the draft financial statements for 2020;
- reviewed the Group's draft consolidated results for the first quarter of 2021 and the forecasts for the first half of 2021;
- reviewed the 2021 half-year financial statements;
- reviewed the 2021 financial management framework;
- reviewed the current and deferred tax situation in 2020 in view of the Covid-19 pandemic;
- reviewed the deferred tax situation at June 30, 2020 in view of the Covid-19 pandemic;
- reviewed the draft press releases containing financial information;
- reviewed the reports of the Statutory Auditors and analyzed the findings of their work;
- reviewed the Covid-19 pandemic risk, particularly for the purposes of the Group's risk map;
- reviewed the Management Report for the 2020 fiscal year;
- proposed the reappointment of the Statutory Auditors;
- analyzed information presented by the Group's Financing and Treasury Director on the Group's financial policy;
- analyzed information presented by the Group's Financing and Treasury Director on managing foreign currency risks and commodity risks;
- reviewed relations with rating agencies and the Group's liquidity;
- analyzed information presented by the Group Information Systems Director on information systems governance;
- analyzed information presented by the Internal Audit Director about the findings of a survey on the compliance of the R&D/Projects process in 2018, 2019 and 2020;
- analyzed information presented by the Cybersecurity Director about the Group's cybersecurity and the measures taken to reinforce its cybersecurity systems;
- analyzed information presented by the Chief Ethics and Compliance Officer - Data Protection Officer about the risk-mapping process carried out between 2020 and 2021 on corruption risks and the related action plan currently being deployed;
- analyzed information presented by the Group's Head of Insurance on the Group's 2021 insurance program;
- analyzed information presented by the Tax Director on the Group's tax policy;
- analyzed information presented by the Chief Financial Officer on the Group's financial statements;
- analyzed information presented by the Accounting Director on the Group's accounts.

The Audit & Risks Committee's work complied with the objectives defined for it during the year. The financial statements were made available to the committee sufficiently in advance and it had adequate time to review them. The Audit & Risks Committee's work was facilitated by the presence of the Statutory Auditors, the Chief Financial Officer, the Internal Audit Director, the General Counsel and General Secretary and the Accounting Director at all of the Audit & Risks Committee's meetings. The committee was also assisted by the work of the Internal Audit Department. The Statutory Auditors' presentations mainly covered the findings of their audit of the annual parent company and consolidated financial statements as well as their limited review of the interim financial statements. They did not highlight any difficulties in carrying out their duties.

The Audit & Risks Committee did not have any reservations about the annual parent company and consolidated financial statements or the interim financial statements presented to it.

Strategy Committee

At December 31, 2021, the members of the Strategy Committee were:

- Patrick Sayer (Chairman and independent director);
- Bpifrance Participations, represented by Stéphanie Frachet (independent director);
- Gilles Michel (Lead Director and independent director);
- Thierry Moulonguet (independent director);
- Ulrike Steinhorst (independent director).

The changes in the committee's composition during 2021 are set out in the table in section 3.2.1 of this chapter, paragraph "Composition of the Board of Directors at December 31, 2021 and changes during 2021", pages 110 to 111.

In carrying out its duties, the Strategy Committee may meet with Company and Group Executive Management teams, after first informing the Chairman and Chief Executive Officer. Where appropriate, and provided that it first informs, in particular, the Chairman and Chief Executive Officer, it may be assisted by independent consultants on matters dealt with by the committee. The committee can also interview third parties if this is deemed useful for the performance of its duties.

In accordance with the internal procedures, the Secretary of the Board of Directors or any other person designated by the Chair of the committee acts as the secretary of the meeting.

In accordance with its internal procedures, the Strategy Committee is responsible for submitting to the Board of Directors its opinions and recommendations on:

- the review of the Group's key strategies, market trend information, analyses of research activities, competition benchmarking and the resulting medium- and long-term outlook for the business;

- the analysis of the Group's development projects, particularly external growth transactions involving any acquisitions or sales of subsidiaries, equity interests or other assets, investments and borrowings, representing more than 50 million euros per transaction;
- the review of development or expansion projects in a country where the Group does not operate and which represents a particular risk.

The Lead Director, where applicable, may attend and take part in any Strategy Committee meetings, even if he is not a member. In agreement with the Chairman and Chief Executive Officer, the committee may invite other directors to participate in its discussions.

The Strategy Committee met three times in 2021 with an average attendance rate of 100% (see section 3.2.1 of this chapter, paragraph "Attendance rate at Board of Directors' meetings", pages 112 to 113, which sets out the average attendance rate of each member at Strategy Committee meetings). All of the directors were invited to attend two Strategy Committee meetings during the year in view of the agenda items covered in those meetings.

The Strategy Committee conducts preliminary reviews and studies to facilitate the work of the Board of Directors, one of whose principal duties is to determine the strategy for Valeo's businesses and ensure that they are implemented effectively. In addition, each year the directors hold a three-day seminar to discuss, debate and exchange views on the Group's strategy.

During these meetings, the Strategy Committee in particular:

- reviewed the Valeo Siemens eAutomotive joint venture;
- reviewed the high-voltage electrification market;
- reviewed the Group's LiDAR business;
- reviewed the Group's software strategy;
- reviewed the Group's various technological platforms;
- analyzed the Group's strategy in the thermal systems market;
- analyzed and discussed potential acquisitions, investments and partnerships;
- reviewed the Group's strategic positioning.

Assessment of the Board of Directors' operating procedures

A process is carried out every year to assess the Board of Directors. The assessment is designed to help take stock of the Board of Directors' operating procedures, verify that the Board of Directors' discussions are properly organized and conducted, and assess the actual contribution of each director to the Board of Directors' work.

The assessment of the Board of Directors is carried out either based on a detailed questionnaire sent to each director (the responses are summarized internally), or based on a study carried out with the help of a specialized consulting firm.

As the assessment of the Board of Directors was conducted by an external consulting firm in 2020, the Board decided to carry it out internally in 2021. The assessment was carried out between the end of 2021 and the beginning of 2022 by the Chairman of the Board of Directors, using a questionnaire provided to all of the directors to obtain their insight into the operating procedures of the Board and their suggestions for improvement. The topics covered included the operation, structure, governance, composition, duties, Board meeting procedures, directors' access to information, the choice of matters addressed, the quality of debate, and the participation in and general running of the Board Committees.

The outcome of the assessment was reviewed by the Governance, Appointments & Corporate Social Responsibility Committee at its meeting held on March 23, 2022, and presented and discussed at the Board of Directors' meeting held on the same day.

The assessment revealed that the directors are unanimously satisfied with the Board's operating procedures. The main areas of satisfaction include:

- suggestions for improvement made during the previous assessment taken on board;
- the transparent, professional and effective way the succession plan was implemented;
- exemplary governance, with, among other things:
  - effective coordination of the Board by the Chairman and Chief Executive Officer through transparency and receptiveness of its work, initiating discussion and encouraging the directors to engage in active debate,
  - an open, respectful Board of Directors with a genuine ability to dialog and listen, resulting in a collegial working style and convergence of points of view on various matters,
  - a Lead Director who carried out his duties extremely well, particularly with regard to the implementation of the succession plan for the Chairman and Chief Executive Officer and leading the Board's executive sessions;
- the quality of the work performed by all the committees, with good coordination between them and the Board;
- the onboarding and training processes in place for new directors;
- the annual strategy seminar, which is considered a key event for the Board of Directors, as it provides genuine insight into Valeo's strategy and is an excellent opportunity for discussions and exchanges of views with the Executive Management team;
- the frequency and quality of the Board's executive sessions.

Based on the results of the assessment, the directors drew up a list of certain particular items that should be addressed by the Board of Directors. The list primarily relates to the following areas:

- continued strengthening of technological and automotive expertise and seeking greater internationalization, as part of the Board of Directors' ongoing work on achieving the right balance for its membership structure;
- continued strengthening of reflection on CSR issues by the Governance, Appointments & Corporate Social Responsibility Committee and the Board of Directors;
- maintaining high-quality relations and dialog with Valeo's shareholders by the Chairman of the Compensation Committee and of the Governance, Appointments & Corporate Social Responsibility Committee following the separation of the roles of Chairman and Chief Executive Officer and the ensuing termination of the Lead Director's duties in accordance with the Internal Procedures.

3.2.3 Declarations concerning the Group's corporate officers

Conflicts of interest

In order to avoid any potential conflicts of interest, the Internal Procedures impose strict obligations on the members of the Board of Directors, unless overridden for any reason by the Board of Directors. According to the Internal Procedures:

- *"directors are required to inform the Lead Director and the Board of any conflicts of interest (whether actual or only potential) and must abstain from the discussions and vote on any matters discussed by the Board in which there could be a conflict of interest (whether actual or only potential)" (Article 1.1(d));*
- *"a director cannot accept any responsibilities that may present a conflict of interest (whether actual or only potential) with those he/she has accepted within the Company" (Article 1.1(n));*
- *"without prejudice to the authorization and control formalities provided for by law and the articles of association, the Company's directors are required to communicate to the Chairman, as soon as possible, any agreement entered into by the Company in which they have a direct or indirect interest. In particular, the directors must inform the Chairman of any agreement entered into by them or by a company they manage or in which they hold, directly or indirectly, a significant interest, and the Company or one of its subsidiaries, or which was entered into through an intermediary" (Article 1.4);*
- *"regarding conflicts of interest, the Lead Director:*
  - *prevents them from occurring by raising awareness of the circumstances that may generate such conflicts of interest,*
  - *notifies the Board of any conflicts of interest involving the executive corporate officers and other members of the Board as may have been identified by the Lead Director directly or brought to his/her attention in accordance with Article 1.1(d) of the Board's Internal Procedures" (Article 1.7(b)).*

Furthermore, in response to a request made each year by the Company, the directors are required to provide a list of all directorships and other offices held in any company in the past five years, and to respond to a questionnaire regarding the existence of any conflicts of interest.

At December 31, 2021, there are no conflicts of interest, as far as the Company is aware, between the duties of its corporate officers towards Valeo and their private interests and/or other duties.

There are business relationships:

- between the Group and the Cathay Capital group, in which Bruno Bézard is a Managing Partner of Cathay Capital Private Equity. These business relationships are not significant and do not affect Bruno Bézard's independence (see section 3.2.1 of this chapter, paragraph "Director independence review", pages 114 to 116). In the interests of good governance, should the Board of Directors be required to make a decision about (i) the existing investments made by the Group and managed by the Cathay Capital group, or (ii) any direct investment in companies in which the funds managed by the Cathay Capital group have invested, Bruno Bézard will abstain from the discussions and voting on any such decisions;
- between the Group and the Constellium group, in which Stéphanie Frachet – Bpifrance Participations' permanent representative – is a director. These business relationships are not significant and do not affect Stéphanie Frachet's independence (see section 3.2.1 of this chapter, paragraph "Director independence review", pages 114 to 116). Should the Board of Directors make any decision about a commitment to the Constellium group, Stéphanie Frachet will abstain from the discussions and vote on any such decision;
- the Group and the BNP Paribas group, which is one of the Group's main financial services providers and also provides the Group with real estate services. On the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee and after an analysis of the situation, the Board of Directors expressly authorized Jacques Aschenbroich to accept a directorship at BNP Paribas in 2017. The business relationship with BNP Paribas is longstanding and existed prior to Jacques Aschenbroich's appointment as Chief Executive Officer of the Group on March 20, 2009. It has not evolved significantly over the past few years. The Group has other financial and real estate services providers and its practice is to go out to tender for any new financial service in order to obtain the best possible terms and conditions. Furthermore, Jacques Aschenbroich does not hold any executive office within the BNP Paribas group. Should the Board of Directors make any decision about a commitment to BNP Paribas, Jacques Aschenbroich will abstain from the discussions and vote on any such decision.

The Internal Procedures, including the rules on preventing conflicts of interest, are available on the "Corporate Governance" page of the Company's website (www.valeo.com).

Service contracts between the members of the Board of Directors and the Company or any of its subsidiaries

No service contracts have been entered into between the members of the Board of Directors and the Company or any of its subsidiaries providing for the granting of benefits.

Other declarations concerning members of the Board of Directors

In accordance with the provisions of the Internal Procedures, directors must inform the Chairman and Chief Executive Officer and the Chairman of the Governance, Appointments & Corporate Social Responsibility Committee if they are solicited to hold a corporate office outside the Company, so as to enable said persons to consider the required course of action, where applicable, in conjunction with the Board of Directors. In addition, the Internal Procedures stipulate that each executive corporate officer must seek the opinion of the Board of Directors before accepting a new corporate office in a listed company.

To the best of the Company's knowledge, at the date of this Universal Registration Document, there are no family ties between the members of the Board of Directors.

As far as the Company is aware, and at the date of this Universal Registration Document, in the past five years no member of the Board of Directors has (i) been convicted of a fraudulent offense, (ii) been involved in any bankruptcies, receiverships or liquidations, (iii) been issued any official public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or (iv) been disqualified by a court of law from acting as a member of the administrative, management or supervisory bodies of an issuer, or from acting in the management or conduct of the affairs of any issuer.

As far as the Company is aware, at the date of this Universal Registration Document, none of the members of the Board of Directors have agreed to any restrictions in respect of the disposal of their interests in the Company's share capital within a certain period of time, other than the restrictions imposed by the applicable laws and regulations, the Company's articles of association or pursuant to the Code of Conduct described in section 3.2.2 of this chapter, paragraph "Directors' rights and duties", pages 140 to 141.

As indicated in section 3.3.1 of this chapter, "Compensation policies for corporate officers", pages 160 to 182, the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer are subject to obligations to hold a minimum number of shares in the Company. Also, as stipulated in the Company's articles of association and the Internal Procedures, directors (except for the directors representing employees) must hold at least 1,500 Company shares during their term of office.

As far as the Company is aware, at the date of this Universal Registration Document, no arrangement or agreement has been entered into with any of its main shareholders, or with any of its customers or suppliers, under which any of them has been appointed as director of Valeo or a member of its General Management.

3.2.4 Corporate Governance Code

In 2021, the Company referred to the AFEP-MEDEF Corporate Governance Code of Listed Companies, which is available on the MEDEF website (www.medef.com). In accordance with the AFEP-MEDEF Code, the High Committee on Corporate Governance is responsible for overseeing its application.

The Company's practices comply with the recommendations set out in the AFEP-MEDEF Code, which requires specific disclosures regarding the application of its recommendations and explanations, where appropriate, of the reasons for which a company has not implemented certain recommendations. In this case, for 2021, this involves the recommendations set out in the following table.

Recommendations	Explanation
Directors' compensation (Article 21.1 of the AFEP-MEDEF Code) *"It should be recalled that the method of allocation of this compensation, the total amount of which is determined by the shareholders' meeting, is set by the Board of Directors. It should take account, in such ways as it shall determine, of the directors' actual attendance at meetings of the Board and committees, and the amount shall therefore consist primarily of a variable portion."*	The rules for allocating directors' compensation are based on the directors' attendance at Board of Directors' and committee meetings, such that the variable portion has the heavier weighting. The AFEP-MEDEF Code rule has therefore been complied with, with the exception of the compensation of the Lead Director, in view of his specific workload.
Supplementary pension schemes with defined benefits governed by Article L.137-11 of the French Social Security Code *(Code de la Sécurité sociale)* (Article 25.6.2 of the AFEP-MEDEF Code) *"(…) the beneficiaries must meet reasonable requirements of seniority within the company, equal to at least two years, as determined by the Board of Directors, before they benefit from payments from a pension plan with defined benefits."*	The Board of Directors' meetings held on April 9, 2009 and October 20, 2009, on the recommendation of the Appointments, Compensation & Governance Committee, decided to credit Jacques Aschenbroich, as of the date of his appointment, with five additional years of service in view of his age and the fact that he was not covered by any other supplementary pension plan so that he could benefit from the supplementary pension plan as from January 1, 2010. The pension plan, which came into effect on January 1, 2010, is no longer accessible to new members since July 1, 2017. In accordance with French Ordinance No. 2019-697 of July 3, 2019, the pension plan no longer allows for the acquisition of new rights as from January 1, 2020 (the **"Closed Plan"**). The rights under the Closed Plan crystallized on December 31, 2019 and remain conditional on the presence of Jacques Aschenbroich within Valeo at the date of his retirement. A new pension plan was set up for Jacques Aschenbroich effective from January 1, 2020 (the **"New Plan"**). Under the New Plan, the rights of Jacques Aschenbroich will vest without condition of presence within the Company at the end of his career[1].

(1) *The New Plan was in particular approved at the Shareholders' Meeting held on June 25, 2020 by 94.03% as part of the compensation policy for Jacques Aschenbroich pursuant to the 13th resolution.*

3.2.5 Authorizations granted regarding sureties, endorsements and guarantees governed by Article R.225-28 of the French Commercial Code

By decision dated January 26, 2021, the Board of Directors authorized the Chairman and Chief Executive Officer, with the power to subdelegate:

- for a period of one year as of January 26, 2021, to issue sureties, endorsements and guarantees in the Company's name up to a maximum amount of 40 million euros, and to maintain the sureties, endorsements and guarantees previously issued;
- for a period of one year as of January 26, 2021, to issue sureties, endorsements and guarantees in the Company's name to guarantee commitments made by controlled companies within the meaning of Article L.233-16, II of the French Commercial Code, with no maximum limit;
- for a period of one year as of January 26, 2021, to issue sureties, endorsements and guarantees in the Company's name to tax and customs authorities, with no maximum limit.

During 2021, no further commitments of this type were given by Jacques Aschenbroich in his capacity as the Company's Chairman and Chief Executive Officer.

These authorizations to issue sureties, endorsements and guarantees were granted to Christophe Périllat, in his capacity as Chief Executive Officer on the same terms and conditions by the Board of Directors on January 26, 2022, for a period of one year as of January 26, 2022.

3.2.6 General Management of the Company and limitations on the powers of the Chief Executive Officer

The Chairman of the Board of Directors organizes and presides over the work carried out by the Board of Directors and presents a report on its activities to the Shareholders' Meeting. He ensures that the Company's governance functions effectively and that the directors are able to perform their duties. Furthermore, the Chief Executive Officer has the widest possible powers to act in the Company's name, within the limits provided for by law, the Company's articles of association and/or the Internal Procedures. The Chief Executive Officer also represents the Company in its relations with third parties or in any legal proceedings.

From March 20, 2009 to February 18, 2016, the roles of Chairman of the Board of Directors and Chief Executive Officer were separate. During that period, Pascal Colombani was Chairman of the Board of Directors and Jacques Aschenbroich was Chief Executive Officer. Restrictions on the powers of the Chief Executive Officer were also provided for and reflected in the provisions of the Internal Procedures. In accordance with the Internal Procedures, the Chief Executive Officer was required to obtain the prior approval of the Board of Directors for any acquisitions or sales of subsidiaries, equity interests or other assets, investments and borrowings, representing more than 50 million euros per transaction.

On February 18, 2016, Pascal Colombani, having reached the age limit set out in the articles of association, stepped down from his position. On that same day, the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, unanimously decided to appoint Jacques Aschenbroich as Chairman of the Board of Directors (Jacques Aschenbroich did not take part in the vote), Jacques Aschenbroich thus becoming Chairman and Chief Executive Officer of Valeo following the Board of Directors' decision, on the same day, to combine the roles of Chairman of the Board of Directors and Chief Executive Officer. The powers of the Chairman and Chief Executive Officer are subject to the same limitations as previously applicable to the Chief Executive Officer.

The Board of Directors' meeting held on February 18, 2016 noted that under the leadership of Jacques Aschenbroich, since his appointment as Chief Executive Officer on March 20, 2009, Valeo had experienced a spectacular recovery and improved operating performance (in respect of its revenue, operating margin, EBITDA and net attributable income). This operating performance also enabled Valeo to pay annual dividends, which have been resumed since 2010 (rising from 0 euro per share in respect of 2009 to 0.40 euro per share(1) in respect of 2010 and 1 euro per share(1) in respect of 2015). From 2016 through 2018, the amount of the dividend remained stable, at 1.25 euro per share. In 2019, the dividend was 0.20 euro per share and in 2020 it was 0.30 euro per share.

The Board of Directors' decision to combine the roles of Chairman of the Board of Directors and Chief Executive Officer was accompanied by all the guarantees required to preserve the quality of the Group's governance. The balance of power is maintained by, in particular:

- the strong presence of independent directors on the Board of Directors (ten out of twelve members at December 31, 2021(2)), the Audit & Risks Committee (five out of five members at December 31, 2021), the Governance, Appointments & Corporate Social Responsibility Committee (six out of six members at December 31, 2021), the Compensation Committee (six out of six members at December 31, 2021(3)) and the Strategy Committee (five out of five members at December 31, 2021);
- the presence of a Lead Director (Gilles Michel) with the widest powers for the purpose of (i) providing additional assurance as to the smooth operation of the Board of Directors and the balance of powers within General Management and the Board of Directors, and (ii) ensuring the avoidance of potential conflicts of interest. The role and powers of the Lead Director are described in section 3.2.1 of this chapter, paragraph "Lead Director", pages 118 to 120.

(1) This figure has been adjusted to reflect the three-for-one stock split, which was approved by the Shareholders' Meeting held on May 26, 2016 and implemented by the Board of Directors on the same date.

(2) The Board of Directors has 14 members. However, Grzegorz Szelag and Éric Poton, as directors representing employees, do not count for the purpose of determining the percentage of independent directors, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.

(3) The Compensation Committee has seven members. However, Grzegorz Szelag, as director representing employees, does not count for the purpose of determining the percentage of independent directors, in accordance with the recommendation in Article 15.1 of the AFEP-MEDEF Code.

Furthermore, the combination of roles has not interfered with the quality of operational management or key Group decisions, but on the contrary has strengthened the relationship between the shareholders and Valeo's Executive Management.

In addition, at its meeting held on January 21, 2016, the Board of Directors, on the recommendation of the Appointments, Compensation & Governance Committee based on the results of the Board of Directors' self-assessment for 2015, approved the holding of Board of Directors' and specialized committee meetings without the executive corporate officer being present, to enable directors to address matters relating to such executive corporate officer, corporate governance or any other issue regarding the Company.

The Lead Director also has the power to hold and chair meetings, at least once a year, without executive corporate officers being present, for purposes of, including but not limited to, the assessment of (i) the performance of General Management, and (ii) the operation of the Board of Directors. These practices have been in place and meetings held periodically in the absence of the executive corporate officers since 2016. On February 22, 2018, the Internal Procedures were amended to enable these meetings to be held without executive corporate officers or non-independent directors being present unless invited, and to enable the Lead Director to hold such a meeting each time a Board meeting is held.

During 2021, Jacques Aschenbroich, in his capacity as Chairman and Chief Executive Officer, did not perform any duties other than those conferred on him by law.

On the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, the Board of Directors decided as follows at its meetings held on February 21, 2019 and March 21, 2019:

- to reappoint Jacques Aschenbroich as Chairman and Chief Executive Officer, following his reappointment as a director, during the meeting of the Board of Directors held immediately following the Shareholders' Meeting held on May 23, 2019;
- to implement a separation of the roles of Chairman of the Board of Directors and Chief Executive Officer within a period of two years following Jacques Aschenbroich's reappointment as Chairman and Chief Executive Officer.

During the second half of 2019, the Board of Directors of Valeo started working, under the guidance of the Governance, Appointments & Corporate Social Responsibility Committee, on a comprehensive process to decide on a succession plan for Jacques Aschenbroich.

The succession plan was unanimously approved by the Board of Directors of Valeo at its meeting held on October 27, 2020 and announced publicly the same day.

In accordance with the succession plan, Jacques Aschenbroich will continue to serve as Chairman of the Board of Directors until the end of his current term of office as a director, i.e., until May 2023[(1)], and will be vested with specific missions which aim to ensure a smooth transition with Christophe Périllat, who succeeded him in his role as Chief Executive Officer of the Company on January 26, 2022 (see section 3.2.1 of this chapter, "Succession plan", pages 120 to 121).

3.2.7 Agreements governed by Articles L.225-38 *et seq.* of the French Commercial Code already approved by the Shareholders' Meeting which continued to be implemented during the year

None.

3.2.8 Agreements governed by Article L.225-37-4, paragraph 2 of the French Commercial Code

None.

(1) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

3.2.9 Procedure implemented pursuant to Article L.22-10-12 of the French Commercial Code

An internal Valeo charter on related party agreements (the "**Charter**") has been drawn up in accordance with AMF recommendation DOC-2012-05 as amended on April 29, 2021 and Article L.22-10-12 of the French Commercial Code. The Charter sets out the procedure for authorizing related party agreements and for reviewing agreements entered into in the ordinary course of business on an arm's length basis. It was adopted by the Board of Directors at its meeting held on January 23, 2020 and is available on Valeo's website. It may be amended at any time by decision of the Board of Directors, in particular to take into account any legislative or regulatory changes.

In accordance with the law, agreements entered into between the persons referred to in Article L.225-38 of the French Commercial Code (i.e., agreements entered into, whether directly or through an intermediary, between the Company and its Chief Executive Officer, a Deputy Chief Executive Officer, a director or a shareholder holding more than 10% of the voting rights or, in the case of a shareholder corporation, the company that controls it within the meaning of Article L.233-3 of the code), which involve transactions carried out in the ordinary course of business on an arm's length basis, are not subject to prior authorization from the Board of Directors ("**Arm's Length Agreements**").

Under the procedure set out by the Charter, Valeo's Legal Department periodically, and at least once a year, sends the Governance, Appointments & Corporate Social Responsibility Committee for review a list and description of all Arm's Length Agreements entered into since the Governance, Appointments & Corporate Social Responsibility Committee's last review. Members of the Governance, Appointments & Corporate Social Responsibility Committee who are directly or indirectly involved in the agreement do not take part in the review.

The Governance, Appointments & Corporate Social Responsibility Committee makes sure that the agreements meet the conditions to qualify as an Arm's Length Agreement, i.e., they involve transactions carried out in the ordinary course of business on an arm's length basis.

The conclusions of the Governance, Appointments & Corporate Social Responsibility Committee's review are written up in a report.

The list and description of all agreements reviewed by the Governance, Appointments & Corporate Social Responsibility Committee and the conclusions of its review are then presented to the Board of Directors.

The Board of Director's role is to validate the Governance, Appointments & Corporate Social Responsibility Committee's review. It may either confirm that these agreements qualify as Arm's Length Agreements or consider that they should be subject to the procedure for related party agreements and, therefore, subject to the Board's ratification.

If the Governance, Appointments & Corporate Social Responsibility Committee considers that an agreement initially qualified as an Arm's Length Agreement falls within the scope of a related party agreement, it is subject to ratification by the Board of Directors. The person directly or indirectly involved in the related party agreement does not take part in the discussions or the vote.

3.2.10 Arrangements for attendance at Shareholders' Meetings

Shareholders' Meetings are convened and conduct business in accordance with the law and the Company's articles of association.

Articles 21 to 26 of Valeo's articles of association cover the provisions relating to Shareholders' Meetings and the exercise of voting rights. The articles of association are available online on Valeo's website, under "Financial & Legal documents": (https://www.valeo.com/en/financial-and-legal-documents).

Article 23 of the Company's articles of association provides that double voting rights are attached to all fully paid-up shares that have been registered in the name of the same holder for at least four years.

3.2.11 Information likely to have an impact in the event of a public tender offer

Share ownership and direct or indirect shareholdings in the Company brought to the Company's attention

The ownership of the Company's share capital is described in Chapter 6, section 6.4.1 "Ownership structure", page 449.

Direct or indirect shareholdings in the Company brought to the Company's attention are described in Chapter 6, section 6.4.2 "Direct or indirect shareholdings in the Company brought to the Company's attention", pages 450 to 451.

Restrictions on the exercise of voting rights

The Company's articles of association provide for a disclosure obligation imposed on any shareholder who acquires or sells a fraction equal to 2% of the share capital or voting rights of the Company or a multiple of this fraction, from the date when one of the thresholds is crossed. If a shareholder fails to comply with the disclosure obligation and one or more shareholders holding 2% of the voting rights submits a request, the voting rights exceeding the relevant threshold that should have been disclosed cannot be exercised at Shareholders' Meetings held within the two-year period from the date when the omission is remedied. The stated thresholds are calculated in accordance with Articles L.233-7 and L.233-9 of the French Commercial Code and with the AMF's General Regulations.

Powers of the Board of Directors

In accordance with the resolution passed by the shareholders at the Shareholders' Meeting held on May 26, 2021, the Board of Directors may not use the Company's share buyback program while a public tender offer for the Company's shares is in progress.

Furthermore, in accordance with the resolution passed at the Shareholders' Meeting held on May 26, 2021, the Board of Directors may not decide to issue shares or other securities with or without pre-emptive subscription rights while a public tender offer for the Company's shares is in progress. However, in accordance with the resolution passed at the Shareholders' Meeting held on May 26, 2021, free shares may be allotted during such periods.

Agreements entered into by the Company that would change or terminate if there were a change in control of the Company, with the exception of those agreements whose disclosure would seriously harm its interests (except in the event of a legal obligation to disclose)

As specified in Chapter 5, section 5.4.6, Note 9.1.2 "Gross debt" to the consolidated financial statements, pages 380 to 385, all of the bonds issued under the Euro Medium Term Note (EMTN) program include an option allowing bondholders to request early repayment or redemption of their bonds in the event of a change of control of Valeo that leads to (i) the bond's rating being withdrawn, or (ii) the bond's rating being downgraded to below investment grade, assuming it was previously rated in that category, or (iii) if the previous rating was below investment grade, a downgrade of one rating category (e.g., from Ba1 to Ba2).

In addition, for the European Investment Bank credit facility, the EIB may request early repayment of the loans in the event of a change of control.

The *Schuldschein* loan also includes a change of control clause under which investors can request early repayment on an individual basis.

Some of Valeo's customers have a clause in their general purchasing conditions allowing them to terminate their contract with Valeo in the event of a change in control.

3.2.12 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
1. AUTHORIZATION TO INCREASE CAPITAL WITH PRE-EMPTIVE RIGHTS			
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) Shareholders' Meeting held on May 26, 2021 – 17th resolution Expiring on July 26, 2023 (26 months)	70 million euros (A) + (C) + (D) + (E) + (F) + (G) + (H) combined share capital ceiling (the "Combined Share Capital Ceiling") = 131 million euros	1.5 billion euros (A) + (C) + (D) + (E) + (F) + (G) + (H) combined debt ceiling (the "Combined Debt Ceiling") = 1.5 billion euros	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting held on May 23, 2019 (12th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
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) Shareholders' Meeting held on May 26, 2021 – 22nd resolution Expiring on July 26, 2023 (26 months)	30 million euros	n/a	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting held on May 23, 2019 (16th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
2. AUTHORIZATION TO INCREASE CAPITAL WITHOUT PRE-EMPTIVE RIGHTS			
Delegation of authority to issue shares and/or securities giving immediate or future access to the share capital of the Company or any of its subsidiaries by way of a public offer, other than an offer as defined in Article L.411-2 of the French Monetary and Financial Code *(Code monétaire et financier)* (delegation that can also be used as consideration for securities tendered to a public exchange offer initiated by the Company) (C) Shareholders' Meeting held on May 26, 2021 – 18th resolution Expiring on July 26, 2023 (26 months)	23 million euros Ceiling for (C) + (D) + (E) + (F) + (H) 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 held on May 23, 2019 (13th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
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 private placement as defined in Article 411-2,1° of the French Monetary and Financial Code (D) Shareholders' Meeting held on May 26, 2021 – 19th resolution Expiring on July 26, 2023 (26 months)	23 million euros Ceiling for (C) + (D) + (E) + (F) + (H) 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 held on May 23, 2019 (14th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
Authorization to set the issue price of securities, subject to a ceiling of 10% of the Company's capital per 12-month period (E) Shareholders' Meeting held on May 26, 2021 – 20th resolution Expiring on July 26, 2023 (26 months)	23 million euros Ceiling for (C) + (D) + (E) + (F) + (H) Included in the Combined Share Capital Ceiling	1.5 billion euros Included in the Combined Debt Ceiling	Resolution may not be used in the event of a public tender offer Not used during the year
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 (F) Shareholders' Meeting held on May 26, 2021 – 23rd resolution Expiring on July 26, 2023 (26 months)	23 million euros Ceiling for (C) + (D) + (E) + (F) + (H) 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 held on May 23, 2019 (17th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used 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
Delegation of authority to issue shares and/or securities giving immediate or future access to the share capital restricted to members of a savings plan (G) Shareholders' Meeting held on May 26, 2021 – 24th resolution Expiring on July 26, 2023 (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 held on May 23, 2019 (18th 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 on November 16, 2021
3. AUTHORIZATION TO INCREASE CAPITAL WITH OR WITHOUT PRE-EMPTIVE RIGHTS			
Delegation of authority to increase the number of securities to be issued with or without pre-emptive rights under an overallotment option (H) Shareholders' Meeting held on May 26, 2021 – 21st resolution Expiring on July 26, 2023 (26 months)	The ceiling is set out 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) Ceiling for (C) + (D) + (E) + (F) + (H) Included in the Combined Share Capital Ceiling	The ceiling is determined pursuant to resolution (A), resolution (C) or resolution (D) Included in the Combined Debt Ceiling	Delegation of authority replacing the previous delegation granted by the Shareholders' Meeting held on May 23, 2019 (15th resolution) for the same purpose Resolution may not be used in the event of a public tender offer Not used during the year
4. ALLOTMENT OF FREE SHARES			
Authorization to allot existing or new free shares to Group employees and corporate officers Shareholders' Meeting held on May 26, 2021 – 25th resolution Expiring on July 26, 2023 (26 months)	Maximum number of shares (existing or to be issued) to be allotted: 4,500,000 (with a sub-ceiling of 350,000 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 held on May 23, 2019 (19th resolution) for the same purpose Used by the Board of Directors at its meeting on May 26, 2021 (2,070,829 shares allotted)

3.3 Compensation of corporate officers

In accordance with Article L.22-10-8 of the French Commercial Code, the Shareholders' Meeting of May 24, 2022 will be asked to approve the components of the compensation policies for Valeo's corporate officers for 2022, i.e., for:

i. Jacques Aschenbroich, first in his capacity as Chairman and Chief Executive Officer for the period from January 1 through January 26, 2022, i.e., before the roles of Chairman and Chief Executive Officer were separated, and subsequently in his capacity as Chairman of the Board of Directors as from January 26, 2022. These compensation policies are unchanged from the Chairman and Chief Executive Officer's compensation policy for 2021 and the compensation policy drawn up for his role as Chairman of the Board of Directors in anticipation of the separation of the roles of Chairman and Chief Executive Officer, which were approved at a rate of 96.51% and 98.87% respectively at the Shareholders' Meeting of May 26, 2021;

ii. Christophe Périllat, first in his capacity as Deputy Chief Executive Officer before the separation of the roles of Chairman and Chief Executive Officer, and subsequently as Chief Executive Officer as from January 26, 2022. These compensation policies are unchanged from the Deputy Chief Executive Officer's compensation policy for 2021 and the compensation policy drawn up for his role as Chief Executive Officer in anticipation of the separation of the roles of Chairman and Chief Executive Officer, which were approved at a rate of 96.13% and 95.14% respectively at the Shareholders' Meeting of May 26, 2021. However, performance criteria for the Chief Executive Officer's variable compensation for 2022 have been included in his 2022 compensation policy; and

iii. the directors, as determined by the Board of Directors based on the recommendations of the Compensation Committee (11th to 13th resolutions).

3.3.1 Compensation policies for corporate officers

General principles applicable to the compensation policies for corporate officers

In the first instance, it is recalled that Valeo's corporate officers' compensation package is determined by the Board of Directors, acting on the recommendation of the Compensation Committee, and in compliance with the AFEP-MEDEF Code as applicable at the time of the decision.

Accordingly, for the preparation and determination of the compensation policy, Valeo takes into account the Company's general interest, the shareholders' interest, market practices and the performance of the executive corporate officers, as well as the other stakeholders in the Company.

Valeo assesses compensation as a whole, taking into account each component granted or paid to the corporate officers.

The compensation components are complementary and meet various objectives. The structure and allocation of the various components of compensation and the related amounts are subject to comparative studies. This enables Valeo to track and align its compensation policy with market practices.

The Board of Directors considers that the compensation policy for the corporate officers is in line with the corporate interest of the Company by contributing to the implementation of its strategy and long-term development and by taking into account the social and environmental impacts of its operations, thus assuring its long-term future.

The compensation policy for the executive corporate officers includes conditions related to the Group's operational, financial and non-financial performance, thus tying the executive corporate officers' compensation to the Group's performance and its short- and long-term value creation. When preparing, determining and reviewing the compensation policy for executive corporate officers, the Board of Directors particularly takes into account the various indicators related to the Company's different stakeholders (including its employees), thus supporting its development model. Consequently, in order to encourage the Company's long-term development, the compensation policy includes criteria related to Valeo's strategic vision and risk management – particularly controlling the aftermath of the Covid-19 crisis, the supply crisis for electronic components and raw materials and the impacts of inflation – as well as social and environmental responsibility (notably progress in the Gender Equity Index), the Group's safety performance, the gradual reduction in CO_2 emissions for each of Scopes 1, 2 and 3, and diversity within the Group's governing bodies.

The compensation policies presented below are in line with Jacques Aschenbroich's succession plan and reflect the implementation of the decision to separate the roles of Chairman and Chief Executive Officer effective on January 26, 2022 (see section 3.2.1 – "Composition of the Board of Directors", "Succession plan", pages 120 to 121).

Overview of the 2021 compensation policies for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer

The compensation policies for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer set out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of their total compensation and benefits packages. They were determined by the Board of Directors based on the recommendation of the Compensation Committee and were then submitted to the Shareholders' Meeting for approval. This section describes the compensation policies for the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer for the financial year ended December 31, 2021.

Overview of the 2021 compensation policy for Jacques Aschenbroich in his capacity as Chairman and Chief Executive Officer

This section sets out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of the Chairman and Chief Executive Officer's total compensation and benefits package for the financial year ended December 31, 2021, constituting the compensation policy for the Chairman and Chief Executive Officer for 2021, which was approved at a rate of 96.51% at the Shareholders' Meeting of May 26, 2021 (the **"2021 Compensation Policy for the Chairman and Chief Executive Officer"**).

In view of the economic crisis in 2020 and 2021, and the fact that the comparative study carried out in 2020 based on four panels used by Valeo[1] (with particular attention paid to the European car makers and original equipment manufacturers panel) (the **"2020 Comparative Study"**) confirmed that the fixed compensation as well as the ceilings for the variable and long-term compensation of the Chairman and Chief Executive Officer were in line with market practices, the Compensation Committee recommended to the Board of Directors that they remain unchanged. Consequently, the Chairman and Chief Executive Officer's fixed compensation for 2021 and the applicable ceilings for his variable and long-term compensation for that year were the same as those provided for in his compensation policy for (i) the year ended December 31, 2020, which was approved at a rate of 94.03% in the thirteenth resolution of the June 25, 2020 Shareholders' Meeting (the **"2020 Compensation Policy for the Chairman and Chief Executive Officer"**) and (ii) the year ended December 31, 2019, which was approved at a rate of 91.92% in the tenth resolution of the May 23, 2019 Shareholders' Meeting (the **"2019 Compensation Policy for the Chairman and Chief Executive Officer"**).

Following the analysis process, the Compensation Committee nevertheless suggested to the Board of Directors the following adjustments to the assessment of the qualitative and quantifiable criteria of the variable compensation, as described below.

At its meeting held on March 24, 2021, the Board of Directors, on the recommendation of the Compensation Committee, established the 2021 Compensation Policy for the Chairman and Chief Executive Officer, as described below.

For greater clarity, a full description of the 2021 Compensation Policy for the Chairman and Chief Executive Officer, as set out in the 2020 Universal Registration Document (see Chapter 3, section 3.3.1 "2021 Compensation Policy for the Chairman and Chief Executive Officer", pages 160 to 165) is provided below.

Fixed compensation

The annual fixed compensation notably remunerates for responsibilities associated with the duties of Chairman and Chief Executive Officer. In accordance with the AFEP-MEDEF Code, fixed compensation is reviewed at relatively long intervals.

The Chairman and Chief Executive Officer's (gross) annual fixed compensation has been set at 1,100,000 euros since May 23, 2019.

This compensation remained unchanged until Jacques Aschenbroich ceased to serve as Chairman and Chief Executive Officer when these roles were separated on January 26, 2022.

Variable compensation

The variable portion of the compensation must be in line with the Chairman and Chief Executive Officer's performance, as well as the Company's strategy and progress. It was therefore determined partly according to strict and ambitious quantifiable criteria based on the Group's operating and financial performance, and partly on a qualitative basis. The quantifiable and qualitative objectives to be reached were set according to specific, strict and ambitious predetermined criteria. These criteria are determined each year by the Board of Directors, based on recommendations made by the Compensation Committee.

The principles and criteria relating to this component of compensation under the 2021 Compensation Policy for the Chairman and Chief Executive Officer remain unchanged from the 2020 Compensation Policy for the Chairman and Chief Executive Officer, subject to several adjustments made to (i) the quantifiable criteria (operating margin rate replaced by an EBITDA level to reflect the guidance published by the Group in February 2021, and, in order to be consistent with the adjustments to the internal performance criteria of the performance share plans, the rate of return on capital employed (ROCE) criterion removed and the respective weightings of the other quantifiable criteria adjusted accordingly), and (ii) the qualitative sub-criteria, with new qualitative sub-criteria added to the 2021 Compensation Policy for the Chairman and Chief Executive Officer concerning controlling the aftermath of the Covid-19 crisis, quality of the supplies crisis management (electronic components and raw materials), and progression of the Gender Equity Index to an average of 85 for the Group with no country below 75. The quantifiable and qualitative criteria used for the 2021 Compensation Policy for the Chairman and Chief Executive Officer are therefore as follows[2]:

- **four quantifiable criteria:** (i) EBITDA, (ii) free cash flow, (iii) net income, and (iv) Group order intake;
- **three qualitative criteria:** (i) strategic vision, (ii) risk management, and (iii) corporate social responsibility.

In accordance with the recommendations of the AFEP-MEDEF Code, the total amount of the variable portion is expressed as a percentage of the annual fixed compensation, each criterion granting entitlement to a percentage of the annual fixed compensation.

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(1) 1. CAC 40; 2. CAC 40 excluding finance and luxury sector companies; 3. European car makers and original equipment manufacturers; and 4. International original equipment manufacturers. The panels are available on the Company's website (www.valeo.com), under "Corporate Governance".

(2) The achievement rate of these criteria in 2021 is presented in section 3.3.2 paragraph "Variable compensation", pages 183 to 185.

The Chairman and Chief Executive Officer's variable portion was capped at 170% of his annual fixed compensation. The decision to cap his variable compensation at 170% of his annual fixed compensation was made by the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, on July 24, 2015 during a review of his variable compensation, in view of the Company's strong operating performance and after noting that his variable compensation was misaligned with the median variable compensation reported in various comparative studies on the compensation of Chief Executive Officers and Chairmen and Chief Executive Officers of companies in the CAC 40 index and comparable European industrial companies. This cap was included in the 2019 Compensation Policy for the Chairman and Chief Executive Officer and the 2020 Compensation Policy for the Chairman and Chief Executive Officer. It then remained unchanged in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (170% of annual fixed compensation), as the review conducted by the two consulting firms confirmed that it was an appropriate cap. The maximum amount of annual variable compensation (170% of annual fixed compensation) is contingent on the achievement of ambitious objectives set by the Board of Directors based on the recommendation of the Compensation Committee.

For each quantifiable criterion, the variable portion varies within a range of 0% to 100% of the maximum amount of annual fixed compensation obtainable under the relevant criterion.

The table below summarizes in a synthetic way the quantifiable and qualitative criteria, the percentage of the annual fixed compensation related to each of those criteria as well as the maximum amount of the variable portion for 2021. Thus, the principles and criteria relating to the annual variable compensation are as follows for 2021:

Quantifiable criteria(1)(2)

Nature of the quantifiable criterion	Maximum amount of the variable portion as a % of the annual fixed compensation
EBITDA(3)	30%
Free cash flow	30%
Net income	25%
Group order intake(4)	30%
TOTAL QUANTIFIABLE CRITERIA	**115%**

Qualitative criteria

Nature of the qualitative criterion	Maximum amount of the variable portion as a % of the annual fixed compensation
Strategic vision *Strategic vision is assessed against the following indicators:* • *strategic and technological operations carried out;* • *development of technological platforms;* • *new evaluation of the presentation at the next strategy seminar of a technology roadmap and its directions on software.*	20%
Risk management *This criterion is measured, in particular, against the following elements:* • *compliance: new measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);* • *risk management related to the adaptation of the production plant given the new product launches and customer disputes (evolution of the number of "red launches");* • *controlling the aftermath of the Covid-19 crisis during 2021;* • *quality of the supplies crisis management (electronic components and raw materials).*	15%
Corporate social responsibility *CSR is assessed in particular against the following elements:* • *overall assessment of safety performance through the number of lost-time workplace accidents. Particular attention will be paid to France in 2021 with respect to lost-time workplace accidents;* • *implementation of specific action plans following the measurement of employee engagement in the first quarter survey;* • *progression of the Gender Equity Index in 2021 to an average of 85 for the Group with no country below 75.*	20%
TOTAL QUALITATIVE CRITERIA	**55%**
TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA	**170%**

(1) Excluding regulatory and tax impacts.
(2) Concerning the quantifiable criteria, the impacts of the Covid-19 epidemic and its potential consequences on the Group for the financial year ending December 31, 2021 could not be predicted on the date of the 2020 Universal Registration Document (including the resulting components and raw materials crisis which massively impacts the whole automotive industry and will lead notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document). Thus, when assessing the degree of achievement of these quantifiable objectives, the Board of Directors may take these potential impacts into account.
(3) Including the Top Column Module (TCM) business.
(4) Excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA).

Long-term compensation policy – Allotment of performance shares

The maximum amount of the Chairman and Chief Executive Officer's long-term variable compensation is 270% of the annual fixed compensation, unchanged compared to the amount set in the 2020 Compensation Policy for the Chairman and Chief Executive Officer (unchanged since February 18, 2016), in light of the economic environment and the fact that the 2020 Comparative Study confirmed that this was an appropriate level.

As indicated in the 2020 Compensation Policy for the Chairman and Chief Executive Officer, the aim of allotting performance shares is not only to encourage the Chairman and Chief Executive Officer to take a long-term approach to his duties, but also to retain him and align his interests with those of Valeo and its shareholders. Under the performance share plans, performance criteria must be met over a period of three consecutive years. Valeo applies strict and ambitious operating, financial and non-financial performance criteria that are considered as particularly representative of the Company's performance. The Board of Directors, on the recommendation of the Compensation Committee, decided, as part of the 2021 Compensation Policy for the Chairman and Chief Executive Officer, to make adjustments to the criteria used in previous years. These adjustments are aimed at better reflecting the Group's strategy, financial, non-financial and operational performance objectives, the creation of value for Valeo's shareholders measured against the external performance criterion, the Total Shareholder Return (TSR) and performance measurement in the proposed criteria. Thus, the Board of Directors, on the recommendation of the Compensation Committee, has decided to replace the internal performance criteria previously used as follows:

i. the operating margin rate is replaced with an EBITDA level, which reflects the new criterion for the guidance published by the Group in February 2021; and

ii. the rate of return on assets (ROA) is replaced with the rate of return on capital employed (ROCE) (a criterion previously used for the annual variable compensation of the Chairman and Chief Executive Officer but which was removed in the 2021 Compensation Policy for the Chairman and Chief Executive Officer), which is more relevant today, and on which all beneficiaries of performance shares concerned by this criterion have a more direct influence compared to the ROA criterion.

In addition, given the importance of corporate social responsibility (CSR) issues, the Board of Directors, on the recommendation of the Compensation Committee, considered it appropriate to add two CSR criteria to the long-term compensation of the Chairman and Chief Executive Officer, namely an environmental criterion and a gender diversity criterion, whose ambitious objectives, published at the time of the free share allocation, will be measured over three years. These objectives are consistent with the carbon neutrality objectives described in Chapter 4, section 4.1.3 "Valeo's Carbon Neutrality Plan for 2050" of the 2020 Universal Registration Document and the gender diversity targets described in sub-section 3.2.1 "Composition of the Board of Directors", paragraph "Diversity policy within the governing bodies" of the 2020 Universal Registration Document. This decision reflects the importance Valeo attaches to these elements and the desire of the Board of Directors to make them part of the long-term objectives.

Thus, the allocation of performance shares depends on performance measured against the following criteria:

i. two internal performance criteria, namely the EBITDA level (which has replaced the operating margin rate) as well as the rate of return on capital employed (ROCE) (which has replaced the rate of return on assets (ROA)). The internal performance criteria represent no more than 60% of the allocated shares (30% for each criterion);

ii. an external performance criterion, Valeo's TSR, which will be measured against the CAC 40 index (10%) and against a European Automotive Panel[1] (10%). Thus, the external performance criterion represents no more than 20% of the allocated shares;

iii. two corporate social responsibility (CSR)-related criteria: an environmental criterion relating to the level of CO_2 emissions and a gender diversity criterion based on the number of women in the Group's management committees (relating to the 300 most important Group management positions). The CSR criteria represent no more than 20% of the allocated shares (10% for each criterion).

3

(1) The Automotive European Panel was modified by the Board of Directors at its meeting of March 24, 2021 on the proposal of an external consultant, Willis Towers Watson. Fiat Chrysler Automobiles and PSA were replaced by Stellantis and Volkswagen was added. This panel is available on the Company's website (www.valeo.com), under "Corporate Governance".

The table below summarizes in a synthetic way the criteria and methods used to assess the performance shares selected as part of the 2021 Compensation Policy for the Chairman and Chief Executive Officer:

Criterion	Weight/Assessment
Internal performance criterion: ROCE rate[(1)] **(30%)** **Internal performance criterion: EBITDA level[(1)]** **(30%)**	Performance measured by two criteria (ROCE rate and EBITDA level) for each of the three financial years (Y, Y+1, and Y+2) of the vesting period. The criterion will be satisfied if, for each financial year covered under the grant, the rate effectively achieved for each criterion is greater than or equal to the target rate established by the Board of Directors, it being understood that (i) the target rate cannot be lower than the guidance for the financial year of reference, (ii) the selected criterion cannot be changed by the Board of Directors at a later date and (iii) the target rates cannot be changed by the Board of Directors at a later date, except by a duly justified decision in the context of exceptional circumstances beyond the beneficiaries' control. • If, for each financial year covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those three financial years: 100%. • If, for only two of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those two financial years: 50%. • If, for only one of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for that financial year: 20%. • If the target rate for the corresponding criterion is not satisfied for any of the financial years covered by the scheme: 0%.
External performance criterion: TSR **(20%)**	TSR recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery. • If Valeo's TSR recorded over the reference period is greater than the CAC 40 index's TSR recorded over the reference period: 100% (0% if equal or lower). • If Valeo's TSR recorded over the reference period is greater than the median of the TSRs of the companies in the European Automotive Panel over the reference period: 100% (0% if equal or lower).
Corporate social responsibility: CO_2 emissions[(2)] **(10%)** **Corporate social responsibility: the number of women within the Group's management committees (relating to the 300 most important Group management positions)[(3)]** **(10%)**	CSR criterion recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery and published at the time of the free share allotment: • If the level of CO_2 emissions recorded over the reference period is lower than or equal to the target rate established for the reference period: 100% (0% if greater). • If the number of women within the Group's management committees (relating to the 300 most important Group management positions) recorded over the reference period is greater than or equal to the target rate established for the reference period: 100% (0% if lower).

(1) For 2021, the guidance was 11.10% for the ROCE rate (excluding the Top Column Module (TCM) business) and 12.80% for EBITDA (including the Top Column Module (TCM) business). It should be noted that the impacts of the Covid-19 epidemic and its potential consequences on the Group for the financial year ending December 31, 2021 could not be predicted on the date of the 2020 Universal Registration Document (including the resulting components and raw materials crisis which massively impacts the whole automotive industry and will lead notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document). Thus, when assessing the achievement of the internal performance criteria, the Board of Directors may take these potential impacts into account.

(2) For the 2021 plan, the achievement of this target will be assessed as at December 31, 2023, on the basis of the carbon neutrality objective by 2050 and, by December 31, 2030, a plan to reduce emissions related to its operating activities (Scopes 1 and 2) by 75% and emissions related to its supply chain and to the end use of its products (Scope 3) by 15% compared to January 1, 2020, as presented in Chapter 4, section 4.1.3 "Valeo's Carbon Neutrality Plan for 2050" of the 2020 Universal Registration Document. This 2030 objective implies an annual reduction of -0.75 $MtCO_2$ from 49.6 $MtCO_2$ at January 1, 2020 to 41.4 $MtCO_2$ at December 31, 2030. Accordingly, based on a linear annual progression until 2030, the rate of achievement of this target is set at a maximum of 46.6 $MtCO_2$ by December 31, 2023.

(3) For the 2021 plan, the achievement of this target will be assessed as at December 31, 2023 on the basis of the objective of doubling the number of women on the various Group's management committees (relating to the 300 most important Group management positions) from 16% of women as at January 1, 2020 to 32% of women as at December 31, 2030. Accordingly, based on a linear annual progression, the rate of achievement of this target is set at a minimum of 22% of women in the Group's management committees (relating to the 300 most important Group management positions) by December 31, 2023, on a like-for-like basis, which constitutes an acceleration of the intermediate objective for 2024 set at 20% by Valeo's Board of Directors in 2020 (as described in sub-section 3.2.1 "Composition of the Board of Directors", paragraph "Diversity policy within the governing bodies" of the 2020 Universal Registration Document).

In addition, a presence condition must be met at the time of the allotment. Thus, the performance shares allotted to the Chairman and Chief Executive Officer will vest only if his term of office[(1)] has not expired on the vesting date. Entitlement to the performance shares will be lost in the event of (i) dismissal due to gross negligence or willful misconduct or (ii) dismissal for reasons attributable to the Chairman and Chief Executive Officer's performance, before the expiry of the vesting period. Except for these two cases, the Board of Directors will determine whether or not the Chairman and Chief Executive Officer will retain his entitlement to the performance shares before the expiry of the vesting period based on an in-depth analysis of the reasons for and circumstances surrounding his departure. In any event, the shares will only vest if the performance criteria are achieved. By way of exception to the foregoing, in the event of termination of his corporate office in connection with the liquidation of mandatory and supplementary pension plans, death or disability, entitlement to performance shares will be maintained and the performance criteria will apply to retirement but not to death or disability.

As a reminder, following the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022, Jacques Aschenbroich remained Chairman of the Board of Directors and will continue to serve in this capacity until the end of his term of office as director, i.e., until May 2023[(2)]. For the purposes of the allotment made in 2021 and in keeping with the plan as described in this section, (i) the entitlement to performance shares will be maintained and performance criteria will apply, and (ii) it is agreed that the number of performance shares to vest under the 2021 plan will be reduced pro rata to the period during which he held the combined roles of Chairman of the Board of Directors and Chief Executive Officer. It should be noted that given the demanding performance criteria, no performance shares allotted to Jacques Aschenbroich under the 2016, 2017, and 2018 performance share plans have vested. Each time that it decides to allot performance shares, the Board of Directors ensures that performance share allotments, valued under IFRS, do not represent a disproportionate percentage of all compensation and performance shares allotted, that they have a limited impact in terms of dilution (i.e., for information purposes, a maximum of 250,000 under the nineteenth resolution of the Shareholders' Meeting of May 23, 2019) and that the allotments are made at the same times of the year. In accordance with applicable laws and Company practices, the Group's executive managers and employees are also entitled to performance shares.

The maximum amount of performance shares allotted to the Chairman and Chief Executive Officer, valued under IFRS, must not exceed 270% of his annual fixed compensation (i.e., 100% of the maximum annual combined fixed and variable compensation). The cap of 270% of annual fixed compensation is a maximum amount and the Board of Directors reserves the right to award a lower percentage depending on Valeo's performance[(3)].

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, the Chairman and Chief Executive Officer is not permitted to use hedging transactions to reduce his risk. He has made a formal commitment in this respect as required by the AFEP-MEDEF Code. At the end of the holding period set by the Board of Directors, the Chairman and Chief Executive Officer must also hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation corresponds to 50% of the vested performance shares[(4)].

Defined benefit pension plan

Jacques Aschenbroich benefits from a defined benefit pension plan in accordance with Group and market practices.

With a view to retaining and motivating the executive corporate officer with regard to the Company's objectives, general interest and market practices, at its meeting of April 9, 2009, when determining the executive corporate officer's overall compensation, the Board of Directors decided to register Jacques Aschenbroich with the supplementary defined benefit pension plan for the Group's senior executives (*hors catégorie*) and referred to in Article L.137-11 of the French Social Security Code. This decision was implemented on October 20, 2009. In view of Jacques Aschenbroich's age and the fact that he was not covered by any other supplementary pension plan, the decision was made to credit him with five additional years of service at the start of his tenure.

There is a cap both on the amount of this pension plan, which came into effect on January 1, 2010 and no longer welcomes new members since July 1, 2017 (entitlement pursuant to the plan's conditions corresponding to 1% of the reference salary per year of service, capped at 20%), and on the basis for determining entitlements (additional pension benefits, all plans combined, are capped at 55% of the reference salary).

(1) Or, as from the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer, his office as Chairman of the Board of Directors, subject to adjustment of the number of performance shares that will definitively vest on a pro rata basis for the period during which he held the combined roles of Chairman of the Board of Directors and Chief Executive Officer.

(2) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

(3) Therefore, at its meeting on May 26, 2021, and after consulting the Compensation Committee, the Board of Directors decided to allot 118,536 performance shares to the Chairman and Chief Executive Officer for 2021. Furthermore, as Valeo's share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company's shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount on the maximum amount authorized in the compensation policy. Based on the share price on the date of the Board of Directors' decision (average share price for the preceding 20 trading days), this corresponds to 118,536 shares valued under IFRS at 2,672,987 euros.

(4) 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.

In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called "Article 39" defined benefit pension plan, which no longer welcomes new members since July 1, 2017, no longer allows for the acquisition of new rights as from January 1, 2020 (the **"Closed Plan"**). Thus, in accordance with the new legal provisions, a new commitment has been made in favor of Jacques Aschenbroich. This new plan (the **"New Plan"**), effective as of January 1, 2020, in accordance with Article L.137 11-2 of the French Social Security Code, includes the same ceilings and performance conditions as the Closed Plan(1).

Its main characteristics are the following:

- supplementary pension entitlements are equal to 1% of the reference salary per vesting year;
- the vesting of supplementary pension entitlements is subject to a performance condition, which is deemed to have been met if the variable portion of Jacques Aschenbroich's compensation, paid in year Y+1 in respect of year Y, reaches 100% of his fixed compensation due in respect of year Y. In the event that the variable portion does not reach 100% of the fixed compensation, the rights granted will be calculated on a pro rata basis down to zero;
- the reference salary is the base salary and the variable compensation received in each year of vesting;
- the cap due to the nature of the plan: a cap of 20% of the final reference salary as defined in the Closed Plan (cap which applies to the sum of the rights acquired under the Closed Plan and under the New Plan);
- the cap on the base for determining entitlements: all plans combined are capped at 55% of the final reference salary.

Under this New Plan, the rights of Jacques Aschenbroich will vest without condition of presence in the Company at the end of his career.

The rights under the Closed Plan crystallized at December 31, 2019 and remain conditional on the presence of Jacques Aschenbroich within Valeo at the time of his retirement.

Non-compete compensation

In order to protect the Company's interests, a non-compete clause binding the executive corporate officer was put in place by the Board of Directors.

If the Company triggers the non-compete clause, the executive corporate officer would be prohibited from working in any way for an automotive supplier or, more generally, for any of Valeo's competitors. The clause will apply for 12 months after the end of his term of office as Chief Executive Officer of Valeo, regardless of the reason for termination.

In consideration, the executive corporate officer will receive non-compete compensation equal to 12 months of compensation (calculated by taking the average compensation (fixed and variable) paid for the three financial years preceding the year of departure). The compensation will be paid in equal monthly installments over the entire period to which the non-compete clause applies.

It should be noted that the Board of Directors will have to decide whether or not the non-compete agreement will be applied at the time the executive corporate officer leaves, particularly if he leaves Valeo to claim, or after claiming, retirement benefits. The Company reserves the right not to implement this agreement and to waive the non-compete clause, in which case no compensation will be owed.

This non-compete clause, which applies to Jacques Aschenbroich, has been in force since February 24, 2010. To comply with the AFEP-MEDEF Code as amended in June 2013, at its meeting on February 24, 2015, the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, amended the non-compete clause, which was approved by the Shareholders' Meeting of May 26, 2015 in its fifth resolution pursuant to Article L.225-42-1 of the French Commercial Code (since repealed).

Given the recommendations of the AFEP-MEDEF Code on non-compete agreements, Jacques Aschenbroich announced his decision to waive his right to non-compete compensation. In order to comply with the AFEP-MEDEF Code, the Board of Directors formally noted this decision at its meeting on February 21, 2019 and consequently decided to amend the non-compete agreement accordingly. The amendment was approved at a rate of 97.41% by the Shareholders' Meeting of May 23, 2019 under the fifth resolution.

Benefits in kind

The Chairman and Chief Executive Officer is also entitled to benefits in kind which were set by the Board of Directors, at its meeting of April 9, 2009, when determining the executive corporate officer's overall compensation. He is therefore entitled to coverage under the unemployment insurance fund for company managers, the collective and mandatory health, death and disability plan and life insurance covering death, disability or the consequences of any accidents that may occur during business travel. Valeo also provides him with a company car and a driver.

(1) The New Plan was approved at a rate of 94.03% by the Shareholders' Meeting of June 25, 2020 in connection with the 2020 Compensation Policy for the Chairman and Chief Executive Officer (thirteenth resolution).

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

The Chairman and Chief Executive Officer is not entitled to multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation or termination benefits. In this respect, it should be noted that Jacques Aschenbroich was entitled to termination benefits as Chief Executive Officer before his appointment as Chairman of the Board of Directors, which he waived when the roles of Chairman of the Board of Directors and Chief Executive Officer were combined on February 18, 2016. His decision was formally noted by the Board of Directors the same day.

The Chairman and Chief Executive Officer does not receive compensation in his capacity as director. He is not entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

No stock purchase or subscription options or other long-term component of compensation other than performance shares were allotted to the Chairman and Chief Executive Officer in 2021.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the Chairman and Chief Executive Officer's variable compensation for 2021 will only be paid once the fixed, variable and exceptional components comprising the total compensation and benefits package paid or awarded to him in respect of the 2021 financial year have been approved by the shareholders at an Ordinary Shareholders' Meeting (*ex post* vote).

In accordance with Article L.22-10-8 III of the French Commercial Code, the Board of Directors, having consulted the Compensation Committee and, where appropriate, the other Specialized Committees, in exceptional circumstances, temporarily has the discretionary power to adjust the provisions relating to the quantifiable variable components of the 2021 Compensation Policy for the Chairman and Chief Executive Officer, in particular where the changes made are in line with the corporate interest and necessary to guarantee Valeo's long-term future or viability. Events that may lead to the use of this option include events outside Valeo's control that could not have been reasonably foreseen or quantified when the compensation policy was drawn up, such as the impact of the Covid-19 epidemic and its potential consequences on the Group for the 2021 financial year, including the resulting components and raw materials crisis, which massively impacts the whole automotive industry and will lead notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document.

Overview of the 2021 compensation policy for Christophe Périllat in his capacity as Deputy Chief Executive Officer

This section sets out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of Christophe Périllat's total compensation and benefits package for the year ended December 31, 2021, with effect from his appointment as Deputy Chief Executive Officer on May 26, 2021, and constituting the 2021 compensation policy for the Deputy Chief Executive Officer, which was approved at a rate of 96.13% at the Shareholders' Meeting of May 26, 2021 (the **"2021 Compensation Policy for the Deputy Chief Executive Officer"**).

The components of Christophe Périllat's compensation in his capacity as Associate Chief Executive Officer (from October 27, 2020 through May 26, 2021) were identical to those he received as Chief Operating Officer and remained unchanged after he was appointed as Deputy Chief Executive Officer on May 26, 2021. These components are therefore reflected in the 2021 Compensation Policy for the Deputy Chief Executive Officer, it being specified that the criteria for the variable remuneration for the Deputy Chief Officer are aligned with those applicable to the Chairman and Chief Executive Officer.

Fixed compensation

At its meeting held on March 24, 2021, on the recommendation of the Compensation Committee, the Board of Directors set the (gross) annual fixed compensation of the Deputy Chief Executive Officer at 725,000 euros which corresponds to the same level as that of Chief Operating Officer and Associate Chief Executive Officer (between October 27, 2020 and May 26, 2021).

Variable compensation

The variable portion of the compensation must be in line with the Deputy Chief Executive Officer's performance, as well as the Company's strategy and progress. It was therefore determined partly according to strict and ambitious quantifiable criteria based on the Group's financial, non-financial and operational performance, and partly on a qualitative basis. The quantifiable and qualitative objectives to be reached were set according to specific, strict and ambitious predetermined objectives. These criteria are determined each year by the Board of Directors, based on recommendations made by the Compensation Committee.

During its review of the 2021 Compensation Policy for the Deputy Chief Executive Officer, at its meeting of March 24, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to set the following quantifiable and qualitative criteria, which are identical to those applicable to the variable compensation of the Chairman and Chief Executive Officer for the 2021 financial year:

- **four quantifiable criteria:** (i) EBITDA, (ii) free cash flow, (iii) net income, and (iv) Group order intake;
- **three qualitative criteria:** (i) strategic vision, (ii) risk management, and (iii) corporate social responsibility.

In accordance with the recommendations of the AFEP-MEDEF Code, the total amount of the variable portion is expressed as a percentage of the annual fixed compensation, each criterion granting entitlement to a percentage of the annual fixed compensation.

3

The maximum amount of the Deputy Chief Executive Officer's variable compensation was set at 120% of his annual fixed compensation. The decision to cap his variable compensation at 120% of his annual fixed compensation was made by the Board of Directors at its meeting held on March 24, 2021, on the recommendation of the Compensation Committee which corresponds to the same level that as Chief Operating Officer and Associate Chief Executive Officer.

The maximum amount of annual variable compensation (120% of annual fixed compensation) is contingent on the achievement of ambitious objectives set by the Board of Directors acting on the recommendation of the Compensation Committee.

For each quantifiable criterion, the variable portion will vary within a range of 0% to 100% of the maximum amount of annual fixed compensation obtainable under the relevant criterion.

The table below summarizes in a synthetic way the quantifiable and qualitative criteria, the percentage of the annual fixed compensation related to each of those criteria as well as the maximum amount of the variable portion for 2021.

Quantifiable criteria[(1)(2)]	
Nature of the quantifiable criterion	**Maximum amount of the variable portion as a % of the annual fixed compensation**
EBITDA[(3)]	21%
Free cash flow	21%
Net income	17%
Group order intake[(4)]	21%
TOTAL QUANTIFIABLE CRITERIA	**80%**
Qualitative criteria	
Nature of the qualitative criterion	**Maximum amount of the variable portion as a % of the annual fixed compensation**
Strategic vision *Strategic vision is assessed against the following elements:* • *strategic and technological operations carried out;* • *development of technological platforms;* • *new evaluation of the presentation at the next strategy seminar of a technology roadmap and its directions on software.*	14%
Risk management *This criterion is measured, in particular, against the following elements:* • *compliance: new measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);* • *risk management related to the adaptation of the production plant given the new product launches and customer disputes (evolution of the number of "red launches");* • *controlling the aftermath of the Covid-19 crisis during 2021;* • *quality of the supplies crisis management (electronic components and raw materials).*	12%
Corporate social responsibility *CSR is assessed in particular against the following elements:* • *overall assessment of safety performance through the number of lost-time workplace accidents. Particular attention will be paid to France in 2021 with respect to lost-time workplace accidents;* • *implementation of specific action plans following the measurement of employee engagement in the first quarter survey;* • *progression of the Gender Equity Index in 2021 to an average of 85 for the Group with no country below 75.*	14%
TOTAL QUALITATIVE CRITERIA	**40%**
TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA	**120%**

(1) Excluding regulatory and tax impacts.
(2) Concerning the quantifiable criteria, the impacts of the Covid-19 epidemic and its potential consequences on the Group for the financial year ending December 31, 2021 could not be predicted on the date of the 2020 Universal Registration Document (including the resulting components and raw materials crisis which massively impacts the whole automotive industry and will lead notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document). Thus, when assessing the degree of achievement of these quantifiable objectives, the Board of Directors may take these potential impacts into account.
(3) Including the Top Column Module (TCM) business.
(4) Excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA).

Long-term compensation policy – Allotment of performance shares

The aim of allotting performance shares is not only to encourage the Deputy Chief Executive Officer to take a long-term approach to his duties, but also to retain him and align his interests with those of Valeo and its shareholders. Under the performance share plans, performance criteria must be met over a period of three consecutive years. Valeo applies strict and ambitious performance criteria considered as particularly representative of the Company's performance. Indeed, the proposed criteria are aimed at reflecting the Group's strategy, financial, non-financial and operational performance objectives, value creation for Valeo's shareholders measured using the external performance criterion, the Total Shareholder Return (TSR), and performance measurement.

Thus, for the sake of consistency with the 2021 Chairman and Chief Executive Officer long-term compensation criteria, the Board of Directors, on the recommendation of the Compensation Committee, established an internal performance criterion relating to the return on capital employed rate (ROCE) as well as an internal performance criterion relating to an EBITDA level which reflects the new criterion for the guidance published by the Group in February 2021. In addition, given the importance of corporate social responsibility (CSR) issues, the Board of Directors, on the recommendation of the Compensation Committee, has considered it appropriate to set two CSR criteria to the long-term compensation of the Deputy Chief Executive Officer, namely an environmental criterion and a gender diversity criterion whose ambitious objectives, published at the time of the free share allocation, will be measured over three years. These objectives are consistent with the carbon neutrality objectives described in Chapter 4, section 4.1.3 "Valeo's Carbon Plan for 2050" of the 2020 Universal Registration Document and the gender diversity targets described in sub-section 3.2.1 "Composition of the Board of Directors", paragraph "Diversity policy within the governing bodies" of the 2020 Universal Registration Document. This decision reflects the importance Valeo attaches to these elements and the desire of the Board of Directors to make them part of the long-term objectives.

The performance shares depend on performance measured against the following criteria, identical to those applicable to the 2021 long-term compensation of the Chairman and Chief Executive Officer:

i. two internal performance criteria, namely the EBITDA level as well as the return on capital employed rate (ROCE). The internal performance criteria represent no more than 60% of the allocated shares (30% for each criterion);

ii. an external performance criterion, Valeo's TSR, which will be measured against the CAC 40 index (10%) and against the European Automotive Panel[1] (10%). Thus, the external performance criterion represents no more than 20% of the allocated shares;

iii. two corporate social responsibility (CSR)-related criteria: an environmental criterion relating to the level of CO_2 emissions and a gender diversity criterion based on the number of women in the Group's management committees (relating to the 300 most important Group management positions). The CSR criteria represent no more than 20% of the allocated shares (10% for each criterion).

The Board of Directors, at its meeting held on March 24, 2021, set the maximum amount of the Deputy Chief Executive Officer's long-term compensation at 200% of his annual fixed compensation which corresponds to the same level that as Chief Operating Officer and Associate Chief Executive Officer.

3

(1) The Automotive European Panel was modified by the Board of Directors at its meeting of March 24, 2021 on the proposal of an external consultant, Willis Towers Watson. Fiat Chrysler Automobiles and PSA were replaced by Stellantis and Volkswagen was added. This panel is available on the Company's website (www.valeo.com), under "Corporate Governance".

The table below summarizes in a synthetic way the criteria and methods used to assess the performance shares selected as part of the 2021 Deputy Chief Executive Officer Compensation Policy:

Criterion	Weight/Assessment
Internal performance criterion: ROCE rate[1] **(30%)** **Internal performance criterion: EBITDA level[1]** **(30%)**	Performance measured by two criteria (ROCE rate and EBITDA level) for each of the three financial years (Y, Y+1, and Y+2) of the vesting period. The criterion will be satisfied if, for each financial year covered under the grant, the rate effectively achieved for each criterion is greater than or equal to the target rate established by the Board of Directors, it being understood that (i) the target rate cannot be lower than the guidance for the financial year of reference, (ii) the selected criterion cannot be changed by the Board of Directors at a later date and (iii) the target rates cannot be changed by the Board of Directors at a later date, except by a duly justified decision in the context of exceptional circumstances beyond the beneficiaries' control. • If, for each financial year covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those three financial years: 100%. • If, for only two of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those two financial years: 50%. • If, for only one of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for that financial year: 20%. • If the target rate for the corresponding criterion is not satisfied for any of the financial years covered by the scheme: 0%.
External performance criterion: TSR **(20%)**	TSR recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery. • If Valeo's TSR recorded over the reference period is greater than the CAC 40 index's TSR recorded over the reference period: 100% (0% if equal or lower). • If Valeo's TSR recorded over the reference period is greater than the median of the TSRs of the companies in the European Automotive Panel over the reference period: 100% (0% if equal or lower).
Corporate social responsibility: CO_2 emissions[2] **(10%)** **Corporate social responsibility: the number of women within the Group's management committees (relating to the 300 most important Group management positions)[3]** **(10%)**	CSR criterion recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery and published at the time of the free share allotment: • If the level of CO_2 emissions recorded over the reference period is lower than or equal to the target rate established for the reference period: 100% (0% if greater). • If the number of women within the Group's management committees (relating to the 300 most important Group management positions) recorded over the reference period is greater than or equal to the target rate established for the reference period: 100% (0% if lower).

(1) For 2021, the guidance was 11.10% for the ROCE rate (excluding the Top Column Module (TCM) business) and 12.80% for EBITDA (including the Top Column Module (TCM) business). It should be noted that the impacts of the Covid-19 epidemic and its potential consequences on the Group for the financial year ending December 31, 2021 could not be predicted on the date of the 2020 Universal Registration Document (including the resulting components and raw materials crisis which massively impacts the whole automotive industry and will lead notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document). Thus, when assessing the achievement of the internal performance criteria, the Board of Directors may take these potential impacts into account.

(2) For the 2021 plan, the achievement of this target will be assessed as at December 31, 2023, on the basis of the carbon neutrality objective by 2050 and, by December 31, 2030, a plan to reduce emissions related to its operating activities (Scopes 1 and 2) by 75% and emissions related to its supply chain and to the end use of its products (Scope 3) by 15% compared to January 1, 2020, as presented in Chapter 4, section 4.1.3 "Valeo's Carbon Neutrality Plan for 2050" of the 2020 Universal Registration Document. This 2030 objective implies an annual reduction of -0.75 $MtCO_2$ from 49.6 $MtCO_2$ at January 1, 2020 to 41.4 $MtCO_2$ at December 31, 2030. Accordingly, based on a linear annual progression until 2030, the rate of achievement of this target is set at a maximum of 46.6 $MtCO_2$ by December 31, 2023.

(3) For the 2021 plan, the achievement of this target will be assessed as at December 31, 2023 on the basis of the objective of doubling the number of women on the various Group's management committees (relating to the 300 most important Group management positions) from 16% of women as at January 1, 2020 to 32% of women as at December 31, 2030. Accordingly, based on a linear annual progression, the rate of achievement of this target is set at a minimum of 22% of women in the Group's management committees (relating to the 300 most important Group management positions) by December 31, 2023, on a like-for-like basis, which constitutes an acceleration of the intermediate objective for 2024 set at 20% by Valeo's Board of Directors in 2020 (as described in sub-section 3.2.1 "Composition of the Board of Directors", paragraph "Diversity policy within the governing bodies" of the 2020 Universal Registration Document).

In addition, a presence condition must be met at the time of the allotment. Thus, the performance shares allotted to the Deputy Chief Executive Officer will vest only if his term of office has not expired on the vesting date. Entitlement to the performance shares will be lost in the event of (i) dismissal due to gross negligence or willful misconduct or (ii) dismissal for reasons attributable to the Deputy Chief Executive Officer's performance, before the expiry of the vesting period. Except for these two cases, the Board of Directors will determine whether or not the Deputy Chief Executive Officer will retain his entitlement to the performance shares before the expiry of the vesting period, based on an in-depth analysis of the reasons for and circumstances surrounding his departure, it being specified that, in these cases, the benefit of performance shares allotted to the Deputy Chief Executive Officer before the expiry of the vesting period will be maintained on a *prorata temporis* basis of his presence as an executive corporate officer of Valeo. In any event, the shares will only vest if the performance criteria are achieved. By way of exception to the foregoing, in the event of termination of his corporate office in connection with the liquidation of mandatory and supplementary pension plans, death or disability, entitlement to performance shares will be maintained and the performance criteria will apply to retirement but not to death or disability.

Each time that it decides to allot performance shares, the Board of Directors ensures that performance share allotments, valued under IFRS, do not represent a disproportionate percentage of all compensation and performance shares allotted, that they have a limited impact in terms of dilution and that the allotments are made at the same times of the year. In accordance with applicable laws and Company practices, the Group's executive managers and employees are also entitled to performance shares.

The maximum amount of performance shares allotted to the Deputy Chief Executive Officer, valued under IFRS, must not exceed 200% of his annual fixed compensation (i.e., 91% of the maximum annual combined fixed and variable compensation), which corresponds to the same level as that of Chief Operating Officer and Associate Chief Executive Officer (*Directeur Général Adjoint*). The cap of 200% of annual fixed compensation is a maximum amount and the Board of Directors reserves the right to award a lower percentage depending on Valeo's performance[(1)].

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, the Deputy Chief Executive Officer is not permitted to use hedging transactions to reduce his risk. He has made a formal commitment in this respect as required by the AFEP-MEDEF Code. At the end of the holding period set by the Board of Directors, the Deputy Chief Executive Officer must also hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation corresponds to 50% of the vested performance shares.

Supplementary pension

As an employee of the Group, Christophe Périllat benefited from the so-called "Article 39" defined benefit pension plan, which no longer allows for the acquisition of new rights as from January 1, 2020 (the **"Closed Plan"**). Thus, in accordance with the new legal provisions, a new commitment, was made in favor of Christophe Périllat, as an employee of the Group, which continued during his term of office as Deputy Chief Executive Officer during which his employment contract was suspended. This new plan (the **"New Plan"**), effective as of January 1, 2020, in accordance with Article L.137-11-2 of the French Social Security Code, includes the same ceilings as the Closed Plan.

Its main characteristics are the following:

- supplementary pension entitlements are equal to 1% of the reference salary per vesting year;
- the vesting of supplementary pension entitlements is subject to a performance condition, which is deemed to have been met if the variable portion of Christophe Périllat's compensation, paid in year Y+1 in respect of year Y, reaches 70% of his fixed compensation due in respect of year Y. In the event that the variable portion does not reach 70% of the fixed compensation, the rights granted will be calculated on a pro rata basis down to zero;
- the reference salary is the base salary and the variable compensation received in each year of vesting;
- the cap due to the nature of the plan: a cap of 20% of the final reference salary as defined in the Closed Plan (cap which applies to the sum of the rights acquired under the Closed Plan and under the New Plan);
- the cap on the base for determining entitlements: all plans combined are capped at 55% of the final reference salary.

Under the New Plan, the rights of the beneficiary will vest without condition of presence in the Company at the end of his career.

The rights under the Closed Plan crystallized at December 31, 2019 and remain conditional on the presence of the beneficiary within Valeo at the time of his retirement.

Employment contract

Christophe Périllat's employment contract was suspended as from his appointment as Deputy Chief Executive Officer until the end of his term of office as Deputy Chief Executive Officer and until his appointment as Chief Executive Officer, at which date his employment contract was terminated.

Benefits in kind

The Deputy Chief Executive Officer is also entitled to benefits in kind set by the Board of Directors. He is therefore entitled to coverage under the unemployment insurance fund for company managers, the collective and mandatory health, death and disability plan and life insurance covering death, disability or the consequences of any accidents that may occur during business travel. Valeo also provides him with a company car and a driver.

(1) Therefore, at its meeting on May 26, 2021, and after consulting the Compensation Committee, the Board of Directors decided to allot 57,871 performance shares to the Deputy Chief Executive Officer for 2021. Furthermore, as Valeo's share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company's shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy. Based on the share price on the allotment date (average share price for the preceding 20 trading days), this corresponds to 57,871 shares valued under IFRS at 1,304,991 euros.

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

The Deputy Chief Executive Officer will not be entitled to multi annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits or non-compete compensation.

The Deputy Chief Executive Officer was eligible for termination benefits and non-compete compensation under his employment contract, which was suspended during his term of office as Deputy Chief Executive Officer and was terminated when he was appointed Chief Executive Officer. These termination benefits and non-compete compensation remained unchanged from those for which he was eligible in his capacity as Chief Operating Officer and subsequently Associate Chief Executive Officer.

Christophe Périllat's employment contract provided, under certain conditions, for (i) a non-compete clause for a period of 12 months in exchange for the payment of monthly compensation equal to five tenths of the average monthly compensation (fixed, variable and other benefits) from which Christophe Périllat has benefited during the 12 months preceding his departure and (ii) payment of termination compensation corresponding to 18 months' fixed salary in force at the time of departure in the event of dismissal (except in the case of gross negligence, willful misconduct or *force majeure*), these benefits not being cumulative with standard termination compensation, with only the higher of the two being due.

As from his appointment, the Deputy Chief Executive Officer will not receive compensation in his capacity as director. He will not be entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

No stock purchase or subscription options or other long-term compensation component other than performance shares were allotted to the Deputy Chief Executive Officer (in this capacity) in the 2021 financial year.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the Deputy Chief Executive Officer's variable compensation for 2021 (as from his appointment as Deputy Chief Executive Officer) will only be paid once the fixed, variable and exceptional components comprising the total compensation and benefits paid or awarded to him in respect of the 2021 financial year have been approved by the shareholders at an Ordinary Shareholders' Meeting (*ex post* vote).

In accordance with Article L.22-10-8, III of the French Commercial Code, having consulted the Compensation Committee and, where appropriate, the other Specialized Committees, the Board of Directors will, in exceptional circumstances, temporarily have the discretionary power to adjust the provisions relating to the quantifiable variable components of the 2021 Compensation Policy for the Deputy Chief Executive Officer, in particular where the changes made are in line with the corporate interest and necessary to guarantee Valeo's long-term future or viability. Events that may lead to the use of this option include events outside Valeo's control that could not have been reasonably foreseen or quantified when the compensation policy was drawn up, such as the impact of the Covid-19 epidemic and its potential consequences on the Group for the financial year ending December 31, 2021, including the resulting components and raw materials crisis, which massively impacts the whole automotive industry, leading notably to a loss of production that could not be assessed at the date of the 2020 Universal Registration Document.

Compensation policy for Jacques Aschenbroich for the financial year ending December 31, 2022, in his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022

This section sets out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of Jacques Aschenbroich's total compensation and benefits package for the year ending December 31, 2022 (the **"2022 Compensation Policy for Jacques Aschenbroich"**), comprised of (i) the compensation policy for Jacques Aschenbroich in his capacity as Chairman and Chief Executive Officer for the period from January 1 through January 26, 2022 (the **"2022 Compensation Policy for the Chairman and Chief Executive Officer"**), and then (ii) the compensation policy applicable in his capacity as Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 (the **"2022 Compensation Policy for the Chairman of the Board of Directors"**). It forms part of the report prepared in accordance with Article L.225-37 of the French Commercial Code and contains the information required pursuant to Article L.22-10-8 of said Code.

As a reminder, in accordance with the succession plan unanimously approved by the Board of Directors on October 27, 2020 and disclosed in a press release on the same date, it was decided that when the roles of Chairman and Chief Executive Officer were separated on January 26, 2022, Jacques Aschenbroich would continue to serve as Chairman of the Board of Directors until the end of his term of office as a director, i.e., until May 2023[(1)]. Jacques Aschenbroich has been vested with specific missions aimed at ensuring a smooth transition with Christophe Périllat who succeeded him as the Company's Chief Executive Officer on January 26, 2022 (see section 3.2.1 "Composition of the Board of Directors", "Succession plan", pages 120 to 121).

(1) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

Jacques Aschenbroich does not have an employment contract with the Valeo Group.

At its meeting on March 24, 2021, on the recommendation of the Compensation Committee, the Board of Directors set the compensation policy of the Chairman of the Board of Directors, in anticipation of the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer planned for January 2022. This policy, which is described below, was presented at the May 26, 2021 Shareholders' Meeting, in anticipation of the separation of the roles of Chairman and Chief Executive Officer, and was approved at a rate of 98.87%. In accordance with Article L.22-10-8 of the French Commercial Code, at its meeting on February 24, 2022, based on the recommendation of the Compensation Committee, the Board of Directors set the same compensation policy for the Chairman of the Board of Directors for 2022, unchanged from the policy approved in 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer(1), and which will be submitted for shareholder approval once again at the Shareholders' Meeting of May 24, 2022.

Fixed compensation

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

The Chairman and Chief Executive Officer's (gross) annual fixed compensation was set at 1,100,000 euros since May 23, 2019.

This compensation remained unchanged until Jacques Aschenbroich ceased to serve as Chairman and Chief Executive Officer when these roles were separated on January 26, 2022.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The Chairman of the Board of Directors is entitled to an annual fixed compensation, excluding any other compensation element, in accordance with the recommendations of the AFEP-MEDEF Code.

The Board of Directors' meeting held on March 24, 2021, decided, on the recommendation of the Compensation Committee, to set Jacques Aschenbroich's annual fixed compensation for his role as Chairman of the Board of Directors following the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer taking into consideration the following elements:

- Jacques Aschenbroich's experience, skills and career within Valeo;
- the range and scope of the specific missions that would be assigned to him as Chairman of the Board of Directors during the managerial transition period(2);
- the benchmark study of an external advisor (Willis Towers Watson) on the compensation of Chairmen of a Board of Directors who have specific missions and who previously held executive positions in the same company(3);
- the compensation awarded to Jacques Aschenbroich as Chairman of the Board of Directors is (i) temporary (until the end of his term of office as a director in May 2023(4)), (ii) expressly indexed to Jacques Aschenbroich's role during the transition period and does not constitute a reference point for persons holding the role of Chairman of the Board of Directors in the future, and (iii) related to the exceptional circumstances necessary for implementing the succession plan within Valeo, during this particularly complex period due to the Covid-19 and semiconductor crises, as well as to Jacques Aschenbroich's key role in ensuring that implementation;
- his contribution to a successful managerial transition.

On this basis, the Board of Directors held on March 24, 2021, on the recommendation of the Compensation Committee, set Jacques Aschenbroich's (gross) annual fixed compensation following the separation of the roles of Chairman of the Board of Directors and of Chief Executive Officer until the end of his term of office which will terminate in May 2023(4) at 800,000 euros. This compensation was approved at a rate of 98.87% at the Shareholders' Meeting of May 26, 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer.

Variable compensation

Jacques Aschenbroich will not receive any variable compensation either in his capacity as Chairman and Chief Executive Officer or in his capacity as Chairman of the Board of Directors.

Long-term compensation policy – Allotment of performance shares

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

In view of the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022, no long-term compensation will be awarded to the Chairman and Chief Executive Officer for 2022.

(1) Apart from a clarification added concerning the benefits in kind for which the Chairman of the Board of Directors is eligible (collective and mandatory health, death and disability insurance) – see "Benefits in kind" below.

(2) The specific missions entrusted to Jacques Aschenbroich as Chairman of the Board of Directors are carried out at the request of the Chief Executive Officer and are without prejudice to (i) the executive functions of the Chief Executive Officer, who will have sole responsibility for Valeo's management and operations and (ii) the powers of the Board of Directors: (i) contribution to General Management: consultation of the Chairman of the Board of Directors by the Chief Executive Officer (at his request), support and advice to the Chief Executive Officer on various subjects relating to Valeo (governance, strategy, significant transactions and projects); (ii) relations with public authorities, institutions and business partners: representing Valeo (at the Chief Executive Officer's request) on a national and international scale with respect to public authorities, institutions and business partners (in particular, Chinese and other Asian customers), assisting the Chief Executive Officer (at his request) in the context of Valeo's relationship with its historical and strategic partners; (iii) relationship with shareholders: monitoring, in coordination with the Chief Executive Officer, the quality of relations and dialogue with Valeo's shareholders; (iv) corporate social responsibility: promoting Valeo's values, image and culture. Joint participation with the Chief Executive Officer, in actions carried out by Valeo, in particular in the field of corporate social responsibility, ethics and compliance.

(3) This panel is available on the Company's website (www.valeo.com), under "Corporate Governance".

(4) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

No performance shares will be allotted to Jacques Aschenbroich for his role as Chairman of the Board of Directors.

At the end of the holding period set out by the Board of Directors, the Chairman of the Board of Directors will also have to hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation will correspond to 50% of the vested performance shares[1].

Pension plan

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

The Chairman and Chief Executive Officer benefited from a defined benefit pension plan which took effect on January 1, 2010 and no longer welcomes new members since July 1, 2017. There is a cap both on the amount of this pension plan (entitlement pursuant to the plan's conditions corresponding to 1% of the reference salary per year of service, capped at 20%) and on the basis for determining entitlements (additional pension benefits, all plans combined, are capped at 55% of the reference salary).

In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called "Article 39" defined benefit pension plan no longer allows for the acquisition of new rights as from January 1, 2020 (the **"Closed Plan"**). Thus, in accordance with the new legal provisions, a new commitment was made in favor of Jacques Aschenbroich. This new plan, effective as of January 1, 2020, in accordance with Article L.137-11-2 of the French Social Security Code, includes the same ceilings and performance conditions as the Closed Plan, as described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see Chapter 3, section 3.3.1 "2021 Compensation Policy for the Chairman and Chief Executive Officer" of the 2020 Universal Registration Document, page 164).

As the Chairman and Chief Executive Officer only served in that capacity for a very short period in 2022, at its meeting on February 24, 2022 the Board of Directors decided that he would not be eligible for supplementary pension benefits for 2022.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The Chairman of the Board of Directors will not benefit from any additional rights under the Company's supplementary pension plan.

Benefits in kind

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

The principles and criteria for this compensation component included in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Benefits in kind" of this section, page 166), remain unchanged.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

In his capacity as Chairman of the Board of Directors, Jacques Aschenbroich is entitled to coverage under the collective and mandatory health, death and disability insurance plan, and is provided with a company car and a driver.

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

In his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors, Jacques Aschenbroich will not receive any multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits or non-compete compensation.

In addition, he will not receive any compensation in his capacity as a director. Jacques Aschenbroich will not be entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

No stock purchase or subscription options or other long-term compensation components will be allotted to him.

If a new Chairman of the Board of Directors is appointed, then in accordance with applicable laws and regulations, the compensation package for the new Chairman will be consistent with the present 2022 Compensation Policy for the Chairman of the Board of Directors, and the Board of Directors, acting on the recommendation of the Compensation Committee, will adjust the compensation components to account for the corporate officer's situation, and in particular his/her experience, skills, and range of past work and assignments, together with prevailing market practice for similar roles.

(1) 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.

Compensation Policy for Christophe Périllat for the financial year ending December 31, 2022, in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022

As a reminder, in accordance with the succession plan unanimously approved by the Board of Directors on October 27, 2020 and disclosed in a press release on the same date, Christophe Périllat succeeded Jacques Aschenbroich as Valeo's Chief Executive Officer on January 26, 2022.

In accordance with the recommendations of the AFEP-MEDEF Code, when Christophe Périllat became Chief Executive Officer on January 26, 2022, his employment contract – which had been suspended since his appointment as Deputy Chief Executive Officer on May 26, 2021 – was terminated.

At its meeting on March 24, 2021, based on the recommendation of the Compensation Committee, the Board of Directors set the compensation policy of the Chief Executive Officer for the financial year ending December 31, 2022, in anticipation of the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer. This compensation policy was submitted to the shareholders for approval at the May 26, 2021 Shareholders' Meeting and was approved at a rate of 95.14%. On February 24, 2022, on the recommendation of the Compensation Committee, the Board of Directors added performance criteria applicable to the Chief Executive Officer's variable compensation for 2022, which will be once again submitted for approval at the Shareholders' Meeting to be held on May 24, 2022. Apart from this amendment concerning variable compensation performance criteria, the compensation components presented at the May 26, 2021 Shareholders' Meeting in anticipation (the amount of his annual fixed compensation, the maximum amount of his annual variable compensation set at 120% of his annual fixed compensation, the components of his long-term compensation including its maximum amount representing 200% of his annual fixed compensation, pension benefits, non-compete compensation, termination benefits and benefits in kind) remain unchanged (the **"2022 Compensation Policy for the Chief Executive Officer"**).

In accordance with Article L.22-10-8 of the French Commercial Code, the May 24, 2022 Shareholders' Meeting will be asked to approve the elements of the compensation policy for Christophe Périllat for 2022 (the **"2022 Compensation Policy for Christophe Périllat"**), comprised of (i) the compensation policy applicable to Christophe Périllat in his capacity as Deputy Chief Executive Officer for the period from January 1 through January 26, 2022 (the **"2022 Compensation Policy for the Deputy Chief Executive Officer"**), and (ii) the 2022 Compensation Policy for the Chief Executive Officer.

Fixed compensation

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

At its meeting held on March 24, 2021, on the recommendation of the Compensation Committee, the Board of Directors set the (gross) annual fixed compensation of the Deputy Chief Executive Officer at 725,000 euros which corresponds to the same level as that of Chief Operating Officer and Associate Chief Executive Officer (between October 27, 2020 and May 26, 2021).

This annual fixed compensation provided for in the 2021 Compensation Policy for the Deputy Chief Executive Officer(1) remains unchanged in the 2022 Compensation Policy for the Deputy Chief Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

At its meeting held on March 24, 2021, the Board of Directors, on the recommendation of the Compensation Committee, set the (gross) annual fixed compensation of the Chief Executive Officer at 975,000 euros. This compensation, which was approved at a rate of 95.14% at the Shareholders' Meeting of May 26, 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer, is unchanged in the 2022 Compensation Policy for the Chief Executive Officer.

Variable compensation

The variable portion of the compensation must be in line with the Chief Executive Officer's performance, as well as the Company's strategy and progress. It was therefore determined partly according to strict and ambitious quantifiable criteria based on the Group's financial, non-financial and operational performance, and partly on a qualitative basis. The quantifiable and qualitative objectives to be reached are set according to specific, strict and ambitious predetermined objectives. These criteria are determined each year by the Board of Directors, based on recommendations made by the Compensation Committee.

During its review of the 2022 Compensation Policy for Christophe Périllat, at its meeting on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to set the following quantifiable and qualitative criteria for the 2022 financial year:

- **four quantifiable criteria:** (i) EBITDA, (ii) free cash flow, (iii) net income, and (iv) Group order intake;
- **four qualitative criteria:** (i) strategic vision, (ii) risk management, (iii) corporate social responsibility, and (iv) reduction in CO_2 emissions ("CAP 50" Carbon Neutrality Plan).

In accordance with the recommendations of the AFEP-MEDEF Code, the total amount of the variable portion is expressed as a percentage of the annual fixed compensation, each criterion granting entitlement to a percentage of the annual fixed compensation.

The 2022 compensation policy for the Chief Executive Officer – which was set by the Board of Directors on March 24, 2021 on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer(2) – sets the maximum amount of the Chief Executive Officer's variable compensation at 120% of his annual fixed compensation, which corresponds to the same maximum amount as when he was Chief Operating Officer, Associate Chief Executive Officer and Deputy Chief Executive Officer. This maximum amount remains unchanged in the 2022 Compensation Policy for Christophe Périllat, it being specified that in view of the separation of the roles of Chairman and Chief Executive Officer that took place on January 26, 2022, acting on the recommendation of the Compensation Committee, on February 24, 2022 the Board of Directors decided that the annual fixed compensation for the Chief Executive Officer would be used as the reference compensation for Christophe Périllat's annual variable compensation for the whole financial year of 2022.

(1) Approved at a rate of 96.13% at the Shareholders' Meeting of May 26, 2021 (thirteenth resolution).

(2) Approved at a rate of 95.14% at the Shareholders' Meeting of May 26, 2021 (fourteenth resolution).

3

The maximum amount of annual variable compensation (120% of annual fixed compensation) is contingent on the achievement of ambitious objectives set by the Board of Directors acting on the recommendation of the Compensation Committee.

For each quantifiable criterion, the variable portion will vary within a range of 0% to 100% of the maximum amount of annual fixed compensation obtainable under the relevant criterion.

The following table summarizes in a synthetic way the applicable quantifiable and qualitative criteria, the entitlement relating to each of these criteria as a percentage of the annual fixed compensation, and the maximum variable compensation for 2022.

Quantifiable criteria(1)(2)

Nature of the quantifiable criterion	Maximum amount of the variable portion as a % of the Chief Executive Officer's annual fixed compensation
EBITDA	18%
Free cash flow	18%
Net income	16%
Group order intake	18%
TOTAL QUANTIFIABLE CRITERIA	**70%**

Qualitative criteria

Nature of the qualitative criterion	Maximum amount of the variable portion as a % of the Chief Executive Officer's annual fixed compensation
Strategic vision *This criterion is measured, in particular, against the following elements:* • *quality of strategic and financial communications, particularly the investor meetings of February 10 and 25, 2022, and implementation of the roadmap;* • *quality of the roadmap's effects on the Group's businesses.*	14%
Risk management *This criterion is measured, in particular, against the following elements:* • *compliance: measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);* • *Management of risks related to the Group's operational excellence (management of production facilities, "red launches");* • *management of inflation-related impacts;* • *quality of the supplies crisis management (electronic components and raw materials).*	12%
Corporate social responsibility *CSR is assessed in particular against the following elements:* • *overall assessment of safety performance through the number of lost-time workplace accidents. Particular attention will be paid to France in 2022 with respect to lost-time workplace accidents;* • *progression of the Gender Equity Index in 2022 to an average of 87 for the Group, and improvement for countries with a score below 75.*	12%
CAP 50 plan *Gradual reduction in CO_2 emissions by at least 0.75 Mt per year.*	12%
TOTAL QUALITATIVE CRITERIA	**50%**
TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA	**120%**

(1) *Excluding regulatory and tax impacts and excluding any economic and financial consequences of the war in Ukraine.*
(2) *Including Valeo Siemens eAutomotive (VSeA).*

Long-term compensation policy – Allotment of performance shares

The long-term compensation components provided for in the 2022 Compensation Policy for the Chief Executive Officer, as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer[1], are unchanged in the 2022 Compensation Policy for Christophe Périllat and are set out below.

The aim of allotting performance shares is not only to encourage Christophe Périllat to take a long-term approach to his duties, but also to retain him and align his interests with those of Valeo and its shareholders. Under the performance share plans, performance criteria must be met over a period of three consecutive years. Valeo applies strict and ambitious performance criteria considered as particularly representative of the Company's performance. Indeed, the proposed criteria are aimed at reflecting the Group's strategy, financial, non-financial and operational performance objectives, value creation for Valeo's shareholders measured using the external performance criterion, the Total Shareholder Return (TSR), and performance measurement.

The performance shares depend on performance, measured against the following criteria, identical to those applicable to the 2021 Chairman and Chief Executive Officer and to the 2021 Deputy Chief Executive Officer long-term compensation:

i. two internal performance criteria, namely the EBITDA level as well as the return on capital employed rate (ROCE). The internal performance criteria represent no more than 60% of the allocated shares (30% for each criterion);

ii. an external performance criterion, Valeo's TSR, which will be measured against the CAC 40 index (10%) and against the European Automotive Panel (10%). Thus, the external performance criterion represents no more than 20% of the allocated shares;

iii. two corporate social responsibility (CSR)-related criteria: an environmental criterion relating to the level of CO_2 emissions and a gender diversity criterion based on the number of women in the Group's management committees (relating to the 300 most important Group management positions). The CSR criteria represent no more than 20% of the allocated shares (10% for each criterion).

The maximum amount of performance shares allotted to the Chief Executive Officer, valued under IFRS, must not exceed 200% of his annual fixed compensation (i.e., 91% of the sum of his maximum annual fixed and variable compensation based on his compensation as Chief Executive Officer for a full year), which corresponds to the same amount as the amount applicable when he was Chief Operating Officer, Associate Chief Executive Officer and Deputy Chief Executive Officer. This cap of 200% of annual fixed compensation corresponds to a maximum amount, and the Board of Directors reserves the right to award a lower percentage depending on Valeo's performance.

(1) Approved at a rate of 95.14% at the Shareholders' Meeting of May 26, 2021 (fourteenth resolution)

The table below summarizes in a synthetic way the criteria and methods used to assess the performance shares as part of the 2022 Compensation Policy for Christophe Périllat:

Criterion	Weight/Assessment
Internal performance criterion: ROCE rate[1] **(30%)** **Internal performance criterion: EBITDA level**[1] **(30%)**	Performance measured by two criteria (ROCE rate and EBITDA level) for each of the three financial years (Y, Y+1, and Y+2) of the vesting period. The relevant criterion will be satisfied if, for each financial year covered under the grant, the rate effectively achieved for such criterion is greater than or equal to the target rate established by the Board of Directors, it being understood that (i) the target rate cannot be lower than the guidance for the financial year of reference, (ii) the selected criterion cannot be changed by the Board of Directors at a later date and (iii) the target rates cannot be changed by the Board of Directors at a later date, except by a duly justified decision in the context of exceptional circumstances beyond the beneficiaries' control. • If, for each financial year covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those three financial years: 100%. • If, for only two of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those two financial years: 50%. • If, for only one of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for that financial year: 20%. • If the target rate for the corresponding criterion is not satisfied for any of the financial years covered by the scheme: 0%.
External performance criterion: TSR (20%)	TSR recorded over a period of three years from January1 of the allotment year to December31 of the year prior to delivery. • If Valeo's TSR recorded over the reference period is greater than the CAC 40 index's TSR recorded over the reference period: 100% (0% if equal or lower). • If Valeo's TSR recorded over the reference period is greater than the median of the TSRs of the companies in the European Automotive Panel over the reference period: 100% (0% if equal or lower).
Corporate social responsibility: CO_2 emissions[2] **(10%)** **Corporate social responsibility: the number of women within the Group's management committees (relating to the 300 most important Group management positions)**[3] **(10%)**	CSR criterion recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery and published at the time of the free shares allotment: • If the level of CO_2 emissions recorded over the reference period is lower than or equal to the target rate established for the reference period: 100% (0% if greater). • If the number of women within the Group's management committees (relating to the 300 most important Group management positions) recorded over the reference period is greater than or equal to the target rate established for the reference period: 100% (0% if lower).

(1) For 2022, the guidance is 8.60% for the ROCE rate (including Valeo Siemens eAutomotive (VSeA) over 12 months) and 11.80% for the EBITDA (based on the integration of VSeA after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in VSeA), it being specified that this guidance does not take into account the unfavourable economic and financial consequences likely to result from the war in Ukraine.

(2) For the 2022 plan, the achievement of this target (excluding VSeA) will be assessed as at December 31, 2024, on the basis of the carbon neutrality objective by 2050 and, by December 31, 2030, a plan to reduce emissions related to its operating activities (Scopes 1 and 2) by 75% and emissions related to its supply chain and to the end use of its products (Scope 3) by 15% compared to January 1, 2020, as presented in Chapter 4, section 4.1.3 "Valeo's Carbon Neutrality Plan for 2050" of the 2020 Universal Registration Document. This 2030 objective (excluding VSeA) implies an annual reduction of -0.75 $MtCO_2$ from 49.6 $MtCO_2$ at January 1, 2020 to 41.4 $MtCO_2$ at December 31, 2030. Accordingly, based on the linear annual progression until 2030, the rate of achievement of this target (excluding VSeA) is set at a maximum of 45.85 $MtCO_2$ by December 31, 2024.

(3) For the 2022 plan, the achievement of this target will be assessed as at December 31, 2024 on the basis of the objective of doubling the number of women on the various Group's management committees (relating to the 300 most important Group management positions) from 16% of women as at January 1, 2020 to 32% of women as at December 31, 2030. Accordingly, based on a linear annual progression, the rate of achievement of this target is set at a minimum of 23% of women in the Group's management committees (relating to the 300 most important Group management positions) by December 31, 2024, on a like-for-like basis, which constitutes an acceleration of the intermediate objective for 2024 set at 20% by Valeo's Board of Directors in 2020 (as described in sub-section 3.2.1 "Composition of the Board of Directors", paragraph "Diversity policy within the governing bodies" of the 2021 Universal Registration Document).

In addition, a presence condition must be met at the time of the allotment. Thus, the performance shares allotted to the Chief Executive Officer will vest only if his term of office has not expired on the vesting date. Entitlement to the performance shares will be lost in the event of (i) dismissal due to gross negligence or willful misconduct or (ii) dismissal for reasons attributable to the Chief Executive Officer's performance, before the expiry of the vesting period.

Except for these two cases, the Board of Directors will determine whether or not the Chief Executive Officer will retain his entitlement to the performance shares before the expiry of the vesting period based on an in-depth analysis of the reasons for and circumstances surrounding his departure, it being specified that, in these cases, the benefit of performance shares allotted to the Chief Executive Officer before the expiry of the vesting period will be maintained on a pro rata temporis basis of his presence as an executive corporate officer of Valeo. In any event, the shares will only vest if the performance criteria are achieved. By way of exception to the foregoing, in the event of termination of his corporate office in connection with the liquidation of any mandatory and supplementary pension plans, death or disability, entitlement to performance shares will be maintained and the performance criteria will apply to retirement but not to death or disability.

Each time that it decides to allot performance shares, the Board of Directors ensures that performance share allotments, valued under IFRS, do not represent a disproportionate percentage of all compensation and performance shares allotted, that they have a limited impact in terms of dilution and that the allotments are made at the same times of the year. In accordance with applicable laws and Company practices, the Group's executive managers and employees will also be entitled to performance shares.

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, the Chief Executive Officer is not permitted to use hedging transactions to reduce his risk. He has made a formal commitment in this respect as required by the AFEP-MEDEF Code. At the end of the holding period set by the Board of Directors, the Chief Executive Officer must also hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation will correspond to 50% of the vested performance shares.

Supplementary pension

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

As an employee of the Group, Christophe Périllat benefited from the so-called "Article 39" defined benefit pension plan, which no longer allows for the acquisition of new rights as from January 1, 2020. Thus, in accordance with the new legal provisions, a new commitment, effective as of January 1, 2020, in accordance with Article L.137-11-2 of the French Social Security Code, was made in favor of Christophe Périllat, as an employee of the Group (the **"New Plan"**), which continued during his term of office as Deputy Chief Executive Officer during which his employment contract was suspended.

The principles and criteria applicable to the supplementary pension plan are set out in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see the paragraph "Defined benefit pension plan", page 191) and remain unchanged in the 2022 Compensation Policy for the Deputy Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

When Christophe Périllat was appointed as Chief Executive Officer his employment contract was terminated. The termination of his employment contract entailed the loss of the benefit of any defined benefit supplementary pension plans to which he would have been entitled if he had remained a Valeo employee until his retirement, except for his rights acquired under the New Plan from January 1, 2020 up until his employment contract was terminated (i.e., when he was appointed Chief Executive Officer).

Therefore, the 2022 Compensation Policy for the Chief Executive Officer – which was set in anticipation of the separation of the roles of Chairman and Chief Executive Officer by the Board of Directors on March 24, 2021 based on the recommendation of the Compensation Committee and was approved at a rate of 95.14% at the Shareholders' Meeting of May 26, 2021 – provides that as from Christophe Périllat's appointment as Chief Executive Officer on January 26, 2022 under the succession plan for Jacques Aschenbroich, the Chief Executive Officer is entitled to opt in to a defined contribution plan, to replace the accrual of rights under the defined benefit plans. This compensation component therefore remains unchanged in the 2022 Compensation Policy for the Chief Executive Officer, as described below.

This plan is governed by Article 82 of the French General Tax Code and allows to build up a capital sum to which he is entitled at retirement. Thus, Valeo no longer guarantees a certain level of pension but pays an annual contribution.

Under this new mechanism, the amount paid by the Company is split between a payment to the insurance company on an individual account in Christophe Périllat's name and a payment to Christophe Périllat to take into account the social costs and taxes due on the payments made to the insurance company.

The annual gross amount of the payments made by the Company to the insurance company totals 10% of the annual fixed and variable compensation received in each year of vesting, subject to the achievement of the performance condition described hereunder.

Given the loss of the defined benefit pension plan and the accrued rights at the end of 2019, a gross annual amount will also be paid to the insurance company amounting to:

- 10% for the 2022 and 2023 financial years;
- 12.5% for the 2024 and 2025 financial years;
- 15% for the 2026 and 2027 financial years;
- 20% for the 2028 to 2030 financial years (or following financial years).

These rates will apply to the annual fixed and variable compensation received in each year of vesting, subject to the achievement of a performance condition.

3

Thus, the gross annual amount paid to the insurance company is subject to a performance condition considered to be achieved if the variable portion of the beneficiary's compensation, paid in year Y+1 in respect of year Y, reaches 70% of his fixed compensation due in respect of year Y. In the event that the variable portion does not reach 70% of the fixed compensation, the gross annual amount paid will be calculated on a pro rata basis down to zero.

This new scheme was chosen between several alternatives and represents a lower total cost for the Company than the previous plans by approximately 36%, while retaining a retention effect similar to these previous pensions plans insofar as Christophe Périllat will have to remain with Valeo until the age of 65 to benefit from a supplementary pension of equivalent value to that which he had at the time his employment contract was terminated. For example, if he were to retire at 62 (age at which Christophe Périllat will be entitled to claim his legal, and therefore supplementary, pension entitlements) under this new scheme, he would receive a lower pension than under the old plan, with a discount of more than 40%.

Employment contract

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, Christophe Périllat's employment contract was suspended when he was appointed as Deputy Chief Executive Officer. This suspension was maintained in the 2022 Compensation Policy for the Deputy Chief Executive Officer until Christophe Périllat was appointed as Chief Executive Officer on January 26, 2022, when his employment contract was terminated.

Benefits in kind

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

The principles and criteria relating to this compensation component provided for in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see paragraph "Benefits in kind" of this section, page 171), remain unchanged in the 2022 Compensation Policy for the Deputy Chief Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The principles and criteria relating to this compensation component provided for in the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders' Meeting of May 26, 2021 – remain unchanged in the 2022 Compensation Policy for the Chief Executive Officer.

The Chief Executive Officer is therefore entitled to coverage under the unemployment insurance fund for company managers, the collective and mandatory health, death and disability plan and life insurance covering death, disability or the consequences of any accidents that may occur during business travel. Valeo also provides him with a company car and a driver.

Non-compete compensation and termination benefits

The principles and criteria relating to these compensation components provided for in the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders' Meeting of May 26, 2021 – remain unchanged in the 2022 Compensation Policy for the Chief Executive Officer and are set out below.

Non-compete compensation

In order to protect the Company's interests, a non-compete clause binding the Chief Executive Officer was put in place by the Board of Directors.

If the Company triggers the non-compete clause, the executive corporate officer would be prohibited from working in any way for an automotive supplier or, more generally, for any of Valeo's competitors. The clause would apply for 12 months after the end of his term of office as Chief Executive Officer of Valeo, regardless of the reason for termination.

In consideration, the executive corporate officer would receive non-compete compensation equal to 12 months of compensation (calculated by taking the average compensation (fixed and variable) paid as Chief Executive Officer and, as the case may be, as an employee for the 36 months preceding the month of departure). If the clause were to be implemented by the Company, the consideration would be paid in equal monthly installments over the entire period to which the non-compete clause would apply.

If the Company triggers the non-compete clause, the amount owed would be taken into account to determine his termination benefits, as described below. As a result, the maximum amounts likely to be paid to the Chief Executive Officer in the form of a non-compete compensation and/or termination benefits would be equal to twice the annual compensation (fixed and variable), in accordance with the recommendations of the AFEP-MEDEF Code.

In any event, in accordance with the recommendations of the AFEP-MEDEF Code, no non-compete compensation shall be paid beyond the age of 65 or if the Chief Executive Officer claims his retirement benefits. The Board of Directors will have to decide whether or not the non-compete agreement will be applied at the time the Chief Executive Officer leaves.

The Company reserves the right not to implement this agreement and to waive the non-compete clause, in which case no compensation would be owed.

Termination benefits

In the event of early termination of his duties following a change in control or strategy, the Chief Executive Officer shall be entitled, at the initiative of the Company and with the approval of the Board of Directors, except on the grounds of willful misconduct in the performance of his duties, to termination benefits paid by the Company for a maximum amount of his total compensation as Chief Executive Officer and, as the case may be, as an employee, during the two years preceding the end of his term of office.

Those termination benefits are submitted to performance criteria applicable to the annual variable compensation, in accordance with the following formula:

Total compensation paid as Chief Executive Officer and, as the case may be, as an employee during the two years preceding the end of his term of office

x

average (in %) of the results achieved for the annual variable compensation as Chief Executive Officer and, as the case may be, as an employee, applicable to the three financial years preceding the departure

Furthermore, the amount effectively paid by the Company would be reduced, as the case may be, so that any other compensation would not have an effect of awarding him with a total compensation higher than the aforementioned amount of two years of compensation, in accordance with the AFEP-MEDEF Code.

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

The principles and criteria relating to this compensation component were provided for in (i) the 2021 Compensation Policy for the Deputy Chief Executive Officer and (ii) the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders' Meeting of May 26, 2021 – and remain unchanged in the 2022 Compensation Policy for Christophe Périllat.

Therefore, in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer, Christophe Périllat will not receive any multi-annual variable compensation, compensation or benefits on appointment, or exceptional compensation.

Christophe Périllat does not receive any compensation in his capacity as a director. He is not entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

In addition, no stock purchase or subscription options or other long-term compensation component other than performance shares will be allotted to him in 2022.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the variable compensation of the Deputy Chief Executive Officer and the Chief Executive Officer for any given year will only be paid once the fixed, variable and exceptional components comprising the total compensation and benefits paid or awarded to the Deputy Chief Executive Officer and the Chief Executive Officer for that year have been approved by the shareholders at an Ordinary Shareholders' Meeting (*ex post* vote).

Lastly, after consulting the Compensation Committee and, if applicable, the other specialized Committees, the Board of Directors will have the discretionary power, in the event of exceptional circumstances and on a temporary basis, to adjust the internal quantifiable objectives relating to the annual variable and long-term compensation components of the 2022 Compensation Policy for Christophe Périllat. The events that could give rise to the use of this possibility are in particular any event beyond Valeo's control that cannot be reasonably foreseen or quantified at the time of the determination of the compensation elements and that has an impact on the automotive industry during the 2022 financial year, such as the Covid-19 epidemic, the components crisis and the increase in the price of raw materials and energy, as well as geopolitical tensions (e.g. conflict between Russia and Ukraine) and their consequences.

Compensation policy for directors for the year ending December 31, 2022

Non-executive corporate officers receive compensation (previously known as attendance fees) for their presence at Board of Directors' and committee meetings.

In accordance with the French Commercial Code, the articles of association, the Board's Internal Procedures and the internal procedures of the Compensation Committee, the Board of Directors has authority to decide how this compensation should be allocated. The Compensation Committee makes recommendations to the Board of Directors on the rules for allocating directors' compensation and the individual amounts to be paid to each director, taking into account the actual number of Board and committee meetings attended. The variable portion linked to attendance must, other than in exceptional circumstances, have a heavier weighting than the fixed portion (see the exception in 2021, for which an explanation is provided in the table concerning the application of the AFEP-MEDEF Code in section 3.2.4 of this chapter, page 153).

When determining the rules for allocating directors' compensation, the Board of Directors considers the corporate interest and the Company's long-term future by taking into account market practices and encouraging director attendance at meetings. The heavier weighting of the variable portion of directors' compensation, which is based on attendance at meetings, therefore contributes to the objectives of the compensation policy.

In accordance with the requirements of Article L.22-10-8 of the French Commercial Code, this compensation policy will be submitted for approval at the Shareholders' Meeting of May 24, 2022.

Following the Shareholders' Meeting of May 26, 2016 (eleventh resolution), the budget for directors' compensation was set at 1,100,000 euros for 2016 and subsequent years until a new decision of the Shareholders' Meeting, compared to 700,000 euros for 2014 and 2015 as approved at the Shareholders' Meeting of May 21, 2014. In 2018, January 2019 and October 2021, the Compensation Committee carried out a comparative study on the basis used for allocating directors' compensation in CAC 40, Next 80 and SBF 120 companies. This study confirmed that the amounts budgeted for the remuneration of Valeo's directors was appropriate (although slightly below the average of the study sample), and the Board of Directors, acting on the recommendation of the Compensation Committee, decided not to ask the shareholders to increase this amount.

The basis for allocating directors' compensation is as follows(1):

- each director receives:
  - fixed portion: 25,000 euros/year,
  - variable portion: 3,000 euros/meeting attended;
- each director who is a member (but not Chair(man)) of a Board committee also receives:
  - fixed portion: 0 euro/year,
  - variable portion: 3,000 euros/meeting attended;
- the director who is also Chair(man) of the Audit & Risks Committee also receives:
  - fixed portion: 15,000 euros/year,
  - variable portion: 3,000 euros/meeting attended;
- each director who is also Chair(man) of a Board committee (other than the Audit & Risks Committee) also receives:
  - fixed portion: 12,000 euros/year,
  - variable portion: 3,000 euros/meeting attended.

These payments are not capped, but if the budget is exceeded in any one year, the following formula is applied:

$$\frac{\text{Compensation allotted to an individual director}}{\text{Total compensation allotted to all directors}} \text{ x 1,100,000 euros}$$

Compensation is paid every six months, according to the following rules:

- payment of the fixed portion (where applicable, pro rata to the period of the year during which the director held office, as described below);
- payment of the variable portion based on the number of meetings that the director actually attended during the relevant period.

For directors joining or leaving the Board during 2022, the fixed compensation will be calculated pro rata to the length of time the director holds office during the year. The variable portion is based on the number of Board and committee meetings attended during the period.

On February 12, 2009, acting on the recommendation of the Appointments, Compensation & Governance Committee, the Board of Directors decided that no directors' compensation would be paid to corporate officers in respect of any offices held in the Group (other than those within Valeo). The Chairman and the Chief Executive Officer do not receive any compensation for any offices held in the Group (including in their capacity as directors of the Company). This principle was expressly included in the 2021 Compensation Policy for the Chairman and Chief Executive Officer and is now included in the 2022 Compensation Policy for Jacques Aschenbroich and the 2022 Compensation Policy for Christophe Périllat.

The compensation of the Lead Director is equal to the fixed portion and variable portion that they receive in their capacity as a director for a given year, in accordance with the Board of Directors' decision of October 21, 2015. For 2022 this compensation will be calculated pro rata to the period of time that the director concerned served as Lead Director during the year.

In addition, in view of the importance of CSR matters for Valeo, and therefore the key role played by the Board member in charge of CSR issues, on October 28, 2021, based on the recommendation of the Compensation Committee, the Board of Directors decided to amend the allocation rules for directors' compensation in 2022 by providing for annual fixed compensation of 6,000 euros per year to be allocated to the director in charge of CSR issues.

Apart from Jacques Aschenbroich and Christophe Périllat, no Board member was (i) paid any other compensation or benefits during the year other than directors' compensation, or (ii) allocated any stock subscription or purchase options or performance shares. Apart from Jacques Aschenbroich and Christophe Périllat, no director holds any stock subscription or purchase options, free shares or performance shares. However, the directors representing employees are Group employees with an employment contract and thus receive a salary. Alongside the Group's other employees, they may also be entitled to allotments of free shares.

(1) As an exception to these rules, since the Appointments, Compensation & Governance Committee was split into two separate committees on January 26, 2017 (the Governance, Appointments & Corporate Social Responsibility Committee and the Compensation Committee), the members of these two committees do not receive additional compensation due to the fact that they sit on two committees (instead of just one prior to the split) (see section 3.2.2 of this chapter, pages 140 to 151).

3.3.2 Compensation of corporate officers in respect of the year ended December 31, 2021

Compensation of Jacques Aschenbroich, Chairman and Chief Executive Officer, for the year ended December 31, 2021

The compensation paid or awarded by Valeo to Jacques Aschenbroich, Chairman and Chief Executive Officer, in respect of the year ended December 31, 2021, is presented below. An overview of certain components of compensation in prior years is also provided. It is recalled that Jacques Aschenbroich does not have an employment contract with the Valeo Group.

Compensation in respect of the year ended December 31, 2021

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting must approve the fixed, variable and exceptional components comprising the total compensation and benefits package paid during or awarded to the Chairman and Chief Executive Officer in respect of 2021 under the 2021 Compensation Policy for the Chairman and Chief Executive Officer. Payment of his variable compensation for 2021 is subject to approval by the Shareholders' Meeting of May 24, 2022 of the components described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer, which are described below.

The compensation paid during or awarded in respect of 2021, as described below, is in line with the 2021 Compensation Policy for the Chairman and Chief Executive Officer approved at a rate of 96.51% by the Shareholders' Meeting of May 26, 2021 (twelfth resolution). This policy includes conditions designed to encourage the Company's long-term development and performance.

Fixed compensation

In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see "Fixed compensation" of this section, page 161), Jacques Aschenbroich received gross fixed compensation of 1,100,000 euros from Valeo in 2021. This represents 44% of the total compensation (fixed and variable) awarded to Jacques Aschenbroich in respect of 2021.

The amount of the Chairman and Chief Executive Officer's annual fixed compensation – which had remained unchanged since May 23, 2019 – has not been amended until the end of Jacques Aschenbroich's term of office as Chairman and Chief Executive Officer.

Variable compensation

At its meeting on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, assessed the degree of achievement of the quantifiable and qualitative criteria for Jacques Aschenbroich's annual variable compensation for 2021 and set the amount in accordance with the method described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Variable compensation" of this section, pages 161 to 162).

The 2021 Compensation Policy for the Chairman and Chief Executive Officer was set by the Board of Directors at its meeting on March 24, 2021, acting on the recommendation of the Compensation Committee[(1)].

Qualitative criteria

In order to assess the achievement of each of the qualitative criteria set for 2021, which are described in the table below, at its February 24, 2022 meeting, acting on the recommendation of the Compensation Committee, the Board of Directors carried out a detailed analysis of the degree of achievement for each of the criteria. The following elements are particularly representative of the year 2021:

- control of the Covid-19 crisis with, from a health point of view, the continued application of the reinforced protocol and the changes made in 2021 which enabled the Group to continue to protect the health of employees at all of its sites;
- control of the semiconductor and raw materials crisis with, from an operational standpoint, the implementation of an efficient organization dedicated to crisis management, whose effectiveness has been praised by the Group's customers, which has ensured the continuity of their production (no production shutdowns);
- preparation for the acquisition of Siemens' 50% stake in the joint venture Valeo Siemens eAutomotive (VSeA). This acquisition, announced on February 9, 2022, strengthens the Group's leadership position in the high-growth electrification market;
- the Group's non-financial performance, including (i) inclusion in the CAC 40 ESG index of the 40 companies in the CAC Large 60 index with the best environmental, social and governance (ESG) practices (ii) the completion of the first sustainability-linked bond issue by a European automotive supplier, and (iii) the implementation of a dedicated organization for the "CAP 50" project (the Group's carbon neutrality plan integrating its suppliers, its operational activities and the end use of its products (Scopes 1, 2 and 3));
- improving the safety of the Group's employees, with a reduction in category 1 accidents for the fourth consecutive year (15% in 2021);
- strengthening of the compliance policy: in particular, strengthening of the personal data processing management process, strengthening of the Group's anti-corruption and antitrust programs and deployment of a compliance training program targeted in terms of subjects and population.

Based on this analysis, the Board of Directors, on the recommendation of the Compensation Committee, noted that the achievement rate for the qualitative criteria is 51.67% (out of maximum percentage of 55%) of the annual fixed compensation due to Jacques Aschenbroich for the financial year ended December 31, 2021.

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(1) *Approved at a rate of 96.51% by the Shareholders' Meeting of May 26, 2021 pursuant to the vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer.*

Quantifiable criteria

The quantifiable criteria of Jacques Aschenbroich's annual variable compensation have been set by the Board of Directors, acting on the recommendation of the Compensation Committee, based on the Valeo budget for 2021 and the guidance published in February 2021.

After analysis of the results obtained, the Board of Directors, acting on the recommendation of the Compensation Committee, noted a rate of achievement for the quantifiable criteria of 75.26% for the 2021 financial year (based on a maximum percentage of 115%).

Therefore, the rate of achievement of the 2021 qualitative and quantifiable criteria is 126.93% of the annual fixed compensation due to Jacques Aschenbroich in respect of the financial year ended December 31, 2021, i.e. 1,396,230 euros, out of a maximum percentage of 170% of the fixed compensation that the variable compensation may represent for that financial year, i.e., 75% in relation to the maximum allowed by the 2021 Compensation Policy for the Chairman and Chief Executive Officer.

The variable compensation therefore represents 56% of the total amount of (fixed and variable) compensation due to Jacques Aschenbroich in 2021.

The following table summarizes in a synthetic way the applicable quantifiable and qualitative criteria, the level of achievement of each quantifiable criterion, the entitlement relating to each of these criteria in terms of percentage of the annual fixed compensation, and the maximum variable compensation for the financial year ended December 31, 2021. The specific, predetermined and unchanged targets underlying the quantifiable criteria have not been publicly disclosed for confidentiality reasons, in accordance with the recommendation in Article 26.2 of the AFEP-MEDEF Code:

Quantifiable criteria(1)(2)

Nature of the quantifiable criterion	Maximum amount of the variable portion as a % of the annual fixed compensation	Amount of the variable portion obtained as a % of the annual fixed compensation(5)	% achievement versus maximum
EBITDA(3)	30%	30%(6)	100%
Free cash flow	30%	0%(7)	0%
Net income	25%	25%(8)	100%
Group order intake(4)	30%	20.26%(9)	67.53%
TOTAL QUANTIFIABLE CRITERIA	**115%**	**75.26%**	**65.4%**

Qualitative criteria

Nature of the qualitative criterion	Maximum amount of the variable portion as a % of the annual fixed compensation	Amount of the variable portion obtained as a % of the annual fixed compensation
Strategic vision *Strategic vision is assessed against the following elements:* • *strategic and technological operations carried out;* • *development of technological platforms;* • *new evaluation of the presentation at the next strategy seminar of a technology roadmap and its directions on software.*	20%	20%(10)
Risk management *This criterion is assessed, in particular, against the following elements:* • *compliance: new measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);* • *risk management related to the adaptation of the production plant given the new product launches and customer disputes (evolution of the number of "red launches");* • *controlling the aftermath of the Covid-19 crisis during 2021;* • *quality of the supplies crisis management (electronic components and raw materials).*	15%	15%(11)
Corporate social responsibility *CSR is assessed in particular against the following elements:* • *overall assessment of safety performance through the number of lost-time workplace accidents. Particular attention will be paid to France in 2021 with respect to lost-time workplace accidents;* • *implementation of specific action plans following the measurement of employee engagement in the first quarter survey;* • *progression of the Gender Equity Index in 2021 to an average of 85 for the Group with no country below 75.*	20%	16.67%(12)
TOTAL QUALITATIVE CRITERIA	**55%**	**51.67%**
TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA	**170%**	**126.93%**

(1) Excluding regulatory and tax impacts.
(2) According to the 2021 Compensation Policy for the Chairman and Chief Executive Officer, when assessing the degree of achievement of quantifiable objectives, the Board of Directors may be required to take into account the impact of the Covid-19 epidemic and its possible consequences in respect of the financial year 2021 (including the resulting crisis in components and raw materials which has had a massive impact on the entire automotive industry). This option was not used by the Board of Directors.
(3) Including the Top Column Module (TCM) business.
(4) Excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA).
(5) It is understood that, for each quantifiable criterion, the variable portion ranges from 0% to 100% of the maximum amount of annual fixed compensation that may be obtained for this criterion.
(6) 2021 EBITDA margin: 13.4% including the Top Column Module (TCM) business.
(7) Free cash flow generation of 292 million euros.
(8) 2021 net income of 175 million euros.
(9) 2021 Group order intake of 21 billion euros (excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA)).
(10) Some of the factors considered include: (i) the preparation of the acquisition of the stake held by Siemens (50% of the capital) in the joint venture Valeo Siemens eAutomotive (VSeA); (ii) the deployment of more than 72 product platforms with their dedicated organization (iii) the development of a technology roadmap, with the definition of a cross-functional organization within the Group, which has contributed to the Board's discussions on the strategic directions to be taken in terms of product development, (iv) the presentation in February 2021 of the carbon neutrality plan validated by SBTi, which includes ambitious objectives for carbon neutrality by 2050, with intermediate objectives at 5, 10 and 30 years, (v) the inclusion in the CAC 40 ESG index in March 2021.
(11) Some of the factors considered include: (i) the application of the reinforced safety protocol and the changes made in 2021, which have made it possible to continue to protect the health of employees at all Group sites (completion of more than 200 Covid-19 audits, mobilization in favor of vaccination campaigns, completion of test campaigns, air quality control in work areas with the installation of CO_2 measuring devices, installation of air purification filters in more than 200 buses used by Group employees) (ii) the continuation of the Group's solidarity actions and commitments in the context of the Covid-19 epidemic; (iii) the implementation of an efficient organization dedicated to the operational management of the semiconductor and raw materials crisis, whose effectiveness has been praised by customers, which has ensured the continuity of their production (no production shutdowns); (iv) the reduction in the number of "red launches" by 25%; (v) the continuation of the actions undertaken to strengthen the compliance policy (in particular the strengthening of the personal data processing management process, the reinforcement of the Group's anti-corruption and antitrust programs and the deployment of a compliance training program targeted in terms of subjects and population).
(12) Some of the factors considered include: (i) in line with the Group's sustainable development initiatives and its commitment to carbon neutrality, the first sustainability-linked bond issued by a European automotive supplier; (ii) the establishment of a specific organization to monitor the "CAP 50" plan (iii) thanks to the prevention and training initiatives implemented (in particular the five golden rules of safety), an improvement in the safety of Group employees, with a drop in category 1 accidents for the fourth consecutive year (15% in 2021); (iv) a further improvement in the average score of the Gender Equity Index (86.3 in 2021, compared with 82.5 in 2020).

Long-term compensation policy – Allotment of performance shares

In accordance with the provisions of Article L.225-197-1 of the French Commercial Code, the number of free shares allotted may not represent more than 10% of the Company's share capital on the date of the Board of Directors' decision. The maximum amount provided for in the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021, which is effective for a period of 26 months, is 4,500,000 shares (i.e., about 1.86% of the share capital at December 31, 2020), and the total number of shares that may be allotted to the executive corporate officers may not exceed 350,000 shares (representing around 0.14% of the share capital at December 31, 2020).

In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer, at its meeting on May 26, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to allot 118,536 performance shares to Jacques Aschenbroich for 2021, pursuant to the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021. As Valeo's share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment, the calculation method should be changed back to being based on the average price quoted for the Company's shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (270% of annual fixed compensation). Based on the average share price on the allotment date (average share price for the preceding 20 trading days), this corresponds to 118,536 shares valued under IFRS at 2,672,987 euros.

Ceilings, criteria and conditions for this allotment are described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Long-term compensation policy – Allotment of performance shares" of this section, pages 163 to 165).

The final awards of the shares allotted are subject to the achievement of objectives for each internal performance criterion set at the beginning of the year based on the guidance at the Group[(1)] level. Assessment of performance criteria is binary (achieved/not achieved).

As a reminder:

- no final award of shares was made to Jacques Aschenbroich (i) in 2019 under the 2016 plan, (ii) in 2020 under the 2017 plan, or (iii) in 2021 under the 2018 plan, due to the ambitious objectives set, the difficult operating context in the automotive market, and the Covid-19 crisis; and
- the last final award of shares was in 2018 under the 2015 plan.

As a result of the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer on January 26, 2022, and Jacques Aschenbroich's continued service as Chairman of the Board of Directors until the end of his term of office as director in May 2023[(2)], in accordance with the 2021 Compensation policy for the Chairman and Chief Executive Officer, the number of performance shares allotted to Jacques Aschenbroich under the 2020 and 2021 plans will be reduced on a pro rata basis by reference to the period that he held the combined position of Chairman and Chief Executive Officer, i.e., a reduction of 43,333 shares for the 2020 plan and 79,024 shares for the 2021 plan. In addition, at its meeting on March 24, 2021, acting on the recommendation of the Compensation Committee, the Board of Directors decided to deduct one-sixth of the performance shares allotted under the 2019 and 2020 plans from the portion represented by internal performance criteria (80%) (see Chapter 3, section 3.3.2 "Compensation of corporate officers in respect of the year ended December 31, 2020", "Compensation of Jacques Aschenbroich, Chairman and Chief Executive Officer, for the year ended December 31, 2020" in the 2020 Universal Registration Document, page 183).

The 126,179 shares will not vest unless the performance criteria for the three-year period concerned are met (before the above-mentioned deduction).

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, Jacques Aschenbroich is not permitted to use hedging transactions to reduce his risk and he has signed a formal commitment to that effect. No hedging instruments have been used with respect to his performance shares.

Since joining the Group as Chief Executive Officer on March 20, 2009, Jacques Aschenbroich has not sold any shares obtained by exercising stock purchase options allotted to him, nor sold any vested performance shares.

Defined benefit pension plan

The Closed Plan

In accordance with the 2019 Compensation Policy for the Chairman and Chief Executive Officer, Jacques Aschenbroich continued to benefit from a defined benefit pension plan provided by the Company until December 31, 2019 (the "**Closed Plan**"). The plan was approved as a related party agreement pursuant to Article L.225-38 of the French Commercial Code by the Shareholders' Meeting of June 3, 2010 in its twelfth resolution, and as a related party commitment pursuant to Article L.225-42-1 of the French Commercial Code (since repealed) by the Shareholders' Meeting of May 26, 2016 in its fifth resolution. In accordance with the applicable law, the renewal of this commitment to Jacques Aschenbroich was approved at the Shareholders' Meeting of May 23, 2019.

The method and performance conditions applicable to the defined benefit pension plan are described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Defined benefit pension plan" of this section, pages 165-166).

In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called "Article 39" defined benefit pension plan, which no longer welcomes new members since July 1, 2017, no longer allows for the acquisition of new rights as from January 1, 2020, and the years of service acquired by Jacques Aschenbroich thus ceased definitively on December 31, 2019.

(1) For 2021, the guidance was 11.10% for the ROCE rate (excluding the Top Column Module (TCM) business) and 12.80% for EBITDA (including the Top Column Module (TCM) business).

(2) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

To be applicable, this plan requires the Chairman and Chief Executive Officer to end his professional career within the Group[1]. In addition, all of the Chairman and Chief Executive Officer's statutory pensions must have been settled.

The New Plan

In accordance with the new provisions of law, a new commitment was made to Jacques Aschenbroich. The New Plan, effective since January 1, 2020, includes the same ceilings and performance conditions as the Closed Plan, in accordance with Article L.137-11-2 of the French Social Security Code[2].

The method and performance conditions applicable to the defined benefit pension plan are described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Defined benefit pension plan" of this section, pages 165 to 166).

At its meeting held on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, reviewed and determined the performance condition rate of achievement for 2021. The performance condition is deemed to have been met if the variable portion of the compensation of the Chairman and Chief Executive Officer paid in year Y+1 for year Y reaches 100% of the fixed compensation due in respect of year Y. If the variable portion does not reach 100% of the fixed compensation, the rights would be calculated on a pro rata basis. As the annual variable compensation amounted to 126.93% of the fixed compensation due for 2021, the Board of Directors recorded that this condition had been fully met.

At December 31, 2021, Jacques Aschenbroich's entitlements under these plans totaled 12,848,347 euros, representing a total yearly pension allowance of 339,267 euros. This annual amount is in accordance with the 20% maximum under the applicable pension rules.

As the Chairman and Chief Executive Officer did not claim his pension entitlements in 2021, no amount was paid to him for 2021.

The Chairman and Chief Executive Officer's supplementary pension plan is financed annually through the payment of premiums to the service provider in charge of administering the annuities.

Non-compete compensation

For information purposes, given the recommendations of the AFEP-MEDEF Code on non-compete agreements, Jacques Aschenbroich announced his decision to waive his right to non-compete compensation. In order to comply with the AFEP-MEDEF Code, the Board of Directors formally noted this decision at its meeting on February 21, 2019 and consequently decided to amend the non-compete agreement accordingly.

Under the 2021 Compensation Policy for the Chairman and Chief Executive Officer, Jacques Aschenbroich may be subject to a non-compete clause (see paragraph "Non-compete compensation" of this section, page 166). This was decided by the Board of Directors at its meeting on February 24, 2010 and approved by the Shareholders' Meeting of June 3, 2010 in its eleventh resolution. It was then renewed without change at the Board of Directors meeting of February 24, 2011, on the recommendation of the Appointments, Compensation & Governance Committee. The non-compete commitment was then modified and approved as a related party commitment pursuant to Article L.225-42-1 of the French Commercial Code at the Shareholders' Meeting of May 26, 2015 in its fifth resolution. The principles and criteria relating to the non-compete commitment are described in the compensation policy for the Chairman and Chief Executive Officer for the year ended December 31, 2018[3].

Benefits in kind

In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Benefits in kind" of this section, page 166), in 2021 Jacques Aschenbroich was eligible for coverage under the unemployment insurance policy for company managers, the collective and mandatory health, death and disability plan and life insurance covering death, disability or the consequences of any accidents during business travel. He was also provided with a company car and a driver. These benefits in kind totaled 16,603 euros, representing less than 1% of the total compensation awarded to Jacques Aschenbroich in 2021.

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see paragraph "Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term component of compensation" of this section, page 167), Jacques Aschenbroich did not receive any multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, non-compete compensation, termination benefits, directors' compensation or benefits of any kind under agreements with the Company or any Group company during the 2021 financial year. Nor did he receive any stock purchase or subscription options or any other form of long-term compensation except for performance shares.

(1) In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called "Article 39" defined benefit pension plan, which no longer welcomes new members since July 1, 2017, no longer allows for the acquisition of new rights as from January 1, 2020. However, the rights under this plan crystallized at December 31, 2019 and remain conditional on the presence of the Chairman and Chief Executive Officer within Valeo at the time of his retirement.

(2) The New Plan was approved by the Shareholders' Meeting of June 25, 2020 at a rate of 94.03% in connection with the 2020 Compensation Policy for the Chairman and Chief Executive Officer (thirteenth resolution).

(3) See Valeo's 2018 Registration Document, page 156.

As regards termination benefits, Jacques Aschenbroich was entitled to termination benefits as Chief Executive Officer before his appointment as Chairman of the Board of Directors, which he waived when the roles of Chairman of the Board of Directors and Chief Executive Officer were combined on February 18, 2016. His decision was formally noted by the Board of Directors the same day.

Compensation of Christophe Périllat, Deputy Chief Executive Officer, for the year ended December 31, 2021 (for the period from May 26, 2021 through December 31, 2021)

The compensation paid or awarded by Valeo to Christophe Périllat, Deputy Chief Executive Officer, in respect of the year ended December 31, 2021 (for the period from May 26, 2021 through December 31, 2021) is presented below. As a reminder, in accordance with the succession plan unanimously approved by the Board of Directors on October 27, 2020 and disclosed in a press release on the same date, the Board of Directors appointed Christophe Périllat as Deputy Chief Executive Officer on May 26, 2021. Christophe Périllat's employment contract was suspended throughout the duration of his term of office as Deputy Chief Executive Officer.

Compensation in respect of the year ended December 31, 2021

In accordance with Article L.22-10-34 II of the French Commercial Code, the Shareholders' Meeting must approve the fixed, variable and exceptional components comprising the total compensation and benefits paid during or awarded in respect of 2021 to the Deputy Chief Executive Officer pursuant to the 2021 Compensation Policy for the Deputy Chief Executive Officer. Payment of his variable compensation for 2021 – calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer – is subject to approval by the Shareholders' Meeting of May 24, 2022 of the components described in the 2021 Compensation Policy for the Deputy Chief Executive Officer, which are described below.

The compensation paid during or awarded in respect of 2021 – calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer – as described below, is in line with the 2021 Compensation Policy for the Deputy Chief Executive Officer which was approved at a rate of 96.13% by the Shareholders' Meeting of May 26, 2021 (thirteenth resolution). This policy includes conditions designed to encourage the Company's long-term development and performance.

Fixed compensation

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer (see "Fixed compensation" of this section, page 166), Christophe Périllat received (gross) fixed compensation of 434,425 euros from Valeo for 2021, calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer, based on his annual fixed compensation of 725,000 euros. This fixed compensation represents 53% of the total compensation (fixed and variable) awarded to Christophe Périllat for 2021 calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer.

Variable compensation

At its meeting on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, assessed the degree of achievement of the quantifiable and qualitative criteria for Christophe Périllat's annual variable compensation and set the amount in accordance with the method described in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see paragraph "Variable Compensation" of this section, pages 167 to 168).

The 2021 Compensation Policy for the Deputy Chief Executive Officer was set by the Board of Directors at its meeting on March 24, 2021, acting on the recommendation of the Compensation Committee[1].

Qualitative criteria

In order to assess the achievement of each of the qualitative criteria set for 2021, which are described in the table below, at its February 24, 2022 meeting, acting on the recommendation of the Compensation Committee, the Board of Directors carried out a detailed analysis of the degree of achievement for each of the criteria. The following elements are particularly representative of the year 2021:

- Control of the Covid-19 crisis with, from a health point of view, the continued application of the reinforced protocol and the changes made in 2021 which enabled the Group to continue to protect the health of employees at all of its sites;
- Control of the semiconductor and raw materials crisis with, from an operational standpoint, the implementation of an efficient organization dedicated to crisis management, whose effectiveness has been praised by the Group's customers, which has ensured the continuity of their production (no production shutdowns);
- Preparation for the acquisition of Siemens' 50% stake in the joint venture Valeo Siemens eAutomotive (VSeA). This acquisition, announced on February 9, 2022, strengthens the Group's leadership position in the high-growth electrification market;
- The Group's non-financial performance, including (i) inclusion in the CAC 40 ESG index of the 40 companies in the CAC Large 60 index with the best environmental, social and governance (ESG) practices (ii) the completion of the first sustainability-linked bond issue by a European automotive supplier, and (iii) the implementation of a dedicated organization for the "CAP 50" project (the Group's carbon neutrality plan integrating its suppliers, its operational activities and the end use of its products (Scopes 1, 2 and 3));
- Improving the safety of the Group's employees, with a reduction in category 1 accidents for the fourth consecutive year (15% in 2021);
- Strengthening of the compliance policy: in particular, strengthening of the personal data processing management process, strengthening of the Group's anti-corruption and antitrust programs and deployment of a compliance training program targeted in terms of subjects and population.

(1) Approved at a rate of 96.13% by the Shareholders' Meeting of May 26, 2021 in the vote on the 2021 Compensation Policy for the Deputy Chief Executive Officer.

Based on this analysis, the Board of Directors, on the recommendation of the Compensation Committee, noted that the achievement rate for the qualitative criteria is 37.67% (out of maximum percentage of 40%) of the annual fixed compensation due to Christophe Périllat for the financial year ended December 31, 2021, pro rata to the duration of his term of office as Deputy Chief Executive Officer.

Quantifiable criteria

The quantifiable criteria of Christophe Périllat's annual variable compensation have been set by the Board of Directors, acting on the recommendation of the Compensation Committee, based on the Valeo budget for 2021 and the guidance published in February 2021.

After analysis of the results obtained, the Board of Directors, acting on the recommendation of the Compensation Committee, noted a rate of achievement for the quantifiable criteria of 52.18% (based on a maximum percentage of 80%) of the annual fixed compensation due to Christophe Périllat for the financial year ended December 31, 2021, pro rata to the duration of his term of office as Deputy Chief Executive Officer.

Therefore, the rate of achievement of the 2021 qualitative and quantifiable criteria is 89.85% of the annual fixed compensation due to Christophe Périllat in respect of the financial year ended December 31, 2021, pro rata to the duration of his term of office as Deputy Chief Executive Officer, i.e. 390,331 euros, out of a maximum percentage of 120% of fixed compensation that variable compensation may represent for a full financial year, i.e. 75% in relation to the maximum allowed by the 2021 Deputy Chief Executive Officer Compensation Policy, pro rata to the duration of his term of office as Deputy Chief Executive Officer.

The variable compensation therefore represents 47% of the total amount of (fixed and variable) compensation due to Christophe Périllat in 2021 – pro rata to the duration of his term of office as Deputy Chief Executive Officer.

3

The following table summarizes in a synthetic way the applicable quantifiable and qualitative criteria, the level of achievement of each quantifiable criterion, the entitlement relating to each of these criteria in terms of percentage of the annual fixed compensation, and the maximum variable compensation for the financial year ended December 31, 2021. The specific, predetermined and unchanged targets underlying the quantifiable criteria have not been publicly disclosed for confidentiality reasons, in accordance with the recommendation in Article 26.2 of the AFEP-MEDEF Code.

Quantifiable criteria[(1)(2)]

Nature of the quantifiable criterion	Maximum amount of the variable portion as a % of the annual fixed compensation	Amount of the variable portion obtained as a % of the annual fixed compensation[(5)]	% achievement versus maximum
EBITDA[(3)]	21%	21%[(6)]	100%
Free cash flow	21%	0%[(7)]	0%
Net income	17%	17%[(8)]	100%
Group order intake[(4)]	21%	14.18%[(9)]	67.53%
TOTAL QUANTIFIABLE CRITERIA	**80%**	**52.18%**	**65.2%**

Qualitative criteria

Nature of the qualitative criterion	Maximum amount of the variable portion as a % of the annual fixed compensation	Amount of the variable portion obtained as a % of the annual fixed compensation
Strategic vision *Strategic vision is assessed against the following elements:* • *strategic and technological operations carried out;* • *development of technological platforms;* • *new evaluation of the presentation at the next strategy seminar of a technology roadmap and its directions on software.*	14%	14%[(10)]
Risk management *This criterion is measured, in particular, by the following elements:* • *compliance: new measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);* • *risk management related to the adaptation of the production plant given the new product launches and customer disputes (evolution of the number of "red launches");* • *controlling the aftermath of the Covid-19 crisis during 2021;* • *quality of the supplies crisis management (electronic components and raw materials).*	12%	12%[(11)]

Corporate social responsibility *CSR is assessed in particular against the following elements:* • *overall assessment of safety performance through the number of lost-time workplace accidents. Particular attention will be paid to France in 2021 with respect to lost-time workplace accidents;* • *implementation of specific action plans following the measurement of employee engagement in the first quarter survey;* • *progression of the Gender Equity Index in 2021 to an average of 85 for the Group with no country below 75.*	14%	11.67%(12)
TOTAL QUALITATIVE CRITERIA	**40%**	**37.67%**
TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA	**120%**	**89.85%**

(1) Excluding regulatory and tax impacts.

(2) According to the 2021 Compensation Policy for the Deputy Chief Executive Officer, when assessing the degree of achievement of quantifiable objectives, the Board of Directors may be required to take into account the impact of the Covid-19 epidemic and its possible consequences in respect of the financial year 2021 (including the resulting crisis in components and raw materials which has had a massive impact on the entire automotive industry). This option was not used by the Board of Directors.

(3) Including the Top Column Module (TCM) business.

(4) Excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA).

(5) It is understood that, for each quantifiable criterion, the variable portion ranges from 0% to 100% of the maximum amount of annual fixed compensation that may be obtained for this criterion.

(6) 2021 EBITDA margin: 13.4% including the Top Column Module (TCM) business.

(7) Free cash flow generation of 292 million euros.

(8) 2021 net income of 175 million euros.

(9) 2021 Group order intake of 21 billion euros (excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA))

(10) Some of the factors considered include: (i) the preparation of the acquisition of the stake held by Siemens (50% of the capital) in the joint venture Valeo Siemens eAutomotive (VSeA); (ii) the deployment of more than 72 product platforms with their dedicated organization (iii) the development of a technology roadmap, with the definition of a cross-functional organization within the Group, which has contributed to the Board's discussions on the strategic directions to be taken in terms of product development, (iv) the presentation in February 2021 of the carbon neutrality plan validated by SBTi, which includes ambitious objectives for carbon neutrality by 2050, with intermediate objectives at 5, 10 and 30 years, (v) the inclusion in the CAC 40 ESG index in March 2021.

(11) Some of the factors considered include: (i) the application of the reinforced safety protocol and the changes made in 2021, which have made it possible to continue to protect the health of employees at all Group sites (completion of more than 200 Covid-19 audits, mobilization in favor of vaccination campaigns, completion of test campaigns, air quality control in work areas with the installation of CO_2 measuring devices, installation of air purification filters in more than 200 buses used by Group employees) (ii) the continuation of the Group's solidarity actions and commitments in the context of the Covid-19 epidemic; (iii) the implementation of an efficient organization dedicated to the operational management of the semiconductor and raw materials crisis, whose effectiveness has been praised by customers, which has ensured the continuity of their production (no production shutdowns); (iv) the reduction in the number of "red launches" by 25%; (v) the continuation of the actions undertaken to strengthen the compliance policy (in particular the strengthening of the personal data processing management process, the reinforcement of the Group's anti-corruption and antitrust programs and the deployment of a compliance training program targeted in terms of subjects and population).

(12) Some of the factors considered include: (i) in line with the Group's sustainable development initiatives and its commitment to carbon neutrality, the first sustainability-linked bond issued by a European automotive supplier; (ii) the establishment of a specific organization to monitor the "CAP 50" plan (iii) thanks to the prevention and training initiatives implemented (in particular the five golden rules of safety), an improvement in the safety of Group employees, with a drop in category 1 accidents for the fourth consecutive year (15% in 2021); (iv) a further improvement in the average score of the Gender Equity Index (86.3 in 2021, compared with 82.5 in 2020).

Long-term compensation policy – Allotment of performance shares

In accordance with the provisions of Article L.225-197-1 of the French Commercial Code, the number of free shares allotted may not represent more than 10% of the Company's share capital on the date of the Board of Directors' decision. The maximum amount provided for in the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021, which is effective for a period of 26 months, was 4,500,000 shares (i.e., about 1.86% of the share capital at December 31, 2020), and the total number of shares that may be allotted to the executive corporate officers may not exceed 350,000 shares (representing around 0.14% of the share capital at December 31, 2020).

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, at its meeting on May 26, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to allot 57,871 performance shares to Christophe Périllat for 2021, pursuant to the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021.

Furthermore, as Valeo's share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company's shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (200% of his annual fixed compensation). Based on the average share price on the allotment date (average share price for the preceding 20 trading days), this corresponds to 57,871 shares valued under IFRS at 1,304,991 euros.

Ceilings, criteria and conditions for this allotment are described in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see paragraph "Long-term compensation policy – Allotment of performance shares" of this section, pages 169 to 171).

The final awards of the shares are subject to the achievement of objectives for each internal performance criterion set at the beginning of the year based on guidance at the Group[1] level. Assessment of performance criteria is binary (achieved/not achieved).

(1) For 2021, the guidance was 11.10% for the ROCE rate (excluding the Top Column Module (TCM) business) and 12.80% for EBITDA (including the Top Column Module (TCM) business).

In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, Christophe Périllat is not permitted to use hedging transactions to reduce his risk and he has signed a formal commitment to that effect. No hedging instruments have been used with respect to his performance shares.

Defined benefit pension plan

The Closed Plan

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, in his capacity as an employee of the Group, Christophe Périllat benefited from the so-called “Article 39” defined benefit pension plan, which no longer allows for the acquisition of new rights as from January 1, 2020 (the “**Closed Plan**”). Thus, in accordance with the new legal provisions, a new commitment, has been made in favor of Christophe Périllat, as an employee of the Group, which will continue during his term of office as Deputy Chief Executive Officer during which his employment contract was suspended. This new plan (the “**New Plan**”), effective as of January 1, 2020, in accordance with Article L.137-11-2 of the French Social Security Code, includes the same ceilings as the Closed Plan. The main characteristics of the New Plan are described in section 3.3.1 “Overview of the 2021 compensation policy for Christophe Périllat in his capacity as Deputy Chief Executive Officer”, in the sub-section “Supplementary pension”, page 171.

Under the New Plan, the rights of the beneficiary will vest without condition of presence in the Company at the end of his career.

The rights under the Closed Plan crystallized at December 31, 2019 and remain conditional on the presence of the beneficiary within Valeo at the time of his retirement.

At December 31, 2021, Christophe Périllat’s entitlements under these plans in his capacity as an employee of the Group totaled 3,339,585 euros, representing a total yearly pension allowance of 121,962 euros.

As Christophe Périllat did not claim his pension entitlements in 2021, no amount was paid to him for that year.

Christophe Périllat’s supplementary pension plan is financed annually through the payment of premiums to the service provider in charge of administering the annuities.

Benefits in kind

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer (see paragraph “Benefits in kind” of this section, page 171), Christophe Périllat benefited, in the year ended December 31, 2021, for the duration of his term of office as Deputy Chief Executive Officer, from coverage under the unemployment insurance fund for company managers, the collective and mandatory health, death and disability plan, life insurance covering death, disability or the consequences of any accidents during business travel, and a company car and a driver, representing a total amount of 10,869 euros. This compensation component represented around 1% of the total compensation awarded to Christophe Périllat in 2021 calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer.

Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors’ compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer (see paragraph “Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors’ compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component” of this section, page 172), Christophe Périllat did not receive any multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors’ compensation or benefits of any kind under agreements with the Company or any Group company during the 2021 financial year. Nor did he receive any stock purchase or subscription options or any other form of long-term compensation except for performance shares.

3

Compensation ratios and annual changes in compensation, Valeo’s performance and five-year ratios

In accordance with Article 22-10-9, I 6° and 7° of the French Commercial Code, the following table shows:

- the ratios between the compensation of the executive corporate officers and (i) the average compensation of employees other than the corporate officers on a full-time equivalent basis and (ii) the median compensation of employees other than the corporate officers on a full-time equivalent basis;
- the annual change in the compensation of the executive corporate officers, the Company’s performance, the average compensation of employees other than the corporate officers on a full-time equivalent basis, as well as the ratios referred to above over the last five fiscal years.

For the executive corporate officers, the ratios shown below have been calculated based on the fixed and variable short-term compensation paid and the performance shares allotted (IFRS valuation) from 2017 to 2021[1].

The scope includes all of the Group’s French companies.

(1) *As regards the 2020 and 2021 allotment, the maximum number of performance shares taken into consideration has been adjusted pro rata to the period during which the Chairman and Chief Executive Officer will hold the combined roles of Chairman of the Board of Directors and Chief Executive Officer.*

	2017	2018	2019	2020	2021
Compensation of the Chairman and Chief Executive Officer *Year-on-year change*	5,352,676 *8.79%*	4,904,128 *-8.38%*	3,430,142[(1)] *-30.06%*	3,229,673[(2)] *-5.84%*	3,096,822[(3)] *-4.11%*
Compensation of the Deputy Chief Executive Officer[(4)] *Year-on-year change*	-	-	-	-	1,756,080
Average compensation of employees *Year-on-year change*	52,099 *3.60%*	52,622 *1.01%*	52,532 *-0.17%*	47,015[(5)] *-10.50%*	53,462 *13.71%*
Median compensation of employees *Year-on-year change*	38,586 *2.83%*	39,094 *1.32%*	39,744 *1.66%*	35,232[(5)] *-11.35%*	39,062 *10.87%*
RATIO TO AVERAGE COMPENSATION					
Chairman and Chief Executive Officer *Year-on-year change*	102.74 *5.01%*	93.20 *-9.29%*	65.30 *29.94%*	68.69 *5.19%*	57.93 *-15.67%*
Compensation of the Deputy Chief Executive Officer[(4)] *Year-on-year change*	n/a	n/a	n/a	n/a	32.85 *n/a*
RATIO TO MEDIAN COMPENSATION					
Chairman and Chief Executive Officer *Year-on-year change*	138.72 *5.80%*	125.45 *-9.57%*	86.31 *-31.20%*	91.67 *6.21%*	79.28 *-13.52%*
Compensation of the Deputy Chief Executive Officer[(4)] *Year-on-year change*	n/a	n/a	n/a	n/a	44.96 *n/a*
Group performance[(6)] *Year-on-year change*	5 points	1.5 points	6 points	3 points	0 point

(1) This amount takes into account the one-sixth reduction of the shares allotted under the 2019 plan for the portion represented by the internal performance criteria (80%).

(2) This amount includes Jacques Aschenbroich's donation of 25% of his fixed compensation for the duration of the Covid-19-related shutdown to support solidarity actions relating to Covid-19, the application of the pro rata rule to shares allotted in the period during which he held the combined roles of Chairman of the Board of Directors and Chief Executive Officer, and the one-sixth reduction of the shares allotted under the 2020 plan (pro rated) for the portion represented by the internal performance criteria (80%).

(3) This amount includes the application of the pro rata rule to shares allotted in the period during which the Chairman and Chief Executive Officer held the combined roles of Chairman of the Board of Directors and Chief Executive Officer.

(4) As from his appointment as Deputy Chief Executive Officer on May 26, 2021.

(5) In 2020, the fall in the average and median compensation of employees was due to cost variabilization measures taken to deal with the Covid-19 crisis (short-time working, unpaid leave, salary freeze for senior executives).

(6) The Group's performance is measured by comparing OE sales growth on a like-for-like basis and at constant exchange rates with global automotive production growth. For information purposes, for 2021, the OEM/production performance excluding the regional mix was 6 points.

Explanations for the changes in the ratios for the Chairman and Chief Executive Officer's compensation are given below:

- the Chairman and Chief Executive Officer's compensation reflects the variable compensation due in respect of the previous year and paid during the reference year;
- in 2020, the fall in the average and median compensation of employees was due to cost variabilization measures taken to deal with the Covid-19 crisis (short-time working, unpaid leave, salary freeze for senior executives).

The ratios presented were calculated based on performance shares allotted and valued on an IFRS basis, in accordance with French Ordinance No. 2019-1234 of November 27, 2019.

It should also be noted that, due to the challenging performance criteria, none of the performance shares allotted to Jacques Aschenbroich under the 2016, 2017 and 2018 performance share plans definitively vested. The table below shows the ratios calculated based on the fixed and variable short-term compensation paid in the stated years and the performance shares that were delivered in the same periods.

	2017	2018	2019	2020	2021
RATIO TO AVERAGE COMPENSATION					
Chairman and Chief Executive Officer *Year-on-year change*	86.85(2) *-21.30%*	75.57(3) *-12.99%*	30.76(4) *-59.30%*	46.31(5) *50.55%*	41.26(6) *-10.91%*
Compensation of the Deputy Chief Executive Officer(1) *Year-on-year change*	*n/a*	*n/a*	*n/a*	*n/a*	8.44(7) *n/a*
RATIO TO MEDIAN COMPENSATION					
Chairman and Chief Executive Officer (Jacques Aschenbroich) *Year-on-year change*	117.26(2) *-20.72%*	101.72(3) *-13.25%*	40.65(4) *-60.04%*	61.80(5) *52.03%*	56.47(6) *-8.62%*
Compensation of the Deputy Chief Executive Officer(1) *Year-on-year change*					11.55(7) *n/a*

(1) As from his appointment as Deputy Chief Executive Officer on May 26, 2021.
(2) 31,515 performance shares allotted to Jacques Aschenbroich under the 2014 plan vested in 2017 (value of the share on the vesting date).
(3) 30,696 performance shares allotted to Jacques Aschenbroich under the 2015 plan vested in 2018 (value of the share on the vesting date).
(4) None of the performance shares allotted to Jacques Aschenbroich under the 2016 plan vested in 2019.
(5) None of the performance shares allotted to Jacques Aschenbroich under the 2017 plan vested in 2020.
(6) None of the performance shares allotted to Jacques Aschenbroich under the 2018 plan vested in 2021.
(7) None of the performance shares allotted to Christophe Périllat as Deputy Chief Executive Officer vested in 2021.

Historical information

Annual variable compensation

Summary of annual variable compensation awarded to the Chairman and Chief Executive Officer over the last five years

(% of fixed compensation)	2017		2018		2019		2020		2021	
	Achieved	Capped	Achieved	Capped	Achieved	Capped	Achieved	Capped	Achieved	Capped
Quantifiable criteria	80.4%	115%	0%	115%	57.5%	115%	46%	115%	75.26%	115%
Qualitative criteria	47.5%	55%	53%	55%	47.5%	55%	53%	55%	51.67%	55%
VARIABLE COMPENSATION	**127.9%**	**170%**	**53%**	**170%**	**105%**	**170%**	**99%**	**170%**	**126.93%**	**170%**

Summary of annual variable compensation awarded to the Deputy Chief Executive Officer over the last five years

(% of fixed compensation)	2017		2018		2019		2020		2021	
	Achieved	Capped	Achieved	Capped	Achieved	Capped	Achieved	Capped	Achieved(1)	Capped
Quantifiable criteria	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	52.18%	80%
Qualitative criteria	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	37.67%	40%
VARIABLE COMPENSATION	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**	**89.85%**	**120%**

(1) The amount of fixed and variable compensation awarded to the Deputy Chief Executive Officer in respect of 2021 has been calculated pro rata to the period of time he served in that capacity.

Long-term compensation

The history of stock purchase options and performance shares allotted is summarized in the tables presented in the paragraph "Compensation paid to the Chairman and Chief Executive Officer over the last two years" of this section, pages 194 to 201.

The Code of Conduct states that the executive corporate officers must not use hedging transactions to reduce their risk. No hedging instruments have been used with respect to their stock purchase options, the shares obtained on exercising their stock purchase options, or their performance shares. There are also restrictions on trading in the Company's shares (including selling free shares and exercising stock purchase options) during black-out periods (see section 3.2.2 of this chapter, paragraph "Directors' rights and duties", pages 140 to 141).

At the end of the holding period set by the Board of Directors, the executive corporate officers must also hold a significant number of vested performance shares in the form of registered shares until the end of their terms of office. This holding obligation corresponds to 50% of the vested performance shares[1].

(1) 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.

No stock purchase options have been allocated since March 27, 2012. As regards the stock purchase options allocated to Jacques Aschenbroich in prior years, he must respect a minimum holding period and the shares that he obtains on exercising his stock purchase options must be held for a minimum of two years following their allotment. After selling the number of shares necessary for financing the exercise of the stock purchase options and the payment of any tax, social security contributions and transaction costs, he must keep at least 50% of the shares obtained on exercising his options in registered form until the end of his term of office.

Since joining the Group as Chief Executive Officer on March 20, 2009, Jacques Aschenbroich has not sold any shares obtained by exercising stock purchase options, nor sold any vested performance shares.

Evolution of the compensation of the corporate officers over the last two years

The following tables show the compensation paid and awarded and the performance shares allotted to Jacques Aschenbroich and Christophe Périllat over the last two years, in their capacity as executive corporate officers.

Summary of compensation, stock purchase options and performance shares awarded to the executive corporate officers (AMF Table No. 1)

(in €)	2020	2021(1)
Jacques Aschenbroich Chairman and Chief Executive Officer		
Compensation awarded for the year *(broken down in AMF Table No. 2)*	2,211,610	2,512,833
Value of multi-annual variable compensation granted during the year	-	-
Value of stock purchase options allotted during the year	-	-
Value of performance shares allotted during the year *(broken down in AMF Table No. 6)*(2)	1,821,300(3)	2,672,987(4)
TOTAL	**4,032,910**	**5,185,820**
Christophe Périllat Deputy Chief Executive Officer from May 26, 2021		
Compensation awarded for the year (pro rata to the period served as Deputy Chief Executive Officer) *(broken down in AMF Table No. 2)*	n/a	835,625
Value of multi-annual variable compensation granted during the year	n/a	-
Value of stock purchase options allotted during the year	n/a	-
Value of performance shares allotted during the year *(broken down in AMF Table No. 6)*(5)	n/a	1,304,991(6)
TOTAL	**N/A**	**2,140,616**

*(1) The total compensation and benefits package paid or awarded to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer under their 2021 compensation policies will be submitted to the vote of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2021 (*ex post *vote). Payment of their variable compensation is contingent on its approval by the shareholders.*

(2) All performance shares allotted to the Chairman and Chief Executive Officer are subject to presence conditions, the achievement of performance criteria, and holding obligations. The performance criteria linked to the performance shares allotted to the Chairman and Chief Executive Officer in 2020 and 2021 are described in paragraphs "Long-term compensation – Allotment of performance shares" of this section, page 186 and in paragraphs "Long-term compensation – Allotment of performance shares" of sections 3.3.1 and 3.3.2 of Valeo's 2020 Universal Registration Document, on pages 157, 162 and 182 respectively.

(3) This amount, which corresponds to 130,000 performance shares valued under IFRS, reflects the Board of Directors' decision of March 24, 2020 to apply a 39% discount on the maximum amount per grant authorized in the 2020 Compensation Policy for the Chairman and Chief Executive Officer. This number of shares will be reduced due to (i) the application of the pro rata rule to the period of time the Chairman and Chief Executive Officer served in the combined roles of Chairman of the Board of Directors and Chief Executive Officer, and (ii) the one-sixth reduction of the shares allotted under the 2020 plan (pro rated) for the portion represented by the internal performance criteria (80%).

(4) This amount, which corresponds to 118,536 performance shares valued under IFRS, reflects the Board of Directors' decision of May 26, 2021 to apply a 10% discount on the maximum amount per grant authorized in the 2021 Compensation Policy for the Chairman and Chief Executive Officer. This number of shares will be reduced due to the application of the pro rata rule to the period of time the Chairman and Chief Executive Officer served in the combined roles of Chairman of the Board of Directors and Chief Executive Officer.

(5) All performance shares allotted to the Deputy Chief Executive Officer are subject to a presence condition, the achievement of performance criteria, and holding obligations. The performance criteria linked to the performance shares allotted to the Deputy Chief Executive Officer in 2021 are described in paragraphs "Long-term compensation – Allotment of performance shares" of this section, pages 190 to 191 and in paragraphs "Long-term compensation – Allotment of performance shares" of section 3.3.1 of Valeo's 2020 Universal Registration Document, page 168.

(6) This amount, which corresponds to 57,871 performance shares valued under IFRS, reflects the Board of Directors' decision of May 26, 2021 to apply a 10% discount on the maximum amount per grant authorized in the 2021 Compensation Policy for the Deputy Chief Executive Officer.

Summary of the compensation of the executive corporate officers (AMF Table No. 2)

	2020		2021	
(in €)	Amount awarded	Amount paid	Amount awarded	Amount paid
Jacques Aschenbroich Chairman and Chief Executive Officer				
Fixed compensation	1,100,000	1,100,000[(1)]	1,100,000	1,100,000
Annual variable compensation	1,089,000	1,113,791	1,396,230[(2)]	1,089,000[(3)]
Multi-annual variable compensation	-		-	-
Exceptional compensation	-		-	-
Directors' compensation	-		-	-
Benefits in kind[(4)]	22,610	22,610	16,603	16,603
TOTAL	**2,211,610**	**2,236,401**	**2,512,833**	**2,205,603**

(1) It is also specified that Jacques Aschenbroich donated 25% of his fixed compensation for the duration of the Covid-19-related shutdown to support solidarity actions related to Covid-19.
(2) (The total compensation and benefits package paid or awarded to the Chairman and Chief Executive Officer under the 2021 Compensation Policy for the Chairman and Chief Executive Officer will be submitted to the vote of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2021 (ex post vote). Payment of the variable compensation is contingent on its approval by the shareholders.
(3) Amount of variable compensation for 2020.
(4) Company car, annual contribution to the unemployment insurance fund for company managers and annual contribution to the health, death and disability insurance plans.

	2020		2021[(1)]	
(in €)	Amount awarded	Amount paid	Amount awarded	Amount paid
Christophe Périllat Deputy Chief Executive Officer as from May 26, 2021				
Fixed compensation	n/a	n/a	434,425	434,425
Annual variable compensation	n/a	n/a	390,331[(2)]	-
Multi-annual variable compensation	n/a	n/a	-	-
Exceptional compensation	n/a	n/a	-	-
Directors' compensation	n/a	n/a	-	-
Benefits in kind[(3)]	n/a	n/a	10,869	10,869
TOTAL	**N/A**	**N/A**	**835,625**	**445,294**

(1) The amount of compensation due to the Deputy Chief Executive Officer in respect of 2021 has been calculated pro rata to the period of time he served in that capacity.
(2) The total compensation and benefits package paid or awarded to the Deputy Chief Executive Officer under the 2021 Compensation Policy for the Deputy Chief Executive Officer, calculated pro rata to the period of time he served in that capacity during 2021, will be submitted to the vote of the Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2021 (ex post vote). Payment of the variable compensation is contingent on its approval by the shareholders.
(3) Company car, annual contribution to the unemployment insurance fund for company managers and annual contribution to the health, death and disability insurance plans.

Stock purchase options allotted to the executive corporate officers during the year by Valeo or any Group company (AMF Table No. 4)

	Plan no. and date	Type of option (purchase)	Value of options according to the method used for consolidated financial statements	Number of options allotted during the year	Exercise price	Exercise period	Performance criteria
Jacques Aschenbroich Chairman and Chief Executive Officer	None	-	-	-	-	-	-
Christophe Périllat Deputy Chief Executive Officer as from May 26, 2021	None	-	-	-	-	-	-

Stock purchase options exercised by the executive corporate officers during the year (AMF Table No. 5)

	Plan no. and date	Number of options exercised during the year	Exercise price
Jacques Aschenbroich Chairman and Chief Executive Officer	None	-	-
Christophe Périllat Deputy Chief Executive Officer as from May 26, 2021	None	-	-

Performance shares allotted to Jacques Aschenbroich and Christophe Périllat during the year by Valeo or any Group company (AMF Table No. 6)

	Plan no. and date	Number of shares allotted during the year	Value of shares according to the method used for consolidated financial statements	Vesting date	Shares available as at	Performance criteria
Jacques Aschenbroich Chairman and Chief Executive Officer	05/26/2021	118,536	2,672,987(1)	05/26/2024	05/26/2026(2)	(3)
Christophe Périllat Deputy Chief Executive Officer as from May 26, 2021	05/26/2021	57,871	1,304,991(4)	05/26/2024	05/26/2026(5)	(6)

(1) In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer, at its meeting on May 26, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to allot 118,536 performance shares to Jacques Aschenbroich for 2021, pursuant to the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021. As Valeo's share price steadied in 2021 compared with 2020, the Board considered that the calculation method used for the performance shares allotted to the Chairman and Chief Executive Officer for 2021 should be changed back to being based on the average price quoted for the Company's shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy. Based on the share price on the allotment date (average share price for the preceding 20 trading days), this corresponds to 118,536 shares valued under IFRS at 2,672,987 euros. This number of shares, 118,536, will be reduced pro rata to the period of time the Chairman and Chief Executive Officer served in that capacity in 2021.

(2) Obligation to hold at least 50% of the vested shares as registered shares until the end of his term of office. 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.

(3) All performance shares allotted to the Chairman and Chief Executive Officer are subject to a presence condition, the achievement of performance criteria, and a holding obligation (see above). The performance criteria linked to the performance shares allotted to the Chairman and Chief Executive Officer during 2021 are described in paragraph "Long-term compensation – Allotment of performance shares" of this section, page 186.

(4) In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, at its meeting on May 26, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to allot 57,871 performance shares to Christophe Périllat for 2021, pursuant to the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021. Based on the average share price for the 20 trading days preceding the allotment, and applying a 10% discount on the maximum amount authorized in the compensation policy, this corresponds to 57,871 shares valued under IFRS at 1,304,991 euros.

(5) Obligation to hold at least 50% of the vested shares as registered shares until the end of his term of office.

(6) All performance shares allotted to the Deputy Chief Executive Officer are subject to a presence condition, the achievement of performance criteria, and a holding obligation (see above). The performance criteria linked to the performance shares allotted to the Chairman and Chief Executive Officer during 2021 are described in paragraph "Long-term compensation – Allotment of performance shares" of this section, pages 190 to 191.

Performance share allotments that became available for trading for Jacques Aschenbroich and Christophe Périllat during the year (AMF Table No. 7)

	Plan no. and date	Number of shares that became available for trading during the year	Vesting requirements
Jacques Aschenbroich Chairman and Chief Executive Officer	03/22/2018	0	-
Christophe Périllat Deputy Chief Executive Officer as from May 26, 2021	n/a	n/a	n/a

History of allotments of stock purchase options including to the executive corporate officers – Information concerning stock purchase options (at December 31, 2021) (AMF Table No. 8)

The table showing the history of stock purchase option allotments, including those to Jacques Aschenbroich, is set out in section 3.3.2 of the 2020 Universal Registration Document, page 189.

The last stock purchase option plan in effect expired on March 26, 2020, and the Board of Directors decided not to allot any stock purchase options in either 2013 or 2014. For information purposes, it being specified that the tenth resolution of the Shareholders' Meeting of June 4, 2012 was not renewed and was declared null and void on August 5, 2014.

History of allotments of free shares – Information concerning free shares allotted (at December 31, 2021) (AMF Table No. 10)

The table below shows a history of free share allotments[(1)].

	2011 plan	2012 plan	2013 plan	2014 plan
DATE OF SHAREHOLDERS' MEETING	**06/08/2011**	**06/08/2011**	**06/04/2012**	**06/04/2012**
Date of Board of Directors' meeting	06/08/2011	03/27/2012	03/27/2013	03/27/2014
Total number of free shares allotted	980,580	639,420	1,421,442	970,440
Number of shares conditionally allotted to Jacques Aschenbroich[(2)]	46,800	34,200	76,902	31,515
Number of shares conditionally allotted to Christophe Périllat in his capacity as Deputy Chief Executive Officer as from May 26, 2021[(3)]	-	-	-	-
Number of shares conditionally allotted to Christophe Périllat in his capacity as Chief Operating Officer then Associate Chief Executive Officer under plans still in effect at December 31, 2021[(4)]	-	-	-	-
Performance criteria – rate of achievement				
Chairman and Chief Executive Officer	60%	100%	100%	100%
Deputy Chief Executive Officer as from May 26, 2021	-	-	-	-
Other	60%	100%	100%	100%
VESTING DATE OF SHARES				
Chairman and Chief Executive Officer, Operations Committee (and Deputy Chief Executive Officer under the 2021 Plan)	France: 06/08/2014 Other countries: 06/08/2016	France: 03/27/2015 Other countries: 03/27/2017	France: 03/27/2016 Other countries: 03/27/2018	France: 03/27/2017 Other countries: 03/27/2019
Liaison Committee and main direct reports of the Liaison Committee members	France: 06/08/2014 Other countries: 06/08/2016	France: 03/27/2015 Other countries: 03/27/2017	France: 03/27/2016 Other countries: 03/27/2018	France: 03/27/2017 Other countries: 03/27/2019
High-potential managers	-	-	-	-
All employees	France/Spain/ Italy: 06/08/2014 Other countries: 06/08/2016	France: 03/27/2015	France/Spain/ Italy: 06/30/2016 Other countries: 03/27/2018	France/Spain/ Italy: 06/30/2017 Other countries: 06/30/2019
Employee share ownership plans	-	-	-	-
SHARES AVAILABLE AS AT				
Chairman and Chief Executive Officer and Deputy Chief Executive Officer (under the 2021 Plan) Operations Committee	06/08/2016	03/27/2017	03/27/2018	03/27/2019
Liaison Committee and main direct reports of the Liaison Committee members	06/08/2016	03/27/2017	03/27/2018	03/27/2019
High-potential managers	-	-	-	-
All employees	France: 06/08/2016 Italy/Spain: 06/08/2017	France: 03/27/2017	France/Other countries: 03/27/2018 Spain/Italy: 03/27/2019	France/Other countries: 03/27/2019 Spain/Italy: 03/27/2020
Employee share ownership plans	-	-	-	-
Total number of shares vested	628,584	560,883	1,210,350	722,364
Of which total number of shares vested for Jacques Aschenbroich	*28,080*	*34,200*	*76,902*	*31,515*
Of which total number of shares vested for Christophe Périllat in his capacity as Chief Operating Officer	-	-	-	-
Total number of shares canceled or forfeited (aggregate)	351,996	78,537	211,092	248,076
Allotted free shares remaining at year-end	0	0	0	0

2015 plan	2016 plan	2017 plan	2018 plan	2019 plan	2020 plan	2021 plan
05/21/2014	**05/26/2016**	**05/26/2016**	**05/26/2016**	**05/23/2019**	**05/23/2019**	**05/26/2021**
03/26/2015	05/26/2016	03/22/2017	03/22/2018	05/23/2019	03/24/2020	05/26/2021
957,027	1,267,022	1,012,043	1,234,623	1,699,281	2,342,306	2,070,829
30,696	70,974	51,030	55,026	87,122[5]	130,000[6]	118,536[7]
-	-	-	-	-	-	57,871
-	-	-	27,810	56,223	83,997	-
100%	0%[8]	0%[9]	0%[10]	60%		
-	-	-	-	-		
100%	0%[8]	100%	100%	60%-87.5%[16]		
France: 03/26/2018 Other countries: 03/26/2020	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2020[11] 03/22/2021[12] Other countries: 03/22/2021[12]	France: 03/22/2021[11] 03/22/2022[13] Other countries: 03/22/2022[13]	France/ Other countries: 05/23/2022	France/ Other countries: 03/24/2023	France/Other countries: 05/26/2024
France: 03/26/2018 Other countries: 03/26/2020	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2021[12] Other countries: 03/22/2021[12]	France: 03/22/2022[13] Other countries: 03/22/2022[13]	France/Other countries: 05/23/2022	France/Other countries: 03/24/2023	France/Other countries: 05/26/2024
France: 03/26/2018 Other countries: 03/26/2020	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2020 Other countries: 03/22/2022	France: 03/22/2021 Other countries: 03/22/2023	France/Other countries: 05/23/2022	France/Other countries: 03/24/2023	France/Other countries: 05/26/2024
France/Spain/ Italy: 06/30/2018 Other countries: 06/30/2020	France: 06/30/2019 Other countries: 06/30/2021	France: 06/30/2020 Other countries: 06/30/2022	France: 06/30/2021 Other countries: 06/30/2023	France/Other countries: 06/30/2022	France/Other countries: 06/30/2023	France/Other countries: 06/30/2024
-	Spain/Italy: 11/15/2019 Belgium: 11/15/2021 Other countries: 06/30/2021	Spain/Italy: 07/27/2020 Belgium/Ireland: 07/27/2022 Other countries: 06/30/2022	Italy/Spain: 06/30/2021 Other countries: 06/30/2023	Italy/Spain: 06/27/2022 Other countries: 06/30/2024	Italy/Spain: 11/16/2023 Belgium: 11/16/2025 Other countries: 06/30/2025	Italy/Spain: 11/16/2024 Belgium: 11/16/2026 Other countries: 06/30/2026
03/27/2020	05/26/2021	03/22/2022[11] [14]	03/22/2023[11] [14]	05/23/2024[11] [14]	03/24/2025[11] [14]	05/26/2026[15] [14]
03/27/2020	05/26/2021	[14]	[14]	[14]	[14]	[14]
03/27/2020	05/26/2021	03/22/2022	03/22/2023	[14]	[14]	[14]
France/Other countries: 03/27/2020 Spain/Italy: 03/27/2021	France/Other countries: 05/26/2021	France/Other countries: 03/22/2022	France/Other countries: 03/22/2023	[14]	[14]	[14]
-	Italy/Spain: 11/15/2022 Belgium: 11/15/2021 Other countries: 06/30/2021	Italy/Spain: 07/27/2023 Belgium/Ireland: 07/27/2022 Other countries: 06/30/2022	Italy/Spain: 06/30/2024 Other countries: 06/30/2023	Italy/Spain: 06/27/2025 Other countries: 06/30/2024	Italy/Spain: 11/16/2026 Belgium: 11/16/2025 Other countries: 06/30/2025	Italy/Spain: 11/16/2027 Belgium: 11/16/2026 Other countries: 06/30/2026
734,013	274,341	423,711	83,709	6,007	2,463	0
30,696	*0*	*0*	*0*	*52,274*		
-	-	-	*27,810*	*33,734*		
223,014	642,060	186,344	200,800	138,367	94,465	15,352
0	0	162,517	678,384	1,463,159	2,008,433	1,839,081

3

(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 the beneficiaries of free shares during the vesting period, at its meeting on May 26, 2016, the Board of Directors decided to multiply the number of free shares (including performance shares) allotted but not yet vested by three.

(2) All performance shares allotted to Jacques Aschenbroich are contingent on the achievement of performance criteria. The performance criteria linked to the performance shares allotted to the Chairman and Chief Executive Officer in 2020 and 2021 are described in paragraphs "Long-term compensation – Allotment of performance shares" of this section, page 186, and in paragraphs "Long-term compensation – Allotment of performance shares" of section 3.3.2 of Valeo's 2020 Universal Registration Document, page 182.

(3) All performance shares allotted to Christophe Périllat are contingent on the achievement of performance criteria. The performance criteria applicable to the performance shares allotted to Christophe Périllat in 2021 are described in the paragraph "Long-term compensation – Allotment of performance shares" of this section, pages 190 to 191.

(4) All performance shares allotted to Christophe Périllat in his capacity as Chief Operating Officer and then Associate Chief Executive Officer are contingent on the achievement of performance criteria.

(5) This number of shares will be reduced to take into account the one-sixth reduction of the shares allotted under the 2019 plan for the portion represented by the internal performance criteria (80%).

(6) This number of shares will be reduced due to (i) the application of the pro rata rule based on the period during which the Chairman and Chief Executive Officer held the combined roles of Chairman of the Board of Directors and Chief Executive Officer, and (ii) the one-sixth reduction of the shares allotted under the 2020 plan (pro rated) for the portion represented by the internal performance criteria (80%).

(7) This number of shares will be reduced due to the application of the pro rata rule based on the period during which the Chairman and Chief Executive Officer held the combined roles of Chairman of the Board of Directors and Chief Executive Officer.

(8) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to achieve these criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of the WLTP, a slowdown in the Chinese market, a rise in raw materials prices and, more generally, the turbulence in the financial markets.

(9) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to meet the criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of WLTP, the market downturn in China and the rise in raw material prices.

(10) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to meet the criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of WLTP, the market downturn in China and the rise in raw material prices, and in 2020 caused by the Covid-19 crisis.

(11) Chairman and Chief Executive Officer.

(12) For members of the Operations Committee as well as members of the Liaison Committee and the main direct reports of the Liaison Committee members only, removal of 2018 and deferral of the performance measurement period by one year (i.e., 2017, 2019 and 2020 instead of 2017, 2018 and 2019). The vesting period is four years instead of three. No holding period.

(13) For members of the Operations Committee as well as members of the Liaison Committee and the main direct reports of the Liaison Committee members only (including Christophe Périllat in his capacity as Chief Operating Officer), removal of 2018 and deferral of the performance measurement period by one year (i.e., 2019, 2020 and 2021 instead of 2018, 2019 and 2020). The vesting period is four years instead of three. No holding period.

(14) No holding period.

(15) The Chairman and Chief Executive Officer and the Deputy Chief Executive Officer.

(16) 60% for the Operations Committee, 75% for the Liaison Committee and 87.5% for the other senior executives.

EMPLOYMENT CONTRACT, SUPPLEMENTARY PENSION PLANS AND BENEFITS (AMF TABLE NO. 11)

	Employment contract	Supplementary pension plans	Compensation or benefits owed or likely to be owed on termination or change of position	Compensation relating to a non-compete clause
Jacques Aschenbroich Chairman and Chief Executive Officer from February 18, 2016 to January 26, 2022, then Chairman of the Board of Directors since this date	No	Yes	No[1]	No[2]
First appointed as a director: 03/20/2009 First appointed as Chief Executive Officer: 03/20/2009 Start of term of office (director): 05/26/2015 Date of most recent reappointment: 05/23/2019 End of terms of office (director and Chairman of the Board of Directors): Shareholders' Meeting called to approve the financial statements on 12/31/2022[8] Separation of roles as of 01/26/2022: end of term of office as Chief Executive Officer		The pension plans to which Jacques Aschenbroich is entitled are described in the paragraph "Defined benefit pension plan" of this section, pages 186-187[3]. At December 31, 2019, Jacques Aschenbroich's accrued benefits under the Closed Plan represented 19.53% of his reference income[4] and 15.53% of his reference variable compensation[5]. At December 31, 2021, these benefits represent a yearly pension allowance of 353,743 euros (insofar as social security contributions at a rate of 32% are payable on annuities paid). Jacques Aschenbroich's entitlements under the New Plan will represent 1.99% of his total compensation as Chairman and Chief Executive Officer (fixed and variable compensation), i.e., a yearly pension allowance of 43,809 euros (it being specified that social security contributions at a rate of 29.70% will be due on the annuities paid)[6][7].		For a description of this benefit, see paragraph "Non-compete compensation" of this section, page 187.
Christophe Périllat Deputy Chief Executive Officer until January 26, 2022, then Chief Executive Officer since this date.	Yes	Yes, under his employment contract	Yes, under his employment contract	Yes, under his employment contract
Deputy Chief Executive Officer as from May 26, 2021 First appointed as a director: 05/26/2021 First appointed as Chief Executive Officer: Board meeting of 01/26/2022 End of current term of office as a director: Shareholders' Meeting called to approve the 2024 financial statements	Christophe Périllat's employment contract was suspended during his term of office as Deputy Chief Executive Officer and was terminated when he was appointed Chief Executive Officer on January 26, 2022.	A description of this supplementary pension plan is provided in the paragraph "Defined benefit pension plan" of this section, page 191.	A description of this compensation is provided in the paragraph "Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component" of this section, page 172.	A description of this compensation is provided in the paragraph "Other compensation components – No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors' compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component" of this section, page 172.

(1) *Following the appointment of Jacques Aschenbroich as Chairman of the Board of Directors by decision of the Board of Directors on February 18, 2016, Jacques Aschenbroich thus becoming Chairman and Chief Executive Officer of Valeo following the Board of Directors' decision, on the same day, to combine the roles of Chairman of the Board of Directors and Chief Executive Officer, Jacques Aschenbroich notified the Board of Directors of his decision to waive, as from his appointment on February 18, 2016, his right to termination benefits. This decision was duly noted by the Board of Directors.*

(2) *Given the recommendations of the AFEP-MEDEF Code on non-compete agreements, Jacques Aschenbroich announced his decision to waive his right to non-compete compensation. In order to comply with the AFEP-MEDEF Code, the Board of Directors formally noted this decision at its meeting on February 21, 2019 and consequently decided to amend the non-compete agreement accordingly.*

(3) *In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called "Article 39" defined benefit pension plan, which no longer welcomes new members since July 1, 2017, no longer allows for the acquisition of new rights as from January 1, 2020 (the* **"Closed Plan"***). Thus, in accordance with the new legal provisions, a new commitment has been made in favor of Jacques Aschenbroich. This new plan, effective as of January 1, 2020, in accordance with Article L.137-11-2 of the French Social Security Code, includes the same ceilings and performance conditions as the Closed Plan.*

(4) *Jacques Aschenbroich's reference income, which is the average of the last 36 months of compensation and excludes the variable component and exceptional compensation, amounted to 1,086,918 euros at December 31, 2021.*

(5) *Jacques Aschenbroich's reference variable compensation, which is the average variable compensation received in the last 36 months, amounted to 910,930 euros at December 31, 2021.*

(6) *Following the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022, on February 1, 2022 Jacques Aschenbroich claimed his statutory pension and his rights under the Article 39 defined benefit plan of which he was a member in his capacity as Chairman and Chief Executive Officer.*

(7) *Subject to a cap of 20% of his end-of-career salary as defined in the Closed Plan.*

(8) *By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange's shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.*

Directors' compensation in respect of the year ended December 31, 2021

The amount of compensation paid to each director in 2021 is outlined in the table below.

Compensation paid to Board members amounted to 1,057,500 euros in 2021, compared with 960,921.18 euros in 2020. The compensation was distributed as follows:

SUMMARY OF DIRECTORS' COMPENSATION PROVIDED FOR IN ARTICLES L.22-10-14 AND L.225-45 OF THE FRENCH COMMERCIAL CODE AND OTHER COMPENSATION RECEIVED BY THE CORPORATE OFFICERS (AMF TABLE NO. 3)

	Compensation				Other compensation (fixed, variable or exceptional compensation, benefits in kind)	
(in €)	2020	Fixed portion 2021	Variable portion 2021	Ratio between the fixed and variable portions	2020	2021
EXECUTIVE CORPORATE OFFICERS						
Jacques Aschenbroich	-	-	-	-	2,211,610	2,512,833
Christophe Périllat	-	-	-	-	n/a	835,625
NON-EXECUTIVE CORPORATE OFFICERS						
Julie Avrane(1)	49,230.77	25,000	51,000	fixed portion: 33% variable portion: 67%		
Bruno Bézard	67,000	25,000	51,000	fixed portion: 33% variable portion: 67%	-	-
Bpifrance Participations(2)	85,000	25,000	63,000	fixed portion: 28% variable portion: 72%		
Éric Chauvirey(3)	67,000	11,602.21	36,000	fixed portion: 24% variable portion: 76%	-	-
Caroline Maury Devine	67,000	25,000	48,000	fixed portion: 34% variable portion: 66%	-	-
Mari-Noëlle Jégo-Laveissière	67,000	25,000	48,000	fixed portion: 34% variable portion: 66%	-	-
Gilles Michel	125,000	89,000	48,000	fixed portion: 65% variable portion: 35%	-	-
Thierry Moulonguet	91,000	40,000	54,000	fixed portion: 43% variable portion: 57%	-	-
Georges Pauget(4)	14,769.23	-	-	-	-	-
Olivier Piou(5)	76,000	12,500	36,000	fixed portion: 26% variable portion: 74%		
Éric Poton(6)	-	13,397.79	9,000	fixed portion: 60% variable portion: 40%	-	-
Patrick Sayer	78,119.56	37,000	54,000	fixed portion: 41% variable portion: 59%		
Ulrike Steinhorst	85,880.43	25,000	54,000	fixed portion: 32% variable portion: 68%	-	-
Grzegorz Szelag(7)	2,921.19	25,000	36,000	fixed portion: 41% variable portion: 59%		
Véronique Weill	85,000	25,000	66,000	fixed portion: 27% variable portion: 73%	-	-
TOTAL	**960,921.18**	**403,500**	**654,000**			

(1) Co-optation of Fonds Stratégique de Participations by the Board of Directors on March 24, 2020. Julie Avrane is the permanent representative of Fonds Stratégique de Participations.
(2) Represented by Stéphanie Frachet.
(3) The term of office of Éric Chauvirey ended on June 30, 2021.
(4) Resignation with effect on March 24, 2020.
(5) Resignation with effect on June 30, 2021.
(6) Designation of Éric Poton by the Group Works Council on June 18, 2021, with effect on June 30, 2021.
(7) Grzegorz Szelag was appointed by the European Works Council on November 19, 2020.

3.3.3 Overall compensation of other Group senior executives

The Group's other senior executives correspond to the members of the Operations Committee, which at December 31, 2021 was made up of 14 members including the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer. The total gross amount paid directly and indirectly to the members of the Operations Committee (excluding the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer as from May 26, 2021) came to 10,547,813 euros in 2021 (compared with 11,599,782 euros in 2020), of which a fixed portion of 5,771,629 euros, a variable portion of 4,681,220 euros, and benefits in kind of 94,964 euros.

At its meeting on May 26, 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to allot free shares or performance shares to employees and corporate officers under the conditions provided for in the applicable legal provisions and pursuant to the twenty-fifth resolution of the Shareholders' Meeting of May 26, 2021, including:

- 261,221 performance shares to the Operations Committee members (excluding Jacques Aschenbroich and Christophe Périllat);
- 143,941 performance shares to the Liaison Committee members (other than the Operations Committee members);
- 645,540 free shares/performance shares to the main direct reports of the Liaison Committee members;
- 843,720 free shares (maximum), not subject to performance criteria, including (i) 732,000 free shares allotted (a) among all the Group's employees in France and in countries not participating in the Shares4U employee share ownership plan, and (b) share allotments for the international contribution under the Shares4U employee share ownership plan, under the terms and conditions of allotment set out in the various plan regulations, and (ii) 111,720 free shares allotted to high-potential managers.

The main characteristics of the performance shares allotted to the members of the Operations Committee and the Liaison Committee, as well as the main direct reports of the Liaison Committee members, are as follows:

- the performance shares allotted to the members of the Operations Committee (excluding Jacques Aschenbroich and Christophe Périllat) and the Liaison Committee are subject to the same performance criteria, target rates and performance assessment methods as the performance shares allotted by the Board of Directors on the same date to the Chairman and Chief Executive Officer (see section 3.3.1 of this chapter, paragraph "Compensation policy for the Chairman and Chief Executive Officer", pages 160 to 167) and to the Deputy Chief Executive Officer (see section 3.3.1 of this chapter, paragraph "Compensation policy for the Deputy Chief Executive Officer", pages 167 to 172);
- 50% of the performance shares allotted to the main reports of the Liaison Committee members and other Group managers are contingent on (i) the achievement of the following two internal performance criteria (accounting for 40% of the shares allotted – 20% per criterion) as assessed over the three years of the vesting period: EBITDA level and ROCE rate, and (ii) the achievement of the two CSR criteria applicable to the performance shares allotted by the Board of Directors on the same day to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer (see section 3.3.1 of this chapter, paragraph "Compensation Policy for the Chairman and Chief Executive Officer", pages 160 to 167), and section 3.3.1 of this chapter, paragraph "Compensation Policy for the Deputy Executive Officer", pages 167 to 172). The target rates and the procedures used to measure the achievement levels of these criteria are the same as those applicable for the performance shares allotted by the Board of Directors on the same day to the Chairman and Chief Executive Officer (see section 3.3.1 of this chapter, paragraph "Compensation Policy for the Chairman and Chief Executive Officer", pages 160 to 167), the Deputy Chief Executive Officer (see section 3.3.1 of this chapter, paragraph "Compensation Policy for the Deputy Chief Executive Officer", pages 167 to 172), and the members of the Operations Committee;
- the performance shares will vest after a three-year vesting period; there is no minimum holding period for the shares obtained;
- all performance shares will be allotted provided, in particular, that (i) the beneficiary's employment contract or corporate office is still valid, and (ii) the vesting date does not fall during the notice period following the beneficiary's resignation, dismissal or contract termination, unless provided otherwise (such as in the case of death, total and permanent disability, retirement, early retirement, the sale of the beneficiary's entity, or the Board of Directors' discretionary decision). Furthermore, the Board of Directors reserves the right to maintain the entitlement to the performance shares in specific cases determined by it;
- in accordance with the Group's Code of Conduct, the members of the Operations Committee and the Liaison Committee are not permitted to engage in hedging transactions over Valeo securities (including performance and/or free shares).

The free shares or performance shares allotted to employees and corporate officers (including executive corporate officers) in 2021 had a limited dilutive impact and represented 0.85% of the Company's share capital at December 31, 2021. All of the free shares and performance shares allotted since 2010 to employees and corporate officers (including to executive corporate officers for 2021) represented 6.51% of the Company's share capital at December 31, 2021.

At its meeting on October 20, 2009, the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, decided to implement a supplementary pension plan to replace the existing plans for Group senior executives in office at the date of the plan, including Jacques Aschenbroich. Entitlements under the old plan were frozen at December 31, 2009. At its meetings on February 21, 2012 and January 23, 2014, the Board of Directors, acting on the recommendation of the Appointments, Compensation & Governance Committee, decided to adjust the supplementary pension plan offered to the Group's senior executives.

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The main characteristics of the supplementary pension plan are as follows:

- cap due to the nature of the plan: additional pension of 1% of the reference salary per year of service, starting on the employment date with the Group for the new beneficiaries of the plan and starting on January 1, 2010 for the beneficiaries of the previous plans whose entitlements were frozen at December 31, 2009, up to a maximum of 20%;
- cap on the basis for determining entitlements: total pension entitlements, all plans combined, are capped at 55% of the reference salary;
- the reference salary is the end-of-career salary, which is the average of the last 36 months of basic fixed compensation plus, for periods subsequent to February 1, 2014, variable compensation – itself equal to the average variable compensation received over the last 36 months – received for working full time within the Group;
- payment of benefits to the surviving beneficiary in the event of the death of an active contributor if the event occurs after the legal voluntary retirement age.

In order to be eligible for the supplementary pension plan, Valeo, or one of its subsidiaries, must be the beneficiary's last employer before settlement of the pension entitlements, but the beneficiary does not need to be present in the Group at the time of the settlement of the entitlements at the statutory retirement age under the general social security regime.

Further to the Board of Directors' decision on July 20, 2017, this pension plan, which came into effect on January 1, 2010, no longer welcomes new members since July 1, 2017. A new "Article 83" defined contribution supplementary pension plan was introduced on January 1, 2019 and is open to all employees in France whose compensation is more than four times the social security ceiling, with the exception of Jacques Aschenbroich, who continues to benefit from the defined benefit pension plan. In accordance with French Ordinance No. 2019-697 of July 3, 2019, the defined benefit pension plan, which no longer welcomes new members since July 1, 2017, no longer allows for the acquisition of new rights as from January 1, 2020. Since January 1, 2020, the Chairman and Chief Executive Officer and other beneficiaries of the previous defined benefit pension plan have been covered by a new defined benefit plan governed by Article L.137-11-2 of the French Social Security Code.

3.3.4 Information about stock purchase options and performance shares

The stock purchase option and performance share allotment policies for the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, and other senior executives are described, respectively, in section 3.3.1 of this chapter, paragraph "Compensation Policy for the Chairman and Chief Executive Officer", pages 160 to 167, in section 3.3.1 of this chapter, paragraph "Compensation Policy for the Deputy Executive Officer", pages 167 to 172, and in section 3.3.3 of this chapter, "Overall compensation of other Group senior executives", pages 203 to 204.

Stock options and free shares are also detailed in Chapter 6, section 6.6.2 "Other securities giving access to the share capital – Stock purchase option and free share plans", pages 456 to 458.

Stock purchase options allotted and exercised in 2021 (AMF Table No. 9)

Stock purchase options allotted to the ten employees receiving the greatest number of options and options exercised by the ten employees exercising the greatest number of options, excluding corporate officers	Number of options allotted/exercised	Weighted average strike price	Expiration date	Date of Board of Directors' meeting
Options allotted during the year by Valeo and/or other Group companies to the ten employees of the issuer or other Group companies receiving the greatest number of options	-	-	-	-
Options held on Valeo and/or other Group companies, and exercised during the year by the ten employees of the issuer or other Group companies with the greatest number of options exercised	-	-	-	-

Performance shares allotted during 2021

Performance shares allotted to the ten employees receiving the greatest number of performance shares, excluding corporate officers	Number of performance shares allotted	Date of Board of Directors' meeting
Performance shares allotted by Valeo to the ten employees of Valeo or related entities, as defined in Article L.225-197-2 of the French Commercial Code, who received the greatest number of such shares(1)	242,067	05/26/2021

(1) Valued at 24.12 euros under IFRS.

Pensions and other post-employment benefits and related provisions

At December 31, 2021, the total amount of provisions set aside by Valeo or its subsidiaries for the payment of pensions or other post-employment benefits to members of the Board of Directors and other executive managers of the Group came to 15 million euros, as opposed to 17 million euros at December 31, 2020.

At December 31, 2021, the total amount of provisions set aside and the total amounts paid by Valeo or its subsidiaries for these benefits to former Board members or other senior executives of the Group came to, respectively, 2 million euros (versus 2 million euros at December 31, 2020) and 107,233 euros (versus 265,092 euros at December 31, 2020).

SUSTAINABLE DEVELOPMENT

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

Interview with Jacques Aschenbroich

Jacques Aschenbroich
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

As your time as Chief Executive Officer draws to a close, how would you assess Valeo's sustainable development efforts?

J. A. A commitment to sustainable development is embedded in Valeo's DNA.

Over the past 13 years, we have structured our product portfolio and strategic positioning to meet the major challenges of mobility – safer, low-carbon mobility.

We anticipated the major transformations in our sector as early as 2009, realizing that reducing emissions would be a driver of growth. We went on to develop a comprehensive range of low- and high-voltage electrification technology for electrified vehicles, and the thermal management solutions that go with it. The recent surge in electrification backs up our strategic positioning, which has won the approval of our customers. In 2021, innovations accounted for 45% of order intake (including Valeo Siemens eAutomotive), and products that directly or indirectly contribute to cleaner and safer mobility accounted for 92% of original equipment sales.

The progressive electrification of mobility poses other challenges for our industry. Chief among them is knowing how to measure the carbon footprint of a vehicle or a company comprehensively. To meet these new challenges, Valeo has drawn up a Carbon Neutrality Plan aimed at reducing all of our emissions, with roadmaps for 2030 and 2050. Once again, we have anticipated future trends and challenges in our industry and our Carbon Neutrality Plan assigns eco-design, recyclability and material impact reduction objectives to each of our main production platforms.

Our constant determination to improve our performance and transparency on environmental, human resources and social issues is what has made Valeo one of the best automotive suppliers in terms of non-financial performance. In 2022, Valeo received the highest rating among its automotive supplier peers from non-financial rating agencies MSCI (AAA) and Sustainalytics, as well as from SAM and ISS-oekom (excluding tire manufacturers). In 2021, the Group also maintained its leadership position in the Dow Jones Sustainability (DJSI) World and Europe indices for the fifth year in a row.

This work is in keeping with our adherence to the ten principles of the United Nations Global Compact since 2005. Our support for this initiative remains whole, and we have now also formalized our contribution to the United Nations Sustainable Development Goals.

How is the Group's sustainable development policy structured?

J. A. At Valeo, sustainable development is built on four key axes: innovation, environmental eco-efficiency, employees and commitment to corporate citizenship. It pervades all the areas where the Group interacts with stakeholders, both internally and outside the Group.

When I took over at Valeo, I wanted to give the Group a function and a department dedicated to sustainable development. Its role within the Group is to define the sustainable development policy and coordinate its implementation. Outside the Group, it is tasked with liaising with external stakeholders, be they our customers, our shareholders or analysts monitoring our performance in this area, all of which are becoming increasingly discerning. Other Group departments, including Research and Development, Risk Insurance, Health, Safety and Environment, Ethics and Compliance, Human Resources and Purchasing, Quality and Industrial also contribute directly to sustainable development in their respective fields, and have developed their own tools for taking action and assessing performance.

Since 2017, the Governance, Appointments & Corporate Social Responsibility Committee of the Valeo Board of Directors has carried out an annual assessment of the year's sustainable development policies and outcomes, based on a performance review with the operational directors leading the relevant initiatives. In addition, since 2020 a director, Ulrike Steinhorst, has been responsible for monitoring CSR issues within the committee.

Our sustainable development policy also reflects our desire to assess and satisfy the demands of our employees, customers, suppliers and shareholders, as well as national and international regulators and supervisory bodies.

What were the highlights of 2021?

J. A. As in 2020, the most pressing concerns for senior management were managing Covid-19 and implementing prevention and protection policies for employees. The Group's top priority was to ensure the health and safety of its employees in the workplace in order to maintain production as much as possible. With this in mind, highly stringent protocols were adopted, ahead of the nationwide protocols and partial lockdown measures implemented in many of the countries where the Group operates. From the earliest phases of the pandemic, we implemented strict, regularly audited measures, including requiring employees to wear a mask in all areas and under all circumstances at all our plants (anticipating local obligations by several months in some countries), enabling employees for whom it was an option to work from home, adapting workstations to comply with social distancing protocols (for positions requiring physical presence) and rotating teams. In 2021, we also supported vaccination rollouts in our host countries by offering our employees the chance to get vaccinated at our plants.

These measures enabled all of Valeo's 184 sites to resume operations in 2021, and none have had to close again since then.

In terms of reducing our carbon footprint, in February 2021 Valeo unveiled a Carbon Neutrality Plan for 2050 across Scopes 1, 2 and 3[(1)], with an interim target of a 45% reduction by 2030 compared with 2019. The plan covers our entire value chain, including emissions from our suppliers, our own operating activities and the end use of our products. Valeo's 2030 commitment was validated by the Science-Based Targets initiative (SBTi) in 2021. Lastly, Valeo was the first European player in the automotive industry to issue a sustainability-linked bond, raising 700 million euros.

During the year, our work was devoted to rolling out the Carbon Neutrality Plan. In 2021, Valeo reduced its emissions by 3.4 MtCO_2eq. compared with 2019, a reduction of nearly 7%.

What are the challenges for the coming years?

J. A. 2022 will be a year of unrelenting vigilance with regard to changes in the health situation and adaptation of our protocols to ensure the safety of all our employees.

On the governance front, 2022 will also be marked by the implementation of the transition plan we announced: Christophe Périllat has been Chief Executive Officer since the end of January 2022. I will continue to chair the Board of Directors.

The initial results in terms of CO_2 emissions reductions have encouraged us to continue doing everything we can to make further reductions at all levels, in our plants, at our suppliers and for our products.

In addition, the Covid-19 crisis has increased the pace of certain transitions (electrification, new mobility solutions, new working arrangements, etc.), all of which are new challenges and opportunities that we will continue to address in the years to come.

April 5, 2022

(1) See sustainable development glossary, page 308.

4.1 Valeo and sustainable development: governance, challenges and policies

Valeo publishes its non-financial information statement in its Universal Registration Document, and also presents the key points relating to its commitment to the circular economy (see boxed text "Valeo's commitment to the circular economy", page 274), in accordance with the applicable European and French frameworks[1]. For the transparency and clarity of the non-financial information published annually, Valeo has opted to keep an overview of its sustainable development policy in its 2021 Universal Registration Document.

Valeo also reports on the progress of its duty of care plan (see section 4.4 of this chapter, pages 267 to 269), in accordance with French legal requirements[2].

4.1.1 Sustainable development governance

Sustainable development organization

The sustainable development policy spans all of the Group's functions and networks, and is designed to dovetail with Valeo's business objectives and policies.

The Sustainable Development and External Affairs Department lays down policies and plays the role of pilot and coordinator for the Group's various departments. It ensures the appropriate level of interface between the Group and external stakeholders in order to satisfy their growing requirements. The Human Resources, Health, Safety and Environment (HSE), Ethics and Compliance, Risk and Insurance, Research and Development departments and the Operational departments (Purchasing, Quality and Industrial) all contribute to Valeo's sustainable development policy.

To support the management of risks related to sustainable development challenges (known as non-financial risks), the Sustainable Development Department performs dedicated mapping and reviews it annually, in conjunction with the Risk Management Department (see section 4.1.2 "Sustainable development challenges and non-financial risks", page 211).

Since 2020, the Sustainable Development Department has also been in charge of the governance structure established for the launch, implementation and monitoring of Valeo's Carbon Neutrality Plan for 2050. This steering committee brings together all the aforementioned departments and networks under the supervision of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer. Its aim is to set annual objectives for the various contributing networks and to oversee the implementation of Valeo's Carbon Neutrality Plan (see section 4.1.3 on Valeo's Carbon Plan, page 216).

A committee of the Board of Directors in charge of corporate social responsibility

The Governance, Appointments & Corporate Social Responsibility Committee has been given the following responsibilities in particular:

- reviewing the main thrusts of the Group's corporate social responsibility policy;
- identifying corporate social responsibility objectives and challenges;
- verifying the achievement of previously defined objectives;
- overseeing the gradual and increasing implementation of the corporate social responsibility policy, and assessing the Group's contribution to sustainable development;
- in conjunction with the Audit & Risks Committee, gaining an understanding of the risks and issues involved in corporate social responsibility, and obtaining information about the resources the Group can call on to pursue its strategy in this area.

The Governance, Appointments & Corporate Social Responsibility Committee also examined the Group's CSR and safety policy, as well as the non-discrimination and diversity policy. In this context, Ulrike Steinhorst was appointed to take charge of CSR matters on October 27, 2020.

The committee holds discussions with the Group Vice-President, Sustainable Development and External Affairs, the Group Senior Vice-President, Human Resources, the Health, Safety and Environment Officer and the Chief Ethics and Compliance Officer.

(1) Government order No. 2017-1180 of July 19, 2017 on the disclosure of non-financial information by certain large corporations and groups of corporations.
(2) Law No. 2017-399 of March 27, 2017 on the duty of care of parent companies and ordering companies.

These discussions are an opportunity to:

- validate the main lines of action regarding:
  - product life cycle management and consideration of eco-responsible products obtained thanks to an eco-efficient industrial footprint,
  - health and safety at work, development of human capital, labor relations and corporate social responsibility, development of a healthy work environment, ethics, diversity and respect for individual and collective rights;
- review achievements during the year relating to:
  - selection and monitoring of non-financial risks,
  - the Group's response to customer demands concerning sustainable development,
  - the deployment of sustainable development principles in the purchasing policy,
  - prevention initiatives in the fight against fraud and corruption, and the establishment and roll out of the Whistleblowing System,
  - integration and solidarity initiatives with the communities of the cities and regions where Valeo operates,
  - Valeo's sustainable development practices and performance assessments by non-financial analysis agencies;
- assess the short- and medium-term priority actions on all of the issues reviewed.

For 2021, the committee heard the Group Sustainable Development and External Relations Senior Vice-President to review the year's achievements, key metrics and future priorities in terms of sustainable development, including progress on the Carbon Neutrality Plan. He also set out Valeo's action plan for measuring climate change risks, which includes a dedicated risk analysis.

Corporate social responsibility and sustainable development objectives and performance indicators are summarized in the performance charts provided in section 4.2 of this chapter, "Non-financial performance objectives and indicators", page 230.

4.1.2 Sustainable development challenges and non-financial risks

Since 2016, Valeo has had a materiality analysis allowing it to identify its main sustainable development challenges and to reinforce its work among stakeholders (see section 4.5.1 "A commitment to sustainable development based on strong relationships with stakeholders", pages 270 to 271).

Additionally, in compliance with the French and European legal framework, Valeo has been mapping its non-financial risks since 2018. This mapping is subject to an annual review and now serves to support the management of sustainable development policies. It allows priority actions to be targeted.

Materiality matrix plotting the Group's sustainable development challenges

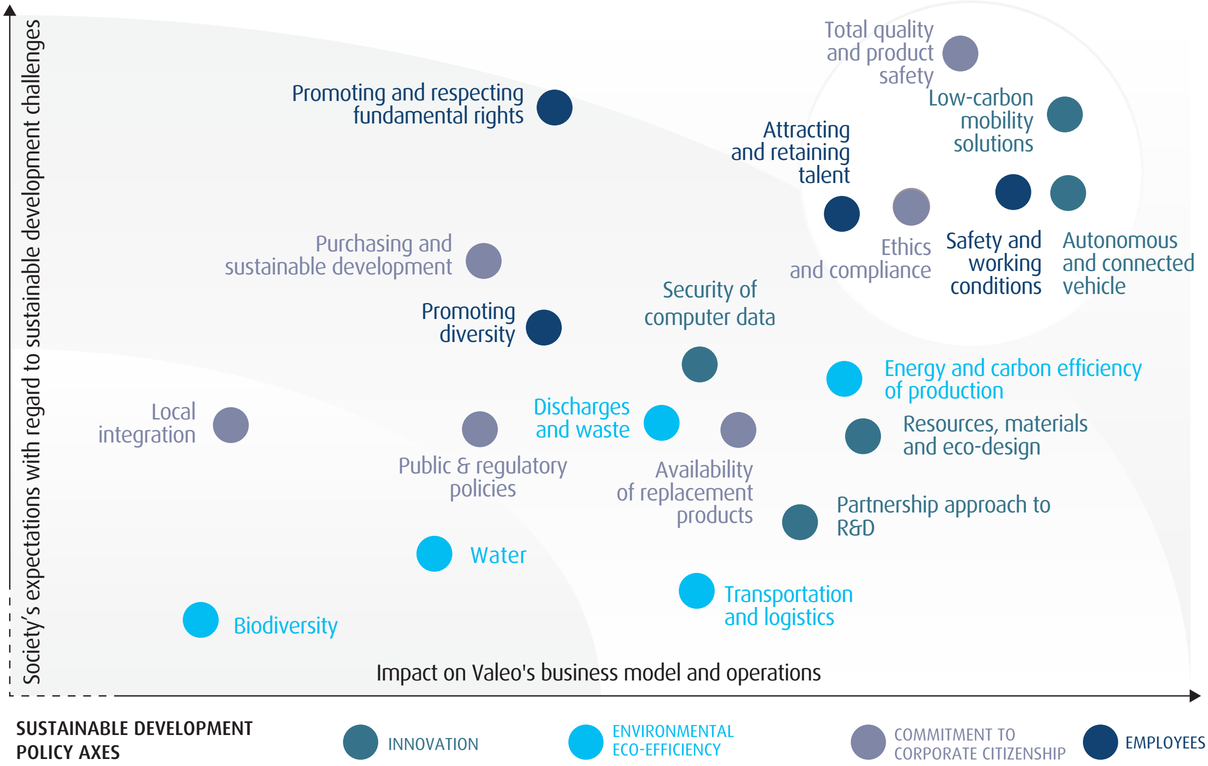
The materiality analysis serves to compare Valeo's internal ambitions in respect of sustainable development with its stakeholders' expectations. The analysis is based on:

- a series of interviews with Valeo's various departments (Industrial, Purchasing, Health, Safety and Environment (HSE), Research and Development, Human Resources, Sales and Business Development) and country management teams;
- a documentary review (non-financial questionnaires, survey results, etc.);
- specific requests from the Group's stakeholders in respect of sustainable development (automakers, civil society, specialist press, non-financial analysts, etc.) and interviews with them.

The materiality matrix is built on the following four axes: **innovation, environmental eco-efficiency, employees and commitment to corporate citizenship.** A total of 20 challenges have been identified (see below).

The matrix was first rolled out in 2016. Subsequently, three challenges were updated in 2017 ("Promoting and respecting fundamental rights", "Attracting and retaining talent" and "Promoting diversity"). The challenges in the matrix remained unchanged in 2021.

MATERIALITY MATRIX PLOTTING THE GROUP'S SUSTAINABLE DEVELOPMENT CHALLENGES



The matrix serves to compare, for the challenges identified, the expectations of stakeholders and their impact on the Group's activity, in order to:

- enable partners to better comprehend their interactions with Valeo;
- give Research and Development (R&D), environmental, labor-related and social data sharper focus on key issues of significance for the Group and its stakeholders;
- reinforce the relevance and quality of information put forward by the Group.

Non-financial risks

Valeo analyzes its non-financial risks, in compliance with the French legal framework, to improve the transparency of its non-financial reporting. The analysis of non-financial risks begun by Valeo in 2018 is the joint work of the Risk Management and Sustainable Development and External Affairs departments.

For 2021, Valeo has identified the following seven main risks (classified in accordance with Valeo's four sustainable development axes).

Sustainable development axes	Risks	
Innovation	Risk of non-achievement of Carbon Plan commitments	Pages 238 to 244
Environmental eco-efficiency	Risk associated with accidental pollution of water and/or soil	Pages 244 to 247
Employees	Health and safety risk	Pages 247 to 251
	Risk related to attracting talent	Pages 251 to 253
	Risk related to developing and retaining talent	Pages 253 to 257
Commitment to corporate citizenship	Risk of individual corruption	Pages 257 to 258
	Risk related to suppliers' sustainable development practices	Pages 258 to 262

Management of these risks is described in section 4.3.3 "Valeo's non-financial risks", pages 237 to 262.

In addition to the annual review of non-financial risks, Valeo has conducted regular analysis of risks and opportunities related to the consequences of climate change since 2020, in line with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD). The process was conducted jointly by the Risk Management and Sustainable Development teams, involving a number of internal contributors, and a presentation was given to the Group's Risks Committee (see Chapter 2, section 2.3.4, page 104).

Recognition of Valeo's commitment to sustainable development

Valeo has for several years seen its non-financial performance acknowledged by the main rating agencies in this area, reflecting the successful cross-functional deployment of sustainable development efforts and related communications that respect the principles of transparency, discipline and relevance.

Organization	Rating
CDP Climate Change	**A-**
CDP SER (Supplier Engagement Rating)	**A**
MSCI ESG Rating	**AAA,** Industry leader, ranked No. 1 among automotive suppliers
ISS-oekom	**B-,** prime, Industry leader, ranked No. 1 among automotive suppliers, excluding tire manufacturers
S&P Global Corporate Sustainability Assessment (CSA)	**72/100,** ranked No. 1 among automotive suppliers, excluding tire manufacturers
Sustainalytics	**10.7 Low Risk,** ESG Industry Top Rated
Corporate Knights	Ranked **No. 1** in the automotive sector (automotive suppliers and automakers)

In 2021, Valeo maintained its position as one of the highest rated automotive suppliers by non-financial rating agencies MSCI (AAA), CDP (A-) and Sustainalytics (Low Risk), and the S&P Global Corporate Sustainability Assessment (score of 72/100).

In 2021, MSCI awarded Valeo the highest score possible (AAA) under its evaluation system. This positions Valeo at the very top of the ranking in the group of automotive equipment manufacturers. The score reflects an excellent assessment of the transparency of information and clear positioning in terms of work to control the risks identified in the sector.

The CDP (Carbon Disclosure Project) **platform** awarded Valeo an A- in 2021. This reflects the transparency and relevance of its action plans to reduce CO_2 emissions. The change in rating from A- to A compared with 2020 is due to a reporting error regarding the scope of coverage of certain indicators. Under the CDP Supplier Engagement Rating program, Valeo was awarded the highest possible score (A) in 2021 for the transparency and quality of its disclosures relating to corporate governance and Scope 3 emissions.

S&P Global Corporate Sustainability Assessment (CSA) (formerly SAM CSA) assessed Valeo's sustainable development initiatives (governance, risks, R&D, environment, labor issues, corporate citizenship, etc.). With a rating of 72/100 in 2021, Valeo ranked first among automotive suppliers excluding tire manufacturers **for the sixth consecutive year.** As a result, Valeo maintained its position in the DJSI (Dow Jones Sustainability Index) World for the fifth consecutive year and re-entered the DJSI Europe in 2021. Its presence in these indexes and its results in recent years testify to the relevance of the cross-functional approach to sustainable development at Valeo.

In 2021, Valeo obtained **one of the best ESG risk management assessments in the Auto Components category** (Low Risk) from rating agency **Sustainalytics.** This outcome validates the risk management policies and tools implemented by Valeo for several years.

Valeo was once again **the leading automotive company in the Corporate Knights "Global 100" 2021 sustainability ranking of the world's largest public companies published** in conjunction with the World Economic Forum, which was held virtually this year (January 2021), replicating the performance achieved in 2019 (made public in Davos in January 2020).

In addition to these ratings assigned by rating agencies, Valeo featured in several non-financial indices, in particular:

- CAC40 ESG;
- DJSI (Dow Jones Sustainability Index) World and Europe;
- Euronext Vigeo Europe 120;
- Euronext Vigeo Eurozone 120;
- FTSE4Good Index Series;
- MSCI ESG Leaders Index Series;
- Solactive Europe Corporate Social Responsibility Index;
- STOXX® Global ESG Leaders.

Valeo and the United Nations Sustainable Development Goals

The Group's sustainable development initiatives are in line with the United Nations Sustainable Development Goals (SDGs), which include eradicating poverty, promoting development and protecting the planet.

Depending on the countries in which Valeo operates, the Group undertakes to contribute to the following SDGs and targets:

SDG 4 "QUALITY EDUCATION"

- Target 4.3 "By 2030, ensure equal access for all women and men to affordable quality technical, vocational or tertiary education, including university"
  - Valeo pays particular attention to training its teams at all levels of the organization (see section 4.3.3 "Risk related to attracting talent", pages 251 to 253).
  - Key outcome: in 2021, 96,622 employees took part in at least one training course during the year, representing 93.5% of the registered headcount.
- Target 4.4 "By 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship"
  - Valeo places great importance on continuous education and access to quality technical training for all, allowing it to support the professional ambitions of each Valeo employee (see section 4.3.3 "Risk related to attracting talent", pages 251 to 253).
  - Key outcome: in 2021, more than 391,423 hours of "Technical and Scientific" training were provided at Valeo.

SDG 5 "GENDER EQUALITY"

- Target 5.1 "End all forms of discrimination against women and girls everywhere"
  - Valeo has implemented an extensive program to promote gender diversity, dating back to 2011. Each year, Valeo's sites implement awareness-raising and support initiatives for women at work, notably by encouraging the use of adapted work schedules and workstations (see section 4.5.4 "Respecting and promoting diversity, equity and inclusion", page 288).
  - Key outcome: the 2021 Gender Equality Index was 86.3/100(1).
- Target 5.5 "Ensure women's full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life"
  - Valeo has implemented an extensive program to promote gender diversity, dating back to 2011, with the aim of promoting the place of women among Managers and Professionals, as well as among operational and management positions. Valeo has set itself the goal of having 32% women on the management committees by 2030 (see section 4.5.4 "Respecting and promoting diversity, equity and inclusion", page 288).
  - Key outcome: in 2021, the proportion of women on the management committees was 20.8%.

SDG 8 "DECENT WORK AND ECONOMIC GROWTH"

- Target 8.7 "Take immediate and effective measures to eradicate forced labor, end modern slavery and human trafficking and secure the prohibition and elimination of the worst forms of child labor, including recruitment and use of child soldiers, and by 2025 end child labor in all its forms"
  - Valeo has a comprehensive program to promote respect for fundamental rights, protect against forced labor, and prohibit child labor, based notably on the Valeo Code of Ethics, which prohibits such practices and behaviors. Valeo requires all its suppliers to adhere to the Valeo Business Partner Code of Conduct, which includes provisions for the elimination of forced labor (see section 4.5.4 "Promoting and respecting fundamental rights", page 291).
  - Key outcome: in 2021, 87% of the registered headcount operated under a collective agreement (see section 4.5.4 "Promoting and respecting fundamental rights", page 291).

(1) *This index is based on the evaluation of five criteria: the pay gap between men and women; the gap in the distribution of individual pay rises between men and women; the gap in the distribution of promotions; the percentage of female employees who received a pay rise after returning from maternity leave; and the percentage of women in the ten highest paid positions. It only covers Managers and Professionals.*

SDG 9 "INDUSTRY, INNOVATION AND INFRASTRUCTURE"

- Target 9.5 "Enhance scientific research, upgrade the technological capabilities of industrial sectors in all countries, in particular developing countries, including, by 2030, encouraging innovation and substantially increasing the number of Research and Development workers per 1 million people and public and private research and development spending"
  - Valeo is a major industrial and technological player in the automotive and mobility sectors. Thanks to its global footprint, the Group is continuing its development efforts in the area of production, technology and training in various countries (see section 4.5.2 "A comprehensive and partnership-based approach to Research, Development and Innovation (R&D&I)", page 271).
  - Key outcome: in 2021, Valeo filed more than 1,448 patents and invested 9.9% of its sales in Research and Development.

SDG 11 "SUSTAINABLE CITIES AND COMMUNITIES"

- Target 11.2 "By 2030, provide access to safe, affordable, accessible and sustainable transport systems for all, improving road safety, notably by expanding public transport, with special attention to the needs of those in vulnerable situations, women, children, persons with disabilities and older persons"
  - Valeo aims to develop solutions for cleaner, safer and smarter mobility (see Integrated Report, page 3 and section 1.3 "Operational organization", page 56).
  - Key outcome: in 2021, 60% of Valeo's sales contributed directly or indirectly to reducing CO_2 emissions, and 44% to safer mobility (12% of sales contributed to both reduction of CO_2 emissions and to safer mobility).

SDG 12 "RESPONSIBLE CONSUMPTION AND PRODUCTION"

- Target 12.2 "By 2030, achieve sustainable management and efficient use of natural resources"
  - Valeo has implemented an eco-design approach for its products and reduced its production-related consumption of water and energy (see section 4.5.3 "Environmental commitment", page 274). This approach is aimed at reducing the consumption of raw materials (metal, plastic, etc.) and replacing materials impacting the carbon footprint of the end-product (vehicle) with greener substitutes (see section 4.3.3 "Risk of non-achievement of Valeo's Carbon Plan commitments", page 238).
  - Key outcome: between 2019 and 2021, Valeo reduced its water consumption by 6% in absolute terms. In 2021, Valeo's water consumption as a proportion of sales totalled 204 cu.m per million euros. Valeo stopped using chlorinated solvents in 2020.
- Target 12.5 "By 2030, substantially reduce waste generation through prevention, reduction, recycling, and reuse"
  - As part of a structured environmental plan, Valeo aims to reduce its landfilled and non-recycled waste generation (see section 4.5.3, 4.3.3 "Risk associated with accidental pollution of water and/or soil", page 244).
  - Key outcome: in 2021, Valeo reduced its waste production as a proportion of sales by 15% compared with 2020, and by 5 kt in absolute terms compared with 2020.

SDG 13 "CLIMATE ACTION"

- Target 13.1 "Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries"
  - Valeo is committed to carbon neutrality by 2050 and aims to achieve 45% of this objective by 2030 (see section 4.1.3 "Valeo's Carbon Plan for 2050", page 216). The Group also aims to have 40% of its sites certified for energy management (ISO 50001) by 2025 (see section 4.5.3 "Evaluation and certification processes", page 275).
  - Key outcome: in 2021, Valeo reduced its GHG emissions (Scopes 1, 2 and 3 including gains linked to the use of Valeo's technologies)[1] by 8% compared with 2019, the reference year chosen for CO_2 emissions, in line with the annual target set for 2021. 31% of the Group's sites had ISO 50001 certification in 2021.

(1) See Sustainable development glossary, page 308.

4.1.3 Valeo's Carbon Plan for 2050

A commitment to carbon neutrality by 2050 and an objective of reducing emissions by 45% by 2030

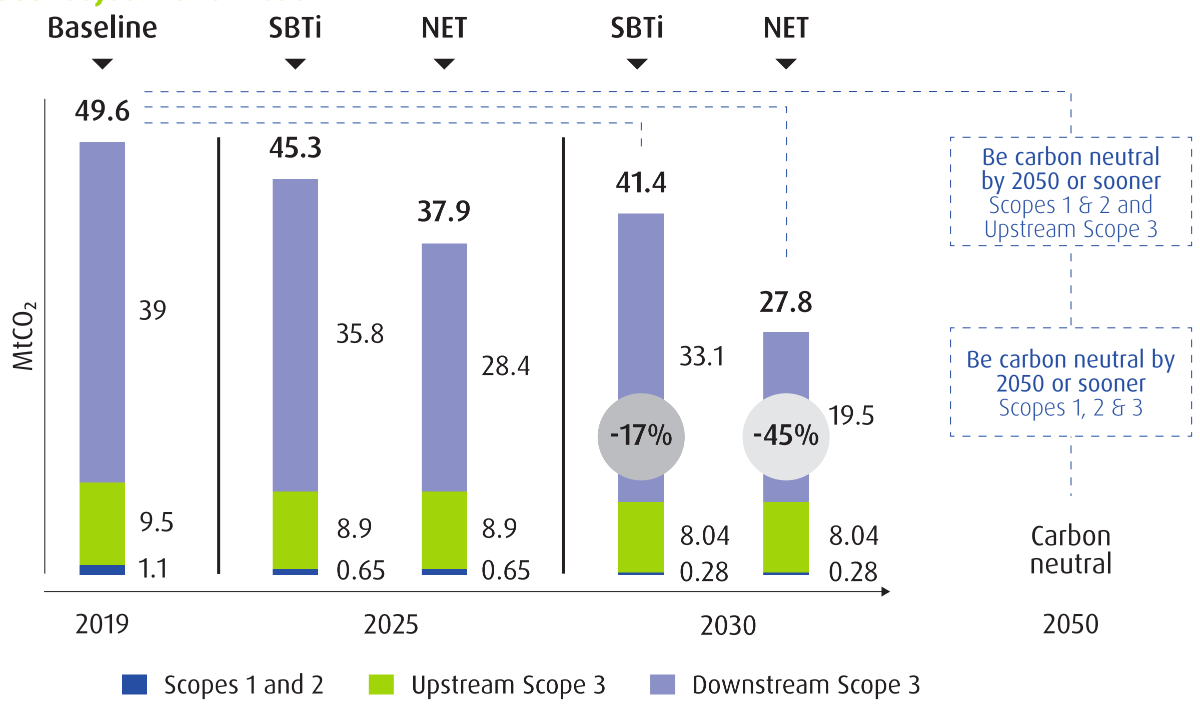
On February 4, 2021, Valeo, with the aim of reaffirming its strategic positioning in terms of products that contribute to the reduction of CO_2 emissions, presented a Carbon Neutrality Plan for 2050 covering its entire value chain – including suppliers, operating activities and the end use of products sold by the Group (direct and indirect emissions, i.e., Scope 1, 2 and 3 emissions) – with the goal of reducing its emissions in absolute terms by 45% in 2030 compared with 2019.

Valeo is committed to:

- being carbon neutral by 2050 in all of its operating activities and across its supply chain worldwide (Scopes 1 & 2 and upstream Scope 3), and achieving 100% carbon neutrality in Europe (Scopes 1, 2 and 3, including the end use of its products);
- completing a plan by 2030 to reduce the emissions related to its operating activities (Scopes 1 and 2) by 75%, and those related to its supply chain and the end use of its products (Scope 3) by 15% compared with 2019. Taking into account the CO_2 emissions avoided thanks to its technologies that contribute to cleaner mobility, the net reduction in emissions related to the use of its products will result in a 45% reduction in emissions in absolute terms compared with 2019.

Valeo's Carbon Plan takes 2019 as the reference year, a choice deemed more appropriate given the disruptions caused by Covid-19 in 2020 (decline in activity, etc.).

A dual objective for 2030



Valeo has set itself two Scope 3 objectives for 2030:

- a 15% reduction in emissions aligned with the Science Based Targets (SBTi) initiative;
- a 50% emissions reduction target, incorporating the impact of the benefits generated by Valeo's solutions in terms of reducing CO_2 emissions, also referred to as the "net" target (downstream Scope 3 – see section 4.3.3 "CO_2 emissions related to the use of Valeo products (Scope 3)", page 239).

Valeo wanted to align its 2030 CO_2 emissions reduction target with the international target-setting framework of the Science-Based Targets initiative (SBTi). The objectives set are in line with the reduction needed to cap global warming at 1.5°C, the highest level of ambition of the Science Based Targets initiative (SBTi), in keeping with the Paris climate agreement (COP 21).

Due to the complexity of inter-sectoral harmonization, the methodology developed by the Science Based Targets initiative (SBTi) does not currently allow for emissions avoided by the products sold by companies to be taken into account. However, this does not call into question their positive contribution. Accordingly, the CO_2 emissions reduction commitment submitted by Valeo to the SBTi does not include the carbon benefits of the use of its technologies (downstream Scope 3).

As a player in critical electrification technologies for the decarbonization of mobility (48V and high-voltage electric motors, thermal management of vehicles, etc.), Valeo's aim was to incorporate the impact of the benefits of electrification provided by Valeo's solutions in terms of reducing CO_2 emissions (downstream Scope 3 – see section 4.3.3 "CO_2 emissions related to the use of Valeo products (Scope 3)", page 239) in its carbon neutrality objective. Valeo refers to this as a "net" target.

In the interests of transparency, Valeo plans to publish its progress with regard to its Carbon Neutrality Plan each year, specifying the results obtained in terms of reducing emissions in accordance with both the SBTi approach and the methodology developed by Valeo (including the benefits linked to the use of its products).

Outcomes in 2021

The table below sets out the objectives set for each of the approaches adopted by Valeo and the outcomes obtained in 2021. The annual targets were constructed by annualizing the two targets on a straight-line basis to 2030 (from the 2019 baseline[(1)]).

	$ktCO_2eq.$	2019	2020	2021
Emissions reduction target established as part of the SBTi commitment	Scope 1	196	171	193
	Scope 2 (including renewable energy purchases)[(2)]	966	460	582
	Upstream Scope 3 (purchased goods and services, and transportation and distribution)	9,479	8,521	8,617
	Downstream Scope 3 (use of sold products)	39,000	30,800	36,845
	Total emissions (Scopes 1, 2 and 3)	49,640	39,952	46,237
	Annual reduction target for total emissions (Scopes 1, 2 and 3)	49,640	48,883	48,143
	Achievement of the annual target		✓	✓
Emissions reduction target incorporating gains from Valeo technologies	Total emissions, including gains (Scopes 1, 2 and 3)	49,640	40,479	45,006
	Annual reduction target for total emissions, including gains (Scopes 1, 2 and 3)	49,640	47,640	45,658
	Achievement of the annual target		✓	✓

Valeo achieved both of its annualized reduction targets in 2021.

These figures reflect the rollout of the first measures set out in the action plans:

- the first results of energy performance projects at certain key Group sites;
- efforts to secure renewable energy capacities;
- the first measures relating to upstream Scope 3, both with suppliers and internally at Valeo;
- continued progress regarding Valeo's electrification roadmap.

Priorities for 2022

By 2030, Valeo will have invested more than 400 million euros in reducing emissions related to its operating activities (Scopes 1 and 2). These investments will be used to upgrade the Group's sites to enable the current 100 most carbon-intensive facilities to obtain ISO 50001 (energy management) certification and become high-energy efficiency sites by 2030. Upgrades will include the development of eco-friendly buildings, the widespread use of LED lighting and the integration of heat recovery systems. This program has already been implemented: 31% of Valeo plants had ISO 50001 certification in 2021.

In conjunction with these energy performance projects, the proportion of low-carbon energy in the Group's overall energy consumption will increase from 5.5% in 2019 to 80% by 2030, with a threshold of 50% by 2025. A number of sites are already piloting renewable energy alternatives, including three Group sites in Chennai (India), where more than 90% of consumption is wind-powered, and sites in Chonburi (Thailand), Sanand (India) and Bad Rodach (Germany), which use their own solar energy facilities to produce between 20% and 30% of the energy they consume. 2022 will be devoted to further work to secure the Group's low-carbon energy supply and rolling out self-generated renewable energy wherever possible.

Valeo has also set the same CO_2 emissions objectives for its suppliers. To help reduce upstream Scope 3 emissions, Valeo has continued to deploy a vast plan aimed at measuring the emissions of all its product platforms through life cycle assessments. From 2022, this work will enable these platforms to implement emissions reductions measures, such as the use of low-emission materials, weight reduction and supporting suppliers in improving their carbon performance.

(1) Except 2019, which does not include the purchase of renewable energy.

(2) Scope 2 CO_2 emissions data for 2019 do not include the purchase of renewable energy for the purposes of Valeo's Carbon Plan, 2019 being the reference year.

To reduce CO_2 emissions related to the end use of products, Valeo will continue to expand its range of technologies that contribute to low-carbon mobility, in particular solutions for vehicle electrification, a field in which the Group is currently world leader. The Group is also continuing its efforts to use lighter materials and alternative technologies to reduce product weight and improve energy performance.

Lastly, Valeo has calculated the benefit for the planet from its electrification technologies for the very first time. By 2030, they will help to avoid 19.5 million metric tons of CO_2 emissions annually (see section 4.3.3 "Risk of non-achievement of Valeo's Carbon Plan commitments", page 238).

To monitor the plan, Valeo has set annualized CO_2 emissions reduction objectives (for each department concerned), backed by action plans for the internal networks contributing to them (Industrial, HSE, Purchasing, Transport and Logistics, R&D, Marketing and Sales). The achievement of these objectives is presented to the General Management at quarterly reviews, and from 2021 will be one of the criteria for the variable compensation of more than 1,500 senior executives.

Data on the plan's progress will continue to be reported each year in the Universal Registration Document and in Valeo's responses to the Carbon Disclosure Project (CDP) non-financial questionnaire. Starting with 2021, CO_2 emissions data on all the items covered by the Carbon Neutrality Plan have been included in the annual review of non-financial data carried out by the independent third-party (ITP), which is itself independent of the Statutory Auditors, in accordance with the French law on the disclosure of non-financial information by corporations (see section 4.8 "Independent third party's report on the consolidated non-financial statement", page 309).

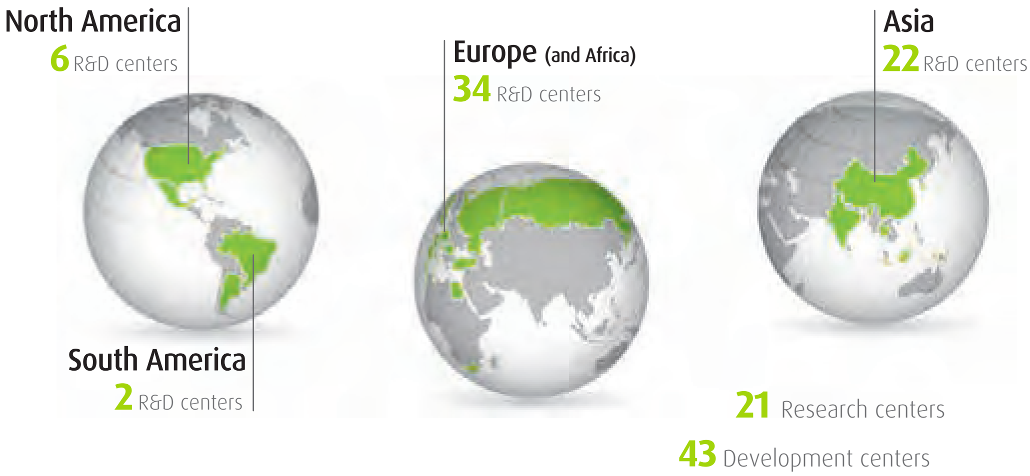
4.1.4 Sustainable development policies

At Valeo, sustainable development is built on four key axes – innovation, environmental eco-efficiency, employees and commitment to corporate citizenship – plus a range of associated policies.

Research and Development policy for safer, low-carbon mobility

A global Research and Development organization based on a platform structure and a global network of expertise and skills

GLOBAL RESEARCH AND DEVELOPMENT MAPPING IN 2021



Valeo's R&D is functionally and operationally structured around 21 research centers (fundamental research and advanced engineering) and 43 development centers (customer project launch teams). This organization is supported by the Group's significant gross Research and Development expenditure of 1,704 million euros in 2021, representing a negative 9.9% of its sales.

Among its research centers, Valeo founded an artificial intelligence center in Paris in 2017, combining academic research and industrial development. It has also run a Technical Center for Mobility in San Mateo, California since 2016.

In 2021, Valeo's Research and Development teams managed a combined total of 3,172 projects, compared with 2,911 in 2020, a direct result of the global health crisis and the slowdown in activity on certain projects.

In addition to this functional organization, Valeo has structured its product organization into 12 key technological platforms. They allow products to be developed very quickly using a range of technological building blocks, including hardware and software. The resulting solutions are manufactured on a very large scale, which helps to reduce their cost, but with the flexibility necessary to adapt them to the wide range of needs of vehicle manufacturers. The result is that a single product, like a 48V motor for instance, can take several forms for multiple uses. The aim is to be able to serve several customers with the same platform, based on a high level of standardization – up to 85% for certain technologies.

The 12 "platforms" break down as follows:

- five relating to vehicle electrification (48V machines, 48/12V converters, battery cooling systems, cabin thermal management, heat pumps);
- three from the Valeo Siemens eAutomotive joint venture for high-voltage (over 60V) electrical products (machine, inverter and chargers);
- four in the field of driving assistance (front cameras, driver monitoring systems, new generation Valeo SCALA® laser scanners and smart modules known as "PODs" combining sensors with their cooling and cleaning systems).

These technological platforms provide Valeo with a competitive edge by imposing high barriers to entry, and will allow the Group to sharply increase its average content per vehicle and deepen its resilience in a rapidly changing environment.

Lastly, at the global level, Valeo relies on a large network of researchers, engineers and technicians working in Research and Development, representing 14,730 people worldwide at the end of 2021, a significant proportion of whom are located in France (2,677).

Its global reach also builds on its own network of Experts, which has three levels: Expert, Senior Expert and Master Expert. It has a total of 1,377 Experts (products and production processes), an increase of 65% compared with the 835 registered when the network was created in 2014. It issues them with "research warrants" for periods of three years. They are tasked with defining best practices that will be incorporated into design standards and explaining them to newcomers. They are a driving force within the team, and are expected to spread their expertise throughout the network (see section 4.3.3 of this chapter, "Valeo's non-financial risks", paragraph "Risk related to developing and retaining talent", page 253).

Solutions for safer, low-carbon mobility

Both the automotive world and mobility more broadly are undergoing a paradigm shift (see Integrated Report, "On the road to cleaner and safer mobility", page 22).

Taking advantage of its technological positioning, Valeo aims to use its 12 platforms to meet the great demands placed on automotive mobility by positioning its products in line with the two major challenges of mobility in today's world:

- CO_2 emissions reduction, where Valeo relies on its large portfolio of products and solutions for electrification, enabling it to cover all types of vehicles;
- road safety and accident reduction, a notion often referred to as "zero vision", where Valeo draws on its unique expertise in ADAS (advanced driving assistance systems) and autonomous systems to increase the autonomy of the vehicle while providing safety to the driver and third-party road users.

Valeo also positions itself as an actor in the transformation of many uses of mobility, in particular urban mobility:

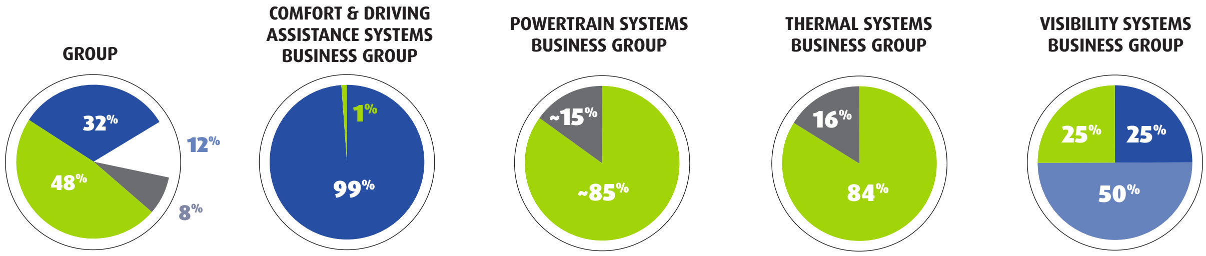
- in new mobility, with the emergence of various forms of micro-mobility (electric scooters, electric bikes, three-wheelers, etc.) in cities. This is one of Valeo's key strategic focuses to accelerate its expansion in emerging markets for small urban electric vehicles and in the electric bikes segment. The Valeo Smart e-Bike System is the first solution in the world to integrate both an electric motor and an adaptive automatic transmission in the pedal assembly. With this new electric assistance system, the bike adapts to the cyclist, and not the other way around. The gears change automatically and the algorithms instantly adapt to the amount of electric assistance the cyclist needs;
- in public transportation, where Valeo offers multiple solutions in the field of air conditioning systems for buses and coaches. Valeo's innovations provide practical, efficient solutions, regardless of the weather, the size of the vehicle, its powertrain type, or the nature (whether urban, peri-urban or long-haul) and duration of its journey. Valeo has developed emission-free heating and air conditioning solutions, as well as roof air conditioning systems (especially electric), using a heat pump, for hybrid and electric buses;
- in last-mile delivery, with the joint development of electric and autonomous delivery vehicles (droids) in partnership with Meituan Dianping, China's leading e-commerce service platform. The vehicle is powered by an all-electric 48V system, and can find its way all by itself thanks to its Valeo perception systems. It is perfectly suited to zero emission urban areas.

Value creation focused on CO_2 emissions reduction and safer mobility

Valeo has long specialized in designing systems that help reduce CO_2 emissions. In 2021, products that directly or indirectly contribute to reducing CO_2 emissions accordingly accounted for more than 60% of Valeo's original equipment sales[(1)]. Products contributing to safer mobility accounted for 44% of sales (see below for details by Business Group).

(1) Including Valeo Siemens eAutomotive.

GREENER AND SAFER MOBILITY IS CENTRAL TO VALEO'S STRATEGY



It is generally estimated that:

- one in three vehicles worldwide is fitted with a Valeo product that helps to reduce CO_2 emissions;
- nearly four in every ten new vehicles produced worldwide in 2022 will be fitted with mild hybrid electrical systems (up to 48V);
- two out of three vehicles equipped with high-voltage electrical systems launched by European automakers between 2019 and 2022 will be equipped with Valeo solutions;
- one in four vehicles produced worldwide is fitted with a Valeo ADAS.

More details on the contribution of Valeo's products to the threefold revolution can be found in Chapter 1 (section 1.3.1 "Comfort & Driving Assistance Systems", pages 57 to 61; section 1.3.2 "Powertrain Systems", pages 61 to 64; section 1.3.3 "Thermal Systems", pages 64 to 69; section 1.3.4 "Visibility Systems", pages 69 to 73).

Environmental policy

For nearly 30 years, Valeo has demonstrated its commitment to limiting the impact of its activities on the environment. The Group sets out its commitments in its Environmental Charter, drawn up by the Health, Safety and Environment (HSE) Department. These commitments also appear, as follows, in the Valeo Sustainable Development Charter:

- ensure the compliance of its activities with applicable laws and international agreements;
- deploy the ISO 14001 environmental management system at all sites;
- improve the environmental performance of its processes;
- eliminate the use of substances that are hazardous to the environment or health;
- improve energy performance in line with ISO 50001;
- optimize the transportation of people and goods in order to reduce greenhouse gas emissions;
- limit the use of natural resources and promote the use of renewable resources and energy;
- increase purchases of low-carbon electricity.

Industrial mapping of Valeo sites

In 2021, Valeo had 184 production sites, including the 144 main industrial sites included in the reporting of Valeo Group indicators (see section 4.6.1 "Sustainable development reporting methodology", page 300).

The Group has made some changes to its industrial activities, resulting in a reduction in the reporting scope from 151 to 144 sites between 2020 and 2021. The Powertrain Systems Business Group closed its Maua site (Brazil) after combining its activity at the Campinas site (Brazil). The Visibility Systems Business Group reduced its scope by four sites, transferring its activities from the Misato and Oura sites to the Fujioka site (Japan), selling its Interlagos site (Brazil), and closing its Wuhu site (China). The Valeo Service Business Group decided to outsource some of its stores and to close its site in Hampton (United States). In the Thermal Systems Business Group, the legacy site in Shashi (China) was closed and its activities transferred to the Jingzhou site (China). The indicators of the production units transferred to the Shashi site are now consolidated with those of the Jingzhou site. In 2021, the Thermal Systems Business Group's Tangier site was added to the Group's consolidated reporting scope.

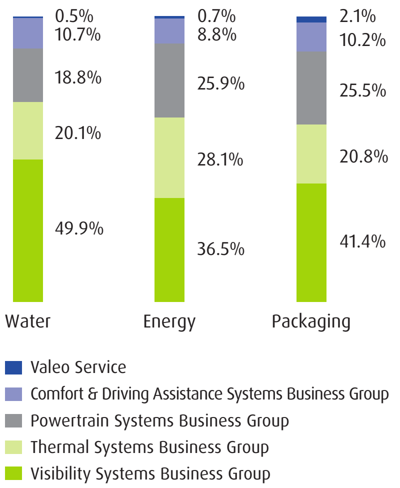
The mapping of the Group's 144 industrial sites has been updated in the table below.

	Number of sites	Comfort & Driving Assistance Systems	Powertrain Systems	Thermal Systems	Visibility Systems	Valeo Service
Manufacturing	144	20	38	40	39	7
Assembly/installation	127	18	35	37	36	1
Processing	89	12	30	24	22	1
Injection molding	66	11	10	16	29	0
Heat treatment (ovens, furnaces)	92	12	29	22	29	0
Painting/varnishing	64	10	14	10	30	0
Welding	75	10	24	25	16	0
Use of vanishing oils (VOC-emitting*)	34	2	7	18	7	0
Degreasing (surface cleaning)	64	6	20	17	21	0
Surface treatment (altering the surface properties of a part)	44	3	10	12	19	0

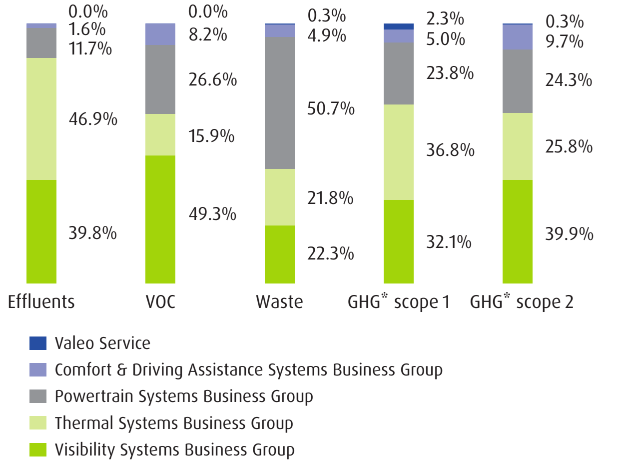
* *See sustainable development glossary, page 308.*

The Group's main consumption items and emissions by type of activity

BREAKDOWN OF RESOURCE CONSUMPTION



BREAKDOWN OF EMISSIONS, DISCHARGES AND WASTE



* *See sustainable development glossary, page 308.*

The charts above show that the Visibility Systems Business Group remains the largest consumer of resources (water, energy, packaging) and also the most liable to generate atmospheric emissions of VOCs and indirect CO_2 emissions (Scope 2). They also show that the Powertrain Systems Business Group remained the biggest producer of waste by weight in 2021.

Under the impetus of the Sustainable Development Department and the Health, Safety and Environment (HSE) Department, the Group has drawn up a **new five-year plan** for the period to 2025, covering greenhouse gas (GHG) emissions and resource consumption indicators. This plan is a step towards achieving carbon neutrality by 2050 ("CAP 50" plan) (see section 4.2, paragraph "2025 sustainable development plan", page 229). Each of the Group's Business Groups will be autonomous as regards the human and material resources devoted to the work needed to achieve the new objectives set out in the five-year plan. The Group will hold quarterly steering committee meetings with all the Business Groups to monitor the initiatives taken as part of the carbon reduction plan.

Organization of the Health, Safety and Environment (HSE) network

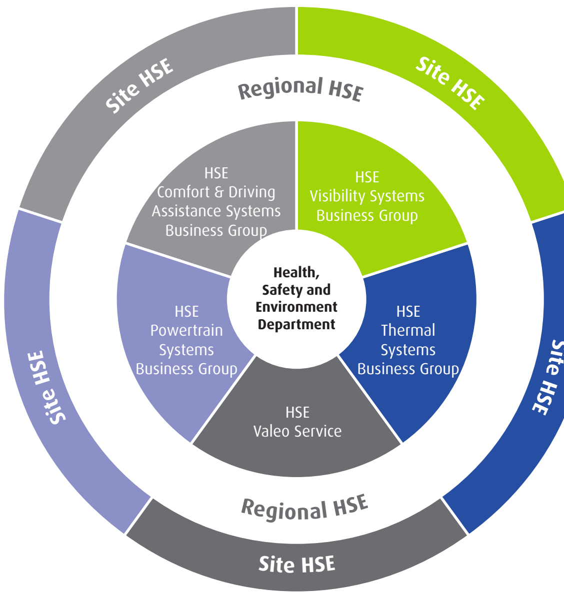
The Health, Safety and Environment (HSE) Department develops policies for the health and safety of people. Its policies also cover environmental aspects as well as the security and safety of buildings and facilities, drawing on standards and tools to carry out its work. The rollout of these standards and tools is in turn based on **an organization broken down by Business Groups, regions and sites:** around 400 people are therefore responsible for meeting the commitments of the Group's environmental policy and achieving its goals, and are also involved in the daily management of the Group's HSE challenges.

In 2021, the **Health, Safety and Environment (HSE)** Department was made part of the Group's Human Resources Department.

In the Business Groups, the HSE managers report to the Industrial Department and work closely with the Human Resources Department. Their aim is to spread Group standards and best practices between the sites of their respective Business Group and to promote the implementation of operational directives and investment requests in order to reduce the environmental footprint.

Since 2018, the network's organization has been strengthened by the appointment of **HSE managers** in several **regions.** They each supervise a maximum of 15 sites to allow them to effectively relay messages and to provide regular expertise and operational assistance to help provide better control of Group standards and tools.

With the onset of Covid-19 in 2020, Valeo set up a **Health Committee** in each country, which includes an **HSE coordinator.** The Health Committees oversaw the rollout and monitoring of changes to the Valeo Reinforced Health Protocol at national level. The HSE coordinator organized cross-audits, promoted the sharing of best practices, indicators and relevant information between sites, and to maintain responsiveness, vigilance and a level of excellence in pandemic-related prevention and treatment measures across all sites throughout the year.



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Lastly, the **Site HSE manager** is tasked with implementing Group standards in respect of workplace health and safety, environmental aspects, and the security and safety of buildings and facilities. HSE managers lead and coordinate existing management systems and train staff on compliance with internal and external requirements.

Demanding risk control standards

The **Risk Management Manual** contains all of Valeo's standards (known as operational directives) with respect to the environment, workplace health and safety, and the safety and security of facilities.

The Risk Management Manual includes a specific chapter on **crisis prevention and emergency response plans.** Several years ago, Valeo established the Valeo Emergency and Recovery Management (VERM) system to assist in the design and implementation of emergency response, crisis management and business recovery plans. The tool establishes mandatory drills for on-site events such as fire, explosions, virus contamination and accidental pollution, leaving each site scope to identify other relevant scenarios such as earthquakes or floods.

Each site is then required to implement procedures, response sheets or lists of contacts to use in the event of a crisis, for each phase from triggering the alert to business recovery, including intervention and securing people and the site.

In 2020, it proved particularly useful in preparing all of our sites for the management of Covid-19 infections.

Environmental expenditure and investment

Operating expenses relating to the environment amounted to 17.3 million euros in 2021. They include the cost of waste treatment, analysis of effluents, operation of internal treatment plants and environmental studies. In addition to these expenses, 0.4 million euros was spent to clean up active sites.

In 2021, Valeo invested 23.1 million euros in environmental protection at its active sites. This includes the cost of installing air treatment systems, fitting retention tanks for better management of hazardous materials and creating waste storage areas.

Employee policy

This year the Group's employee policy was focused in particular on managing the return to normal working conditions after a year deeply affected by the pandemic, compounded by the semiconductor crisis. The Human Resources Department endeavored to meet the Group's two priorities, namely protecting the health of all employees and ensuring business continuity.

Ensuring our employees' health and safety remained our priority. In 2020, the Group established a strict and demanding health protocol. It was maintained and improved in 2021, allowing all sites to operate as normal, while ensuring maximum protection for all employees. The protocol was audited, mandatory, and applicable systematically and consistently at all Valeo sites worldwide, whether in plants, R&D centers or head offices.

The pandemic was compounded by the semiconductor crisis, which forced production into stop-and-go mode. Cost variabilization resulted in workforce adjustments, with less use of temporary contracts and the implementation of short-time working measures at some sites. In countries where this was possible, Valeo obtained government aid to support short-time working.

From a longer-term perspective, each country conducted negotiations in order to preserve the competitiveness of the Group's activities locally, as well as employment. In France, Valeo renewed its agreement on the use of short-time working measures. The Group kept the commitment it made in 2020 to keep all sites open and to refrain from any mandatory redundancies in France until 2022.

The Human Resources Department's priorities are shown in the materiality matrix (see section 4.1.2 of this chapter "Sustainable development challenges and non-financial risks", pages 211 to 215). They form the foundations of the Group's actions with respect to:

- safety and working conditions;
- attracting and retaining talent;
- promoting diversity, equity and inclusion;
- respecting and promoting fundamental rights.

Based on these four priorities, the Group has identified **three main risks:**

- health and safety (see section 4.3.3 "Valeo's non-financial risks", paragraph "Health and safety risk", pages 247 to 251);
- attracting talent (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to attracting talent", pages 251 to 253);
- developing and retaining talent (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to developing and retaining talent", pages 253 to 257);

and **three forms of engagement:**

- quality of life at work (see section 4.5.4 "Employee-related commitments", paragraph "Quality of life at work", page 286);
- promoting diversity, equity and inclusion (see section 4.5.4 "Employee-related commitments", paragraph "Respecting and promoting diversity, equity and inclusion", page 288);
- respecting and promoting fundamental rights (see section 4.5.4 "Employee-related commitments", paragraph "Promoting and respecting fundamental rights", page 291).

Change in Valeo's headcount

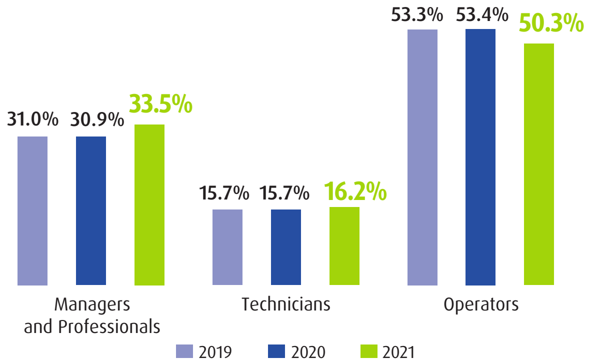
CHANGE IN THE TOTAL HEADCOUNT OVER THREE YEARS

Headcount at December 31	2019	2020	2021	Change (2021/2020)
Managers and Professionals	32,013	30,562	31,581	+3.3%
Technicians(1)	16,203	15,488	15,217	-1.7%
Operators	55,202	52,818	47,371	-10.3%
Registered headcount(2)	**103,418**	**98,868**	**94,169**	**-4.8%**
Temporary staff	11,282	11,432	9,131	-20.1%
TOTAL HEADCOUNT	**114,700**	**110,300**	**103,300**	**-6.3%**
of which:				
• Permanent staff	86,000	84,638	82,433	-2.6%
• Non-permanent staff (fixed-term and temporary)	28,700	25,698	20,867	-18.8%
Average headcount(3)	**114,525**	**108,425**	**104,500**	**-3.6%**

(1) Employees on internships, Volontariat International en Entreprise (VIE) programs and combined work-study arrangements (apprenticeship or professional training contracts) are counted as technicians.
(2) The registered headcount corresponds to permanent and fixed-term employees.
(3) The average headcount is the sum of the Group's total headcount in each quarter divided by 4.

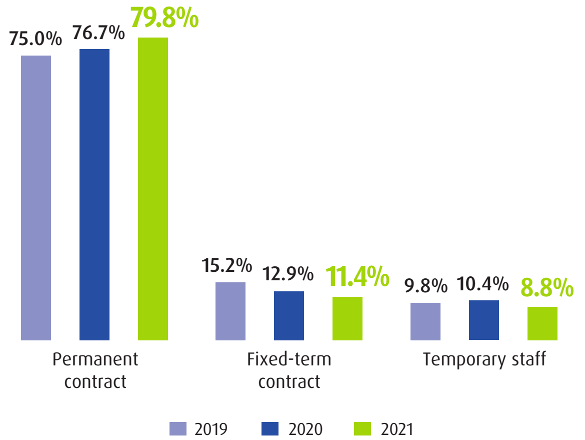
At December 31, 2021, Valeo had 103,300 employees, 6% fewer than in 2020.

BREAKDOWN OF REGISTERED HEADCOUNT BY SOCIO-PROFESSIONAL CATEGORY



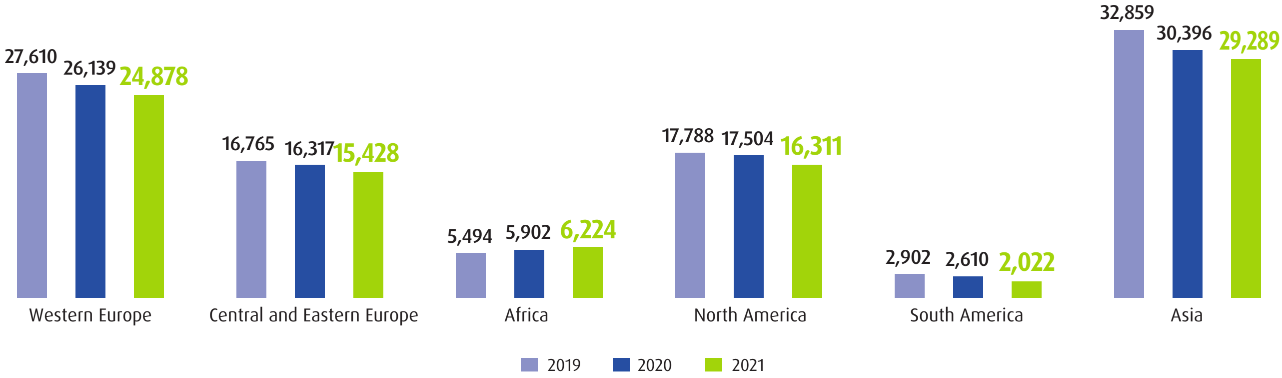
One of Valeo's major challenges in 2021 was the variabilization of the workforce in the wake of the global pandemic and disruption in the supply of semiconductors. While the Group's total headcount fell by 6% in 2021, the respective share of Managers and Professionals was actually up, and that of operators was down. This change is attributable to the use of the flexibility resulting from the non-renewal of fixed-term contracts.

BREAKDOWN OF REGISTERED HEADCOUNT BY CONTRACT TYPE



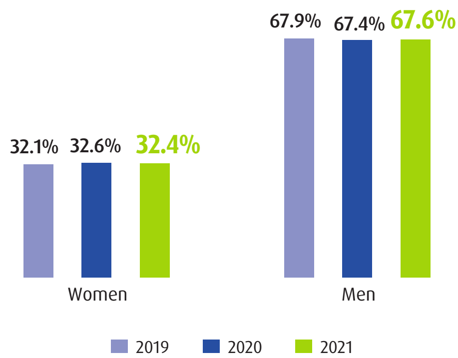
The automotive market is cyclical, and considerable flexibility is required to constantly adapt production capacity to fluctuating demand from customers around the world. That is why Valeo employed interim staff (fixed-term and temporary contracts) representing 20.2% of its total workforce in December 2021. The 1.5 percentage point decline in fixed-term and temporary contracts is the direct consequence of cost variabilization measures. The proportion of permanent contracts in the total headcount increased by 3.1 percentage points between 2020 and 2021. The increase is a result of the Group's decision not to carry out a large-scale redundancy plan, in particular thanks to the measures negotiated in competitiveness agreements in the different countries, including short-time working measures. The increase in recruitments on permanent contracts at a time where specialized profiles are essential for the continuity of operations also has a positive impact on the percentage of permanent contracts.

BREAKDOWN OF REGISTERED HEADCOUNT BY GEOGRAPHIC AREA



In the context of the global pandemic, all geographic areas, with the exception of Africa, saw a decline in headcount. It was most significant in South America (down 23%) and North America (down 7%) due to the closure of a plant in Canada following the shutdown of production by our customer and the discontinuation of an activity sold in Brazil (Interlagos). Africa experienced slower growth in its headcount, with increases of 13% between 2019 and 2020 and 5% between 2020 and 2021.

BREAKDOWN OF REGISTERED HEADCOUNT BY GENDER



The proportion of women within the Group was stable, with a 0.2 percentage point decline between 2020 and 2021. Despite the difficult economic climate, Valeo continues to set ambitious objectives in order to make progress in terms of diversity in the recruitment phase (see section 4.5.4 "Employee-related commitments", paragraph "Respecting and promoting diversity, equity and inclusion", pages 288 to 291).

Strategy and organization

Human resources are central to Valeo's strategy, to support its positioning as a technological leader and its profitable growth.

Attracting and developing talent in an empowering environment based on strong values is a means of rising to the various current and future challenges.

In addition, the Human Resources Department defines and implements Corporate Social Responsibility and diversity objectives within a framework of quality social dialog that strikes the best balance between financial requirements and employee satisfaction.

The Human Resources strategy is based on a comprehensive approach, taking into account specific cultural, economic and market conditions.

It is rolled out through the "One HR" organization, which is based on three pillars:

- close support for operational teams by dedicated Human Resources teams;
- expertise in specialized areas of Human Resources;
- the pooling of Human Resources to improve efficiency and quality of services.

This "three pillars" model is being developed at each level of the organization: in the Group Human Resources Department, in each Business Group, in each country and in certain Product Families and Product Lines.

A second phase in the transformation of the Human Resources organization has been launched to establish "Valeo Employee Services" (VES), which centralizes and optimizes all personnel administration tasks for a single country, in particular those relating to recruitment, pay and training. The transformation also involves digitalizing processes. In 2021, 21 new VESs were rolled out within the Group.

Social policy

Valeo's social policy is structured around two key challenges:

- sustainable development requirements with regard to suppliers;
- a commitment to ecosystems and local populations.

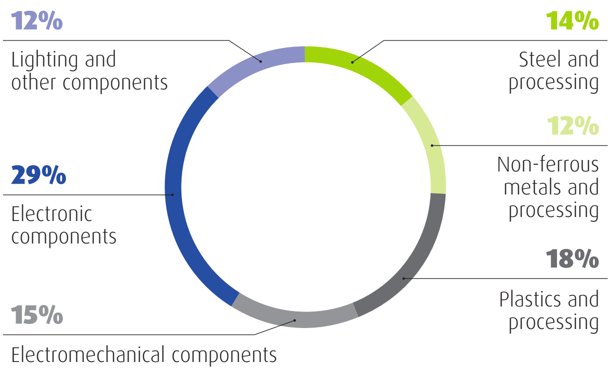
Sustainability requirements for Valeo's suppliers

The Valeo Group's main suppliers and purchases

KEY FIGURES IN 2021

- 2,166 suppliers account for 95% of the amount of direct purchases (manufacturing purchases);
- 532 suppliers are French;
- 50 suppliers account for 26% of the amount of indirect purchases (maintenance, subcontracting, travel, supplies, etc.);
- 82% of the amount of the Group's production purchases is subject to an annual assessment of sustainable development choices among a representative sample of suppliers. 71% of those surveyed responded to the annual assessment.

BREAKDOWN OF PURCHASES BY COMMODITY IN 2021



The Group's purchases can be divided into six main components or systems, referred to as commodities: steel and processing, non-ferrous metals and processing, plastics and processing, electromechanical components, electronic components and systems, and lighting and other components. Strategic decisions relating to these categories are centralized at Group level, where they are each managed by a designated Commodity Manager.

Directives for sustainability in the purchasing policy

Valeo's purchasing policy is built on three directives:

- quality and service, which aims to ensure optimal products, process and service quality;
- competitiveness, one of the key constraints in the automotive sector;
- innovation and advanced technology to support Valeo's strategic choices.

These three directives provide the framework for the goal of achieving sustainability in the purchasing policy, which involves:

- facilitating an understanding of the risks of a breakdown in the supply chain by taking into account a wider range of risk factors, known as sustainability factors (integrating the governance, social, environmental and fundamental rights dimensions, etc.);
- boosting suppliers' competitiveness by guiding them towards continuous improvement practices in terms of optimizing logistics and environmental costs, reducing energy costs, etc.;
- putting down deep roots in local ecosystems, applying a purchasing location policy at a regional level.

As part of Valeo's Carbon Neutrality Plan, the competitiveness of suppliers is being strengthened by paying greater attention to their ability to manage their overall carbon impact (sourcing, transformation, transport, end-of-life) and to set CO_2 emissions reduction targets for their own operations and those of their suppliers.

The first two aspects of the goal of promoting sustainability among Valeo's suppliers are discussed in section 4.3.3 of this chapter, "Valeo's non-financial risks", paragraph "Risk related to suppliers' sustainable development practices", pages 258 to 262. The purchasing location policy is discussed below.

Signing the Charter of Intercompany Relations

Following the initiative of the French Ministry of Economy and Finance aimed at improving relations between large order-givers and their suppliers (micro-enterprises and SMEs), Valeo signed the Charter of Intercompany Relations on January 10, 2012, now known as the Responsible Supplier Relationships Charter.

The aim is to build balanced long-term relationships between large corporations and their suppliers, with the parties acknowledging and respecting each other's rights and obligations.

The charter requires that each signatory appoint a supplier representative to act as an internal mediator to facilitate the settlement of any disputes with suppliers and to help develop healthy long-term relationships. The internal mediator was appointed on March 13, 2012 and is still in place.

Key initiatives in 2021

As in previous years, Valeo continued its in-depth assessment of its suppliers' work in the field of sustainable development, based on its annual self-assessment questionnaire on sustainable development choices, with a representative sample of suppliers covering 82% of the Group's production purchases in 2021.

2021 was also devoted to integrating the objectives assigned to the Purchasing function within the framework of the Carbon Neutrality Plan into tools for onboarding suppliers, particularly in terms of assessing and auditing the maturity of their handling of carbon emissions. Requirements for measuring and controlling consumption, energy sources and emission levels in supplier assessments in 2021 were strengthened.

A commitment to local ecosystems and their population

Valeo sites, actors in their regions

Valeo's sites contribute to the economic and social fabric of the regions where the Group operates. Its sites have multiple impacts: they are consumers, employers, spending centers, local economic agents, and actors in the development of human capital, and participate in creating and enhancing the appeal of businesses through transfers of competences.

Valeo has a policy of encouraging its sites to take responsibility and to support local initiatives around the world. To achieve this, Valeo has set the following two guidelines for each site:

- commit to building local ecosystems by:
  - forming partnerships with the world of education and local training,
  - participating in the structuring and existence of local research ecosystems;
- promote initiatives in favor of and alongside local populations.

For two years, Valeo has encouraged the Group's sites to establish academic partnerships at all levels. In 2021, 80% of sites established partnerships with local universities and engineering schools, and nearly 47% with primary and secondary schools.

Promote the commitment of Valeo's sites worldwide

Each site organizes local plant initiatives that reflect locally identified needs and are consistent with their capacities. With the assistance of the Human Resources departments and Research and Development managers, the site managers decide on actions that can be carried out to help the local population and employees. The Group offers avenues for thought, backed by examples of best practice circulated internally and evaluated through questionnaires.

At the end of each year, Valeo takes stock of the actions undertaken at its sites. The most effective and useful initiatives are showcased via internal and external communication channels to encourage other sites to support the same sort of actions. For example, articles from the ValeOnline Newscenter, emailed to Group employees, discuss some of the outstanding site initiatives. Valeo also highlights local plant engagement in publications, such as the Management Report, by explaining and developing the purpose and results of their initiatives. In 2021, despite the commitment shown by all plants over the past five years, only 72% of them implemented at least one social initiative. This decline is attributable to the management of the health crisis and the application of a protocol aimed at limiting physical interactions (so as to limit the risks of contamination and circulation of the Covid-19 virus). As these initiatives by definition involve human contact, they were scaled back in 2021.

Compliance Programs

In 2021, Valeo's Ethics and Compliance Office continued to support operational staff in the implementation of its various Compliance Programs.

The Group's Compliance Programs are designed to prevent a number of risks associated with inappropriate behavior. They are run by General Management and the Ethics and Compliance Office, endorsed by all management teams, and relayed worldwide by Compliance Champions, Data Protection Champions and Data Protection Officers. The programs cover the fight against corruption and anti-competitive practices, compliance with economic sanctions and export controls, and the protection of personal data.

Designed in line with the highest international standards, including France's Sapin II law, the Foreign Corrupt Practices Act (FCPA) and the General Data Protection Regulation (GDPR), the Compliance Programs break down into different principles, policies, instructions, recommendations, tools and training modules.

They are based on a Code of Ethics and risk mapping, and a set of internal rules that:

- concretely and operationally reflect Valeo's determination to comply with regulations and prevent identified risks;
- describe prohibited practices using a range of illustrations and examples;
- define the conditions and prerequisites for acceptable conduct regarding business relationships and alliances;
- establish procedures for implementing and monitoring the effectiveness of the Compliance Programs; and
- help to prevent and detect risks, and implement corrective action plans as appropriate.

The Compliance Programs come with a range of awareness and training campaigns aimed at newcomers, as well as Managers and Professionals, along with those people identified as the most exposed.

Training courses, whether generic or targeted in light of a particular need or activity, are subject to rigorous and systematic monitoring by Group's Human Resources Department and the Ethics and Compliance Office, with mandatory catch-up sessions. Awareness-raising involves recurring and regular communication campaigns. 2021 saw the rollout of large-scale, targeted and multilingual distance learning and awareness-raising campaigns, notably on personal data protection and the fight against corruption.

The Compliance Programs are rolled out globally by the Ethics and Compliance Office, with the support of Compliance Champions, Data Protection Champions and Data Protection Officers, who are experienced executives known and acknowledged by their peers and their teams. Drawing on their detailed knowledge of the specificities of their network, country, Business Group or Activity, they help relay the entire program to their teams, and guide employees on these challenges, thereby actively supporting its implementation at all levels of the organization.

In 2021, these programs were regularly evaluated and adjusted to ensure that the content fully matched the needs.

The **Anti-Corruption Program** has been clarified in the light of corruption risk mapping carried out in 2021 by country, by function and by Business Group or Activity. Additional tools have been made available to operational staff to deal with the risks identified in the Group's various operations.

Moreover, fair trade practices, mutual respect and integrity among partners, customers, suppliers and other stakeholders are the foundations of long-term, quality and mutually beneficial relationships. This set of rules is reflected in the Valeo Business Partner Code of Conduct. The free training program made available to Valeo business partners has been updated. The Group is rigorous in its selection of third parties liable to represent it, with a view to forming honest and lasting partnerships, and meeting its obligations as regards both the fight against corruption and respect for international economic sanctions.

In view of the situation in 2021, **international economic sanctions, export control regimes and their applicability to Valeo products** were closely monitored, and the compliance program, which sets the conditions for developing business relationships with potential partners (customers, suppliers, etc.) located in or linked to countries targeted by international sanctions, was adjusted accordingly. Updates were rolled out with the support of the Operations Committee and the Compliance Champions as part of a regular communication and awareness campaign.

In 2021, the intuitive **Whistleblowing System** accessible to employees and stakeholders via a dedicated and secure platform available free of charge 24/7 was the subject of a vibrant and illustrated mass communication campaign conducted systematically in all of Valeo's host countries, and at each of its sites.

The system allows all employees and stakeholders to issue detailed, confidential – even anonymous – and documented alerts, either orally or in writing, by filling out a predefined questionnaire in the language of their choice. Access to the system is provided via a European service provider operating in Europe. It is available on PC, smartphone or tablet, or via a link or QR code.

The **protection of personal data** has become a global issue and is subject to specific regulations in virtually all of the countries in which Valeo does business. The Data Protection Program, initially developed in accordance with the General Data Protection Regulation (GDPR), has accordingly been redesigned to meet international standards. The Valeo Data Protection Principles (VDPP), which are applicable worldwide, form the basic framework. They are rounded out where necessary, depending on local regulations, with principles specific to the various countries in which Valeo operates.

The program, rolled out in 2020 through a global communication and awareness campaign, now also features practical tools specific to the various departments, developed in light of their activities and needs in terms of personal data collection and processing. The rollout of these tools has given rise to numerous training and team support sessions by the Data Protection Office.

In addition, in the current health situation, Valeo's Covid-19 protocol has been equipped with a very strict personal data protection system.

4.1.5 Risks and opportunities related to climate change (TCFD)

Valeo presents the following summary of its governance, analysis, risk management and indicator monitoring activities related to the fight against climate change, and is compliant with the recommendations issued by the Task Force on Climate-related Financial Disclosures (TCFD).

Climate change: Valeo's resilient business model and risk management system

In the face of climate change, its impacts on human and economic activity, and high levels of local pollution, councils and national governments are tightening their environmental regulations. These factors, as well as the quickening pace of social and technological change, have prompted profound technological renewal and change in business models across the automotive sector.

In response to this transformation and as an industrial and technological player in the electric mobility market, Valeo has established a business model and risk management system that are consistent with the long-term objectives of progressive carbon neutrality for the mobility and transportation sector. Its business model and risk management are also in line with international methodology guidelines for addressing climate change risks[(1)], in particular the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD)[(2)]. The use of this framework for the publication of financial and non-financial information is expected to increase in the coming years, in line with changes in the TCFD recommendations[(3)].

1. Governance: an integral part of its governance, General Management and the Board of Directors are responsible for the Group's strategic positioning and risk management. Risk strategy and assessment is reviewed by the Governance, Appointments & Corporate Social Responsibility Committee and the Board of Directors. From this year, Valeo will take into account CO_2 emissions reduction and sustainable development criteria when determining the variable compensation of more than 1,500 senior executives (see Chapter 3, "Corporate Governance", page 107).

2. Strategy: anticipating these transformations in the automotive sector, Valeo has built a strategy in step with the gradual electrification of mobility, which incorporates transition risks and opportunities. Valeo has also adapted its production facilities to meet the requirements of reducing its carbon footprint (transition risks) and in response to the impacts of climate change (physical risks):

- Valeo's strategic decision to contribute to the transition to sustainable mobility has resulted in the progressive creation of a comprehensive technological portfolio of electrification solutions for all types of vehicles – from small urban vehicles to trucks, buses and other large vehicles. This choice, validated by automaker customers, is consistent with environmental regulations for vehicles worldwide (see section 4.3.3 "Risk of non-achievement of Valeo's Carbon Plan commitments", pages 238 to 244). In 2021, products that directly or indirectly contribute to reducing CO_2 emissions accounted for 60% of Valeo's original equipment sales;
- the potential impacts of climate change are taken into account in the management of risks relating to industrial operations and processes (see section 2.1.1 "Risks related to changes in the technological environment", page 87).

Valeo's strategic choices and the diversity of its technological offer make its business model resilient to the varying pace of transition to low-carbon mobility. Valeo estimates that the automotive and new mobility markets will represent an addressable market of more than 130 billion euros in 2030 (see Integrated Report, "On the road to cleaner and safer mobility", page 22).

3. Risk Management: linked to the impacts of climate change, risk management is based on an analysis of financial, operational strategic and non-financial risks, which are reviewed and reassessed regularly. The internal risk management actions and tools are described annually (see Chapter 2, "Risks and Risk Management", page 85 and Chapter 4, "Non-financial Information Statement", page 235), and reviewed and validated by the Risks Committee and the appropriate committee of the Board of Directors. In 2021, Valeo conducted its first ever detailed analysis of the risks and opportunities (physical and transition) related to the impacts of climate change. The work was presented to the Group's Risks Committee and resulted in requests for more in-depth analysis, which will be conducted in the years to come. The Risks Committee decided that this work should be subject to specific reviews in 2022.

4. Metrics and Targets: the indicators for risk management, business model resilience (mainly the proportion of sales derived from products contributing to the reduction of CO_2 emissions) and CO_2 emissions are presented annually (see section 4.2, "Non-financial performance objectives and indicators", page 229). In 2021, Valeo presented a Carbon Neutrality Plan for 2050, covering its entire value chain (including its suppliers, operational activities and products). Annual objectives and monitoring of their achievement were established in 2020, with indicators to be published each year from 2021 (see section 4.1.3 "Valeo's Carbon Plan for 2050", page 216).

The methodology tools for modeling CO_2 emissions linked to the use of products have been reviewed as part of Valeo's Carbon Neutrality Plan. The methodology is presented in the Universal Registration Document (see section 4.3.3 "CO_2 emissions related to the use of Valeo products (Scope 3)", page 239).

(1) In particular, the CDP questionnaire on climate change, assessing the transparency and sustainable development performance of enterprises, organizations and other bodies, which has developed one of the leading methodologies for monitoring risks and opportunities related to climate change.

(2) The TCFD is an international working group bringing together experts from major business sectors, banks and rating agencies, which has proposed a methodological framework for reporting risks and opportunities related to climate change. It was established at the initiative of the Financial Stability Board. Established as a forum in 1999 at the initiative of the G7, the Financial Stability Board (FSB) was institutionalized by the G20 heads of state and government at the 2009 London Summit. Its main purpose is to strengthen the international coordination of financial regulatory reform. To that end, the FSB monitors the implementation of reforms, notably through mutual assessments, by promoting cooperation between authorities and assessing financial sector vulnerabilities, including vulnerabilities to climate change.

(3) The TCFD regularly updates and extends the use of its initial guidelines (https://www.fsb-tcfd.org/wp-content/uploads/2019/06/2019-TCFD-Status-Report-FINAL-053119.pdf).

4.2 Non-financial performance objectives and indicators

2025 sustainable development plan

Following a review of the actions and outcomes of the 2016-2020 five-year plan, Valeo has set new sustainable development objectives for 2025, in line with its innovation, environmental eco-efficiency and commitment to labor and corporate citizenship axes. As 2020 was not a year of normal business for the Group due to the Covid-19 crisis, Valeo has chosen to use 2019 as the reference year for its new 2021-2025 five-year plan, rather than 2020.

The objectives, which reflect the Group's priorities, have been formalized in a collaborative approach in partnership with the departments concerned and in line with the results of the materiality analysis.

Measuring progress involves identifying a major challenge for each theme, and evaluating the achievement of the associated targets through one or more key performance indicators. The following performance chart sets out the Group's main objectives and key performance indicators.

The 2025 environmental objectives are aligned with the CO_2 emissions reduction trajectories for 2030 and 2050, in line with Valeo's Carbon Neutrality Plan announced on February 4, 2021 and described in 4.1.3 "Valeo's Carbon Plan for 2050". As part of its Carbon Neutrality Plan and its intermediate target for 2030, Valeo discloses its annual emissions readings in absolute terms (in line with the target set in the SBTi commitment for 2030). Under the previous plan, the indicators were broken down by intensity (tCO_2/€m); for reasons of transparency and readability of information, these indicators have continued to be monitored.

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For 2021, 9 of the 14 reported performance targets were met.

AXES	CHALLENGES	KEY INDICATORS	2019 RESULTS[1]	2021 RESULTS	2021 OBJECTIVES	2025 OBJECTIVES	REFERENCE SECTIONS
INNOVATION	Carbon Neutrality Plan and Low-Carbon Mobility Solutions	CO2 emissions reduction across all operating activities, suppliers and the end use of its products (Scopes 1, 2 and 3) – Approved by SBTi *(in MtCO2)*	49.6	46.2	48.1	45.3	4.3.3, page 238
		Share of products contributing to the reduction of CO2 emissions *(as a % of sales)*	57%	60%	> 50%	> 50%	4.1.4, page 219
ENVIRONMENTAL ECO-EFFICIENCY	Energy and carbon efficiency of production	Direct (Scope 1) and indirect (Scope 2) emissions as a proportion of sales *(tCO_2/€m)*	57.6	45.2 -22%	50.0 -13%	40.0 -31%	4.5.3, page 280
		Energy consumption as a proportion of sales *(MWh/€m)* and change vs. 2019 *(%)*	142	161 13%	140 -1%	134 -6%	4.5.3, page 280
		ISO 50001 energy management certification *(% of sites)*	18%	31%	23%	40%	4.5.3, page 275
	Discharges and waste	Production of hazardous and non-hazardous waste as a proportion of sales *(t/€m)*	16.4	14.8 -10%	16.0 -2%	15.0 -9%	4.3.3, page 244
	Water	Water consumption as a proportion of sales *(cu.m/€m)*	197	204 4%	193 -2%	185 -6%	4.5.3, page 276
EMPLOYEES	Health and safety	Accident frequency rate 1 (FR1): number of accidents with lost time per million hours worked	1,9	1,2	< 1,9	< 1[3]	4.3.3, page 247
	Promoting diversity	Gender equality index	82,0	86,3	85	90	4.5.4, page 288
	Skills	Number of hours of technical training *(in thousands of hours)*	1,772	1,743	2,500	3,000	4.3.3, page 253
	Quality of life at work	Rate of compliance with the "Building a well-being environment" roadmap	61%	74%	70%	75%	4.5.4, page 286
COMMITMENT TO CORPORATE CITIZENSHIP	Purchasing and sustainable development	Share of production purchases for which the suppliers' sustainable development practices were assessed during the year *(% of total purchases)*[2]	80%	82%	81%	82%	4.3.3, page 258
	Local integration	Organization of initiatives and events by the Valeo sites with educational and vocational training institutions *(% of sites)*	68%	70%	77%	85%	4.5.5, page 294
	Local communities	Share of sites participating in the "One Plant, One Initiative" program	50%	55%	66%	100%	n/a

(1) 2019 is the reference year under the new 2020-2025 plan.

(2) In application of the Sustainability-Linked Bond (SLB) principles, which highlight as a second criterion the extent to which Valeo's suppliers adhere to its sustainable development principles, the Group has undertaken to increase the percentage of the smallest suppliers assessed from 2021. The assessment target of 82% of purchase volumes by 2025, set in 2019, was actually achieved in 2021, pointing to rapid progress in the granularity of the hundreds of smaller suppliers to be assessed. This is exactly the type of progress expected in the value chain, where the Group must now capitalize on deeper awareness of sustainability principles among SMEs. Constant work is done within the strict perimeters of large groups.

(3) The continuous improvement of FR1 since 2020 has encouraged the Group to adjust its 2025 target from <1.7 to <1.

Non-financial performance indicators

Technological indicators

	Section	Unit	2019	2020	2021
KEY RESEARCH AND DEVELOPMENT INDICATORS					
Gross Research and Development expenditure *(as a % of sales)*(1)	4.1.4		10.5%	10.1%	9.9%
Net Research and Development expenditure *(as a % of sales)*(1)	4.1.4		8.0%	10.3%	8.7%
Research and Development headcount	4.1.4		19,900	18,480	14,730
Number of customer projects managed	4.1.4		3,270	2,911	3,172
Number of collaborative projects funded	4.5.2		>50	>50	>50
Number of patents filed	4.5.2		1,698	1,174	1,448
Proportion of innovative products(2) in the order intake	1.5.6		47%	56%	45%
RESOURCE AND ECO-DESIGN INDICATORS(3)					
Sales (reference)		€k	18,749	14,991	17,137
Consumption of heavy metals	4.3.3	t	11.5	3.8	1.7
Consumption of heavy metals/sales	4.3.3	kg/€m	0.6	0.3	0.1
Consumption of chlorinated solvents	4.5.3	t	1.04	0.0	0.0
Consumption of chlorinated solvents/sales	4.5.3	kg/€m	0.05	0.0	0.0
Consumption of CMR substances(4)	4.3.3	t	140.6	118.0	102.4
Consumption of CMR substances(4)/sales	4.3.3	kg/€m	7.5	7.9	6.0
Consumption of recycled plastics	4.5.3	kt	9.0	3.5	2.4

(1) Excluding the Top Column Module business.
(2) Products and technologies in series production for less than three years, excluding Valeo Siemens eAutomotive, FTE automotive and Valeo-Kapec.
(3) Sales calculated for the period from October 1 of the prior year to September 30 of the year under review, as specified in the methodological note on pages 300 to 301.
(4) See sustainable development glossary, page 308.

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Environmental indicators

	Section	Unit	2019	2020	2021
INDUSTRIAL MAPPING OF VALEO SITES(1)					
Total sales across all sites in reporting scope(2)	4.1.4	€m	18,749	14,991	17,137
Number of sites in reporting scope	4.1.4	-	153	151	144
GENERAL POLICY ON ENVIRONMENTAL ISSUES					
Number of sites able to obtain ISO 14001 and OHSAS 18001/45001 certification	4.5.3	-	153	151	144
ISO 14001-certified sites	4.5.3	%	87	100	97
Sites certified OHSAS 18001/45001	4.5.3	%	85	92	89
ISO 50001-certified sites	4.5.3	%	18	20	31
Functional expenditure allocated to environment	4.1.4	€k	22,756	17,438	17,257
Cleanup costs, sites in operation	4.1.4	€k	1,434	1,310	366
Amount of investments for the protection of the environment (excluding cleanup costs)	4.1.4	€k	6,469	5,986	23,106
Number of fines and compensation awards	4.2	0	1	7	4
Amount of fines and compensation awards	4.2	€k	376	24	52
Total provisions allocated to environmental risks	4.2	€m	14	13	13(3)
Number of environmental complaints	4.2	-	4	11	8

(1) Data may vary slightly depending on the rate of site response on specific indicators (see section 4.6.1 "Sustainable development reporting methodology", pages 300 to 301).
(2) Sales calculated for the period from October 1 of the prior year to September 30 of the year under review, as specified in the methodological note on pages 300 to 301.
(3) Total environmental provisions at December 31, 2021.

	Section	Unit	2019	2020	2021
ACCIDENTAL POLLUTION OF WATER AND/OR SOIL					
Volume of industrial effluents treated	4.3.3	*kcu.m*	869	636	718
Heavy metal content in these effluents	4.3.3	*kg*	56	26	20
Number of significant spills	4.3.3	-	1	2	1
Total waste generated	4.3.3	*kt*	306.1	258.8	254.0
• of which hazardous waste	4.3.3	*%*	10	10	11
• of which non-hazardous waste	4.3.3	*%*	90	90	89
Total waste generated/sales	4.3.3	*t/€m*	16.4	17.4	14.8
Waste recovery rate	4.3.3	*%*	89	90	88
Total waste exported	4.3.3	*t*	2,207	1,434	749
Ratio of total waste exported/total waste generated	4.3.3	*%*	0.7	0.6	0.3
WATER MANAGEMENT					
Total water consumption	4.5.3	*kcu.m*	3,698	3,275	3,491
Total water consumption/sales	4.5.3	*cu.m/€m*	197	213	204
Water outages and restrictions	4.5.3	-	3	1	1
ATMOSPHERIC EMISSIONS AND DISCHARGES					
Atmospheric lead emissions	4.5.3	*kg*	224	77	4
Atmospheric lead emissions/sales	4.5.3	*g/€m*	11.94	5.14	0.23
Atmospheric TCE emissions	4.5.3	*t*	0.7	0.0	0
Atmospheric TCE emissions/sales	4.5.3	*kg/€m*	0.03	0	0
Quantity of ozone-depleting substances used	4.5.3	*kg*	18,092	14,627	13,190
Emissions of ozone-depleting substances	4.5.3	*kg CFC-11*	136	295	100
Atmospheric VOC emissions(5)	4.5.3	*t*	1,905	1,973	1,642
Atmospheric VOC emissions(5)/sales	4.5.3	*kg/€m*	103	132	96
Atmospheric NOx emissions	4.5.3	*t*	146	139	168
Atmospheric NOx emissions/sales	4.5.3	*kg/€m*	7.81	9.29	9.80
REDUCING ENERGY CONSUMPTION AND GREENHOUSE GAS EMISSIONS					
Total energy consumption	4.5.3	*GWh*	2,657	2,455	2,760
• Proportion of electricity	4.5.3	*%*	76.8	76.3	74.2
• Proportion of natural gas	4.5.3	*%*	21.2	21.3	23.0
• Proportion of fuel oil	4.5.3	*%*	1.1	1.4	1.4
• Proportion of other energy sources	4.5.3	*%*	0.9	1.0	1.4
Total energy consumption/sales	4.5.3	*MWh/€m*	142	163	161
Direct energy consumption/sales	4.5.3	*MWh/€m*	32	37	40
Indirect energy consumption/sales	4.5.3	*MWh/€m*	110	126	121
Energy efficiency: expected gain	4.5.3	*MWh*	23,833	11,891	33,444
Total greenhouse gas emissions (GHG – Scopes 1, 2 & 3) within the SBTi commitment scope	**4.5.3**	*$ktCO_2eq.$*	**49,640**	**39,952**	**46,237**
• Scope 1	4.5.3	*$ktCO_2eq.$*	196	171	193
• Scope 2 (including renewable energy purchases)(6)	4.5.3	*$ktCO_2eq.$*	966	460	582
• Upstream Scope 3 (purchased goods and services, and transportation and distribution)	4.5.3	*$ktCO_2eq.$*	9,479	8,521	8,617
• Downstream Scope 3 (use of sold products)	4.5.3	*$ktCO_2eq.$*	39,000	30,800	36,845
Total GHG emissions within the Valeo "CAP 50" Carbon Neutrality Plan scope (Scopes 1, 2 and 3) (SBTi commitment scope, including gains from Valeo technologies included in Scope 3)	**4.5.3**	*$ktCO_2eq.$*	**49,640**	**40,479**	**45,006**
PACKAGING					
Packaging materials consumption		*kt*	94.2	81.5	87.1
• Proportion of plastic packaging	4.5.3	*%*	14.3	16	14.1
• Proportion of cardboard packaging	4.5.3	*%*	54.1	54.8	58.2
• Proportion of wood packaging	4.5.3	*%*	30	27.3	25.9
• Proportion of other types of packaging		*%*	1.7	1.9	1.8
Packaging materials consumption/sales		*t/€m*	5.1	5.4	5.1

(5) See sustainable development glossary, page 308.
(6) Scope 2 emissions for 2019 do not include purchases of renewable energy, 2019 being the reference year for the purposes of the Carbon Plan.

Employee-related indicators

	Section	2019	2020	2021
CHANGE IN VALEO'S HEADCOUNT				
Managers and Professionals	4.1.4	32,013	30,562	31,581
Technicians(1)	4.1.4	16,203	15,488	15,217
Operators	4.1.4	55,202	52,818	47,371
Registered headcount(2)	**4.1.4**	**103,418**	**98,868**	**94,169**
Temporary staff		11,282	11,432	9,131
Total headcount	**4.1.4**	**114,700**	**110,300**	**103,300**
Permanent staff		86,000	84,638	82,433
Non-permanent staff		28,700	25,698	20,867
Average headcount(3)	**4.1.4**	**114,525**	**108,425**	**104,500**
Breakdown of registered headcount by socio-professional category *(%)*	**4.1.4**			
• Managers and Professionals		31.0%	30.9%	33.5%
• Technicians(1)		15.7%	15.7%	16.2%
• Operators		53.3%	53.4%	50.3%
Breakdown of registered headcount by contract type *(%)*	**4.1.4**			
• Permanent contracts		74.9%	76.7%	79.8%
• Fixed-term contracts		15.2%	12.9%	11.4%
• Temporary staff		9.9%	10.4%	8.8%
Breakdown of registered headcount by geographic area	**4.1.4**			
• Western Europe		27,610	26,139	24,878
• Central and Eastern Europe		16,765	16,317	15,428
• Africa		5,494	5,902	6,224
• North America		17,788	17,504	16,311
• South America		2,902	2,610	2,022
• Asia		32,859	30,396	29,289
Breakdown of registered headcount by gender *(%)*	**4.1.4**			
• Women		32.1%	32.6%	32.4%
• Men		67.9%	67.4%	67.6%
HEALTH AND SAFETY				
Number of lost-time occupational accidents per million hours worked, Group (FR1)	4.3.3	1.9	1.4	1.2
Number of occupational accidents, with or without lost time, per million hours worked, Group (FR2)	4.3.3	8.3	5.1	5.2
Number of days lost owing to an occupational accident per thousand hours worked, Group (SR1)	4.3.3	0.07	0.04	0.05
Number of category 1 accidents	4.3.3	4	3	2
Absenteeism rate	4.3.3	2.50%	2.86%	2.91%
ATTRACTING TALENT				
Breakdown of new hires by contract type *(%)*	**4.3.3**			
• Permanent contracts		51.4%	40.1%	57.4%
• Fixed-term contracts		48.6%	59.9%	42.6%
Breakdown of new hires by geographic area(4) *(%)*	**4.3.3**			
• Western Europe		19.1%	22.3%	19.5%
• Central and Eastern Europe		12.5%	14.1%	11.6%
• Africa		10.0%	6.2%	6.9%

(1) Employees on internships, Volontariat International en Entreprise (VIE) programs and combined work-study arrangements (apprenticeship or professional training contracts) are counted as technicians.
(2) The registered headcount corresponds to permanent and fixed-term employees.
(3) The average headcount is the sum of the Group's total headcount in each quarter divided by 4.
(4) Hires resulting from external growth operations are not included in this calculation.

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	Section	2019	2020	2021
• North America		36.4%	34.4%	26.0%
• South America		2.1%	2.1%	2.1%
• Asia		19.9%	20.9%	33.9%
Change in the number of LinkedIn followers		631,000	783,000	923,792
DEVELOPING AND RETAINING TALENT				
Percentage of employees trained	4.3.3	95.1%	83.1%	93.5%
Number of training hours provided	4.3.3	2,424,533	1,772,368	1,742,599
Average hours of training per employee	4.3.3	23.4	17.9	21.3
Percentage of training hours devoted to safety	4.3.3	15%	17%	20%
Percentage of employee shareholders at Valeo	4.3.3	50%	50%	50%
Breakdown of departures by cause	**4.3.3**			
• Resignations		9,412	7,091	10,316
• Expiration of fixed-term contracts		10,452	10,152	8,898
• Dismissals and contract terminations		5,126	5,362	3,447
• Retirement, early retirement and death		589	798	745
• Layoffs		535	1,716	839
Turnover of Managers and Professionals		8.0%	6.2%	9.96%
RESPECTING AND PROMOTING DIVERSITY				
Percentage of women among new hires *(%)*	**4.5.4**			
• Managers and Professionals		26.0%	26.0%	28.4%
• Technicians		32.8%	29.0%	32.4%
• Operators		38.1%	42.0%	41.0%
Percentage of women among new hires		34.9%	39.0%	36.4%
Breakdown of women by socio-professional category *(%)*	**4.5.4**			
• Managers and Professionals		23.1%	23.1%	23.7%
• Technicians		24.6%	23.8%	24.2%
• Operators		40.2%	40.0%	39.6%
Proportion of employees with disabilities worldwide (direct employment)		2.1%	1.8%	1.9%
Breakdown of sites run by local directors *(%)*	**4.5.4**			
• Western Europe		78%	78%	82%
• Central and Eastern Europe		75%	81%	74%
• Africa		67%	89%	80%
• North America		64%	76%	65%
• South America		80%	80%	100%
• Asia		82%	94%	91%
Breakdown of registered headcount by age group *(%)*	**4.5.4**			
• <20 years		1.1%	1.0%	0.9%
• 20-29 years		27.6%	25.6%	24.4%
• 30-39 years		34.3%	34.5%	34.3%
• 40-49 years		22.2%	23.4%	24.1%
• 50-59 years		12.6%	13.3%	14.1%
• >60 years		2.2%	2.2%	2.3%
Number of interns		1,793	1,192	842
Number of apprentices		1,017	1,117	1,564
Number of VIE (Volontariat international en entreprise) applicants		76	47	49

(1) Employees on internships, Volontariat International en Entreprise (VIE) programs and combined work-study arrangements (apprenticeship or professional training contracts) are counted as technicians.
(2) The registered headcount corresponds to permanent and fixed-term employees.
(3) The average headcount is the sum of the Group's total headcount in each quarter divided by 4.
(4) Hires resulting from external growth operations are not included in this calculation.

Social indicators

Indicators	Section	2019	2020	2021
Percentage of sites that organized open days		32%	— %	— %
Share of sites partnering with local elementary/secondary schools	4.5.5	58%	45%	47%
Share of sites partnering with local universities/engineering schools in 2021	4.5.5	79%	77%	80%
Share of production purchases for which the suppliers' sustainable development practices were assessed during the year *(% of total purchases)*	4.5.5	80%	80%	82%

4.3 Non-financial information statement

4.3.1 Analysis of non-financial risks

Valeo has analyzed its non-financial risks, in compliance with the French legal framework[1], to improve the transparency of its non-financial reporting. The Group was keen to blend the methodologies developed internally to evaluate its operations and its supply chain with new duty-of-care and measurement tools developed by non-financial stakeholders. These include mechanisms resulting from sector-based initiatives for the evaluation of the supply chain (for conflict minerals for instance).

Valeo's analysis of non-financial risks, performed for the first time in 2018, resulted from the joint work of the Risk Management and Sustainable Development and External Affairs departments. The work followed the methodological approach and included the following key steps:

- **step 1:** by comparing the Group's risk map (the details of which are presented in Chapter 2, section 2.1 "Risk factors", pages 86 to 97) with the materiality matrix (the details of which are presented in section 4.1.2, "Sustainable development challenges and non-financial risks", pages 211 to 215), Valeo sought to identify and analyze the potential risks associated with the challenges set out in the matrix. The analysis took into account changes in the French legal framework and the risks associated with corruption[2], serious violations of human rights and fundamental freedoms, personal health and safety, and the environment[3] (see section 4.4 "The duty of care plan", pages 267 to 269):
  - it was considered that the materiality matrix had already been performed for challenges in the matrix covered by the Group's risk mapping, which correspond to risk factors,
  - the challenges not covered by the risk mapping were analyzed in detail, based largely on in-depth interviews with the various contributors to their management, as well as on sector comparisons. The results gave rise to the formalization of non-financial risks, their evaluation in accordance with the Group's risk assessment scale (i.e., that used for the risk factors presented in Chapter 2) and the establishment of specific mapping of non-financial risks;
- **step 2:** the mapping of the non-financial risks and its associated analysis for 2018 were presented to the Risks Committee in early 2019, which approved the findings;
- **step 3:** the risk factors resulting from this non-financial risk mapping were published in the Registration Document for 2018 (at the end of March 2019).

The process was reiterated for this 2021 Universal Registration Document. Financial risk mapping is updated each year and presented to the risk committees, which validate the assessments of non-financial risks.

4

Through this process, Valeo identified the following seven main non-financial risks (classified in accordance with Valeo's four sustainable development axes):

Sustainable development axes	Risks	
Innovation	Risk of non-achievement of Carbon Plan commitments	Pages 238 to 244
Environmental eco-efficiency	Risk associated with accidental pollution of water and/or soil	Pages 244 to 247
Employees	Health and safety risk	Pages 247 to 251
	Risk related to attracting talent	Pages 251 to 253
	Risk related to developing and retaining talent	Pages 253 to 257
Commitment to corporate citizenship	Risk of individual corruption	Pages 257 to 258
	Risk related to suppliers' sustainable development practices	Pages 258 to 262

The means implemented to control these risks are presented in the following section (section 4.3.3 "Valeo's non-financial risks", pages 237 to 262).

These risks were analyzed and dealt with in a low-carbon scenario approach, in connection with the new legal provisions on the disclosure of financial risks related to the effects of climate change[4][5].

Further clarification on the reporting of risks and opportunities related to climate change is provided in section 4.1.5 "Risks and opportunities related to climate change (TCFD)", page 227. It was designed based on the guidelines of the Task Force on Climate-related Financial Disclosures (TCFD).

(1) Decree No. 2017-1265 of August 9, 2017 issued for the application of government order No. 2017-1180 of July 19, 2017 on the disclosure of non-financial information by certain large corporations and groups of corporations.

(2) Law No. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization.

(3) Law No. 2017-399 of March 27, 2017 on the duty of care of parent companies and ordering companies.

(4) Energy transition law for green growth, application guide of Article 173-VI.

(5) Article L.225-100-1 of the French Commercial Code.

The risks listed above and described in this chapter are the material items declared following risk mapping. In view of the Group's industrial and automotive activity, Valeo does not address the following issues, which it considers immaterial:

- the fight against food waste;
- the fight against food insecurity;
- respect for animal welfare;
- responsible, fair and sustainable food[(1)].

Measures taken by Valeo to combat tax evasion are described in Chapter 1, section 1.2.3 "Valeo's tax policy" (page 55).

Although this information is not part of the framework of the non-financial information statement[(2)], certain employee, environmental and social data have been kept in this chapter to ensure the continuity and transparency of information. They are presented, for each sustainable development priority, in the sections entitled "Valeo's commitments" (section 4.5.2 "Technological commitments", section 4.5.3 "Environmental commitments", section 4.5.4 "Employee-related commitments", section 4.5.5 "Social commitments").

4.3.2 Business model

Valeo's business model is presented in the Integrated Report (see section "Valeo's value creation model", pages 50 to 51).

(1) Article L.225-102-1 of the French Commercial Code.

(2) This information is not part of the non-financial information statement and should not be taken as such, even though some items are mentioned in decree No. 2017-1265 of August 9, 2017 issued for the application of Government order No. 2017-1180 of July 19, 2017 on the disclosure of non-financial information by certain large corporations and groups of corporations and are described in Article R.225-105 of the French Commercial Code.

4.3.3 Valeo's non-financial risks

Summary table of non-financial risks

	Risks	Description	Due diligence policies and procedures	Key performance indicators	Pages
Innovation	Risk of non-achievement of Carbon Plan commitments	Risk related to compliance with and anticipation of national and regional (European) regulations on the reduction of pollutant emissions	• Valeo's Carbon Neutrality Plan • Innovation for the reduction of CO_2 emissions by products during their use phase • A product eco-design strategy aimed at reducing their carbon impact during the design and production phase	• 60% of sales derived from products contributing to the reduction of CO_2 emissions • 39.9 $MtCO_2$ reduction across all operating activities, suppliers and the end use of products (Scopes 1, 2 and 3)	238 to 244
Environmental eco-efficiency	Risk associated with accidental pollution of water and/or soil	Risk related to the use of polluting substances that can generate hazardous waste, or the discharge of liquid effluents that may be polluted	• Implementation of several operational environmental directives setting out rules for all sites in order to limit risks	• 97% of sites free of accidental spills[1] • Non-hazardous waste/sales: 89% • 88% of waste recovered or recycled of which 6.8% incinerated with heat recovery	244 to 247
Employees	Health and safety risk	Risk related to the occurrence of an accident	• Rollout of policies and directives on a range of topics (building and facility safety, employee health and safety, data security and the environment) • Quick Response Quality Control (QRQC) methodology • Safety First training program • Rollout of the five golden safety rules (protective equipment, Lock-Out Tag-Out operations, working at height, vigilance at work)	• Frequency rate of occupational accidents FR1: 1.2 • Frequency rate of occupational accidents FR2: 5.2 • Number of days lost owing to an occupational accident, or severity rate (SR1): 0.05	247 to 251
	Risk related to attracting talent	Risk related to difficulties in attracting the talent needed to achieve its goals in a competitive environment undergoing profound transformation	• Implementation of Talent Acquisition Centers (TAC) • Global IT recruitment management solution • A strong employer brand	• 21,709 recruitments • 923,792 LinkedIn followers • 80% of Valeo's plants maintaining relations with higher education institutions	251 to 253
	Risk related to developing and retaining talent	Risk related to difficulties in retaining talent, adapting and taking on new skills	• Training and skills development • Compensation and benefits • Development of networks of experts and specialists	• Number of resignations: 10,316 • Voluntary turnover of Managers and Professionals: 9.96%	253 to 257
Commitment to corporate citizenship	Risk of individual corruption	Risk related to the impact of possible corrupt practices on the Group's reputation, operations, financial situation and profitability	• Anti-corruption program rolled out worldwide, subject to internal controls and multiple audits • Additional training, procedures for declaring conflicts of interest clarified, communication campaign illustrated with practical cases	• Code of Ethics issued to 96% of newcomers	257 to 258
	Risk related to suppliers' sustainable development practices	Risk related to non-compliance with sustainable development requirements by suppliers	• Assessment of suppliers' sustainable development practices • Compliance with Valeo's Business Partner Code of Conduct • Anticipatory measures to ensure legal compliance in France	• Share of production purchases for which suppliers' sustainable development practices were assessed: 82%	258 to 262

(1) A spill is considered accidental when the quantity spilled is greater than 1 cu.m.

Risk of non-achievement of Valeo's Carbon Plan commitments

Description of the risk

In 2021, Valeo developed a plan to reduce its carbon footprint (see section 4.1.3). Its aim is to reduce the Group's emissions by 45% by 2030 compared with 2019, based on annual CO_2 reductions and action plans within each network.

Emissions items do not all have the same impact with respect to meeting the 2030 target. In 2019, Valeo emitted nearly 50 $MtCO_2$eq., of which 39 $MtCO_2$eq. from the product use phase and 9 $MtCO_2$eq. from the use of materials in the manufacture of Valeo products. So it will be vital to achieve objectives within the R&D and purchasing networks to meet these commitments.

A decision to regulate this risk would have a critical impact for the Valeo Group, particularly in terms of visibility with its partners and customers. However, a development of that nature is considered unlikely, due notably to the increasingly stringent regulatory environment as regards the reduction of pollutant emissions from vehicles and the introduction of electromobility in Europe and other parts of the world, and to market trends in favor of the penetration of hybrid and electric vehicles (for European standards: emissions of 95g of CO_2/km in 2021 and a further reduction of 40g of CO_2/km based on initial analysis of the sector roadmaps of the "Green Deal for Europe", presented by the European Commission in December 2019). Moreover, all players in the automotive sector, many of which have made commitments of this type, share in the management of this risk. The management of this risk is characterized by preemptive actions aimed at:

- limiting CO_2 and pollutant gas emissions from vehicles[1] (i.e., monitoring of downstream Scope 3 action plans);
- limiting the use of hazardous and regulated substances (i.e., monitoring of upstream Scope 3 action plans);
- complying with the regulatory framework in terms of eco-design[2][3] and production processes[3] (i.e., monitoring of upstream Scope 3 action plans).

This risk requires more in-depth product life cycle assessments, for which methodologies and tools are currently being developed within the sector, particularly in line with the European legal framework currently under construction[4].

Risk management policy

Valeo has set up a dedicated governance system to manage this risk, based largely on the management of the "CAP 50" action plans. Strategic reviews covering all networks concerned are held each quarter.

Action plans aimed at monitoring upstream and downstream Scope 3 emissions are divided into two parts:

- innovation for the reduction of CO_2 emissions of products during their use phase, with contributions from the following four Valeo activities:
  - products contributing to the hybridization and electrification of powertrains, especially those dedicated to medium-power (48V) hybridization,
  - high-power (over 60V) electrification for electric vehicles and plug-in hybrids, offering a significant reduction in CO_2 emissions and the option of driving in low-emissions mode, especially in urban areas,
  - thermal solutions for both engine and cabin, now integrating all battery thermal management solutions for electric vehicles,
  - exterior and interior lighting solutions (vehicle projectors, etc.) with reduced energy consumption and mass to help limit the vehicle's carbon impact. In wiper systems, Valeo also develops systems that consume less energy;
- rollout of a product eco-design strategy geared towards reducing their carbon impact well beyond the simple use phase, with the following priorities:
  - life cycle assessments of Valeo products,
  - limiting the consumption of raw materials and chemicals,
  - using recyclable and recycled materials,
  - eliminating hazardous materials in anticipation of the applicable legal and regulatory framework.

(1) Regulation (EC) No. 715/2007 of the European Parliament and of the Council of June 20, 2007 on type approval of motor vehicles with respect to emissions from light passenger and commercial vehicles (Euro 5 and Euro 6) and on access to vehicle repair and maintenance information; Regulation (EU) 2019/631 of the European Parliament and of the Council of April 17, 2019 setting CO_2 emission performance standards for new passenger cars and for new light commercial vehicles, and repealing Regulations (EC) No. 443/2009 and (EU) No. 510/2011 (recast).

(2) Directive 2009/125/EC of the European Parliament and of the Council of October 21, 2009 establishing a framework for the setting of eco-design requirements for energy-related products.

(3) Directive No. 2000/53/EC of September 18, 2000 on end-of-life vehicles.

(4) https://ec.europa.eu/clima/policies/transport/vehicles_en#tab-0-1.

Measures taken to reduce the risk

Reducing CO_2 emissions

The key products contributing to the hybridization and electrification of powertrains are presented in Chapter 1, section 1.3.2 "Powertrain Systems", pages 61 to 64. Similarly, the latest innovations in thermal systems, and lighting and wiper systems are presented in Chapter 1, section 1.3.3, "Thermal Systems", pages 64 to 69, and section 1.3.4, "Visibility Systems", pages 69 to 73.

As part of Valeo's Carbon Plan, management of this risk has been reinforced by the implementation of a tool to calculate the CO_2 impact of Valeo products during their use phase (see below, "CO_2 emissions related to the use of Valeo products (Scope 3)", page 239). This work has benefited from a range of advice and draws on accepted standards. It will enable the progress of the Carbon Neutrality Plan to be monitored each year.

The Group's main areas of action to reduce CO_2 emissions are:

- to build a product portfolio in line with the increasing electrification of new vehicles sold;
- to progressively decarbonate the energy consumed (greater integration of renewable energies);
- reduced vehicle mass;
- to improve the performance of Valeo's technological solutions.

Valeo also conducts approval and certification tests for each product, based on automotive sector standards.

CO_2 emissions related to the use of Valeo products (Scope 3)

Absence of sector-specific methodology for equipment manufacturers

In accordance with the recommendations on identifying and reporting the volumes of indirect CO_2 emissions related to Valeo's operations[(1)], the Group undertook extensive work in 2017 to lay down a methodology for calculating emissions relating to the use of its products, in the absence of existing methodology in the industry:

- in view of the wide range of uses[(2)] offered by Valeo products, which vary depending on the choices made by automakers on which Valeo only has a certain amount of information, this work drew on the modeling of its products' carbon impacts and was based on the parameters set out below;
- the work benefited from scientific and technical advice from EMISIA SA[(3)], a branch of the Applied Thermodynamics Laboratory of the University of Thessaloniki (Greece) and an expert in modeling transportation-related CO_2 impacts recognized by the European Commission.

Valeo's approach was to evaluate the level of emissions of products representative of the diversity of its product portfolio throughout their use phase, which most often corresponds to the lifespan of a vehicle, factoring in the following parameters:

- the products' weight and power consumption characteristics;
- the technical characteristics of the vehicles fitted with Valeo products through a segment-specific approach, taking into account the vehicles' specific uses (rolling, product life);
- the penetration of Valeo technologies in the market and within the specific segments reviewed;
- the characteristics of the global market; and
- Valeo's annual sales of the technologies taken into account for this calculation.

This work was continued and further established in 2020 as part of the development of Valeo's Carbon Neutrality Plan, as CO_2 emissions relating to the use of Valeo products represent the most significant source of so-called Scope 3[(4)] emissions. This work involved the following actions in 2020:

- review of the accounting of products' nominal carbon impact;
- review of the relevant emissions calculation cycle, with all emissions from Valeo products being calculated in accordance with the Worldwide Harmonized Light Vehicles Test Procedure (WLTP) so as to reflect real-life conditions of use as closely as possible;
- integration of the carbon impact of the energy (fossil fuel or electric) consumed by the various types of vehicles in which Valeo products are installed, allowing well-to-wheel[(5)] emissions to be calculated on a regional basis;
- integration of all Valeo product families so as to cover the Group's entire annual sales.

This methodological review received scientific and technical support from EMISIA SA in 2020.

It resulted in a revision of emissions for 2019 to 39 $MtCO_2$eq. (or 39,000 $ktCO_2$eq.), and those for 2020 to 30.8 $MtCO_2$eq. (or 30,800 $ktCO_2$eq.). Under this methodology, emissions for 2021 totaled 36.8 $MtCO_2$eq., a reduction of 6% compared with 2019. This significant decline is attributable primarily to the impact on Valeo's sales of the general slowdown in the automotive sector in the wake of the Covid-19 crisis, which continued in 2020, but also the acceleration of electrification in 2021, with launches of new vehicles in Europe.

4

(1) Article 173 of Law No. 2015-992 of August 17, 2015 relating to the energy transition for green growth.

(2) The absence of a relevant calculation methodology for an automotive supplier is confirmed by the work of the SBTi: the methodology developed for car manufacturers indicates that a calculation methodology for equipment manufacturers is yet to be developed (see "Transport Science-Based Target setting Guidance".

(3) EMISIA is notably in charge of managing the European TRACCS database, resulting from a European project financed by the Directorate-General for Climate Action of the European Commission, DG-CLIMA (TRACCS, for "Transport data collection supporting the quantitative analysis of measures relating to transport and climate change").

(4) To be endorsed by the SBTi, a CO_2 emissions reduction target must include at least 60% of so-called Scope 3 emissions (see SBTi Criteria and Recommendations, Version 4.1, April 2020).

(5) The data on the carbon impact of the energy consumed by the vehicles under consideration come from the fifth updated edition of the work of the JEC published in September 2020, the result of a consortium of joint work between the European Commission's JRC, the European Council for Automotive R&D (EUCAR) and the European Energy Industry Association (Concawe).

As part of the Carbon Neutrality Plan for 2030, Valeo has set the objective of reducing emissions linked to the use of its products by 15% in absolute terms compared with 2019. This objective was constructed on the basis of individual vehicle penetration scenarios and new forms of mobility by global region, integrating projections from several sources and taking into account the Valeo Group's growth outlook. It is consistent with the reference framework set by the SBTi and follows its cross-sector methodological recommendations for calculating Scope 3 emissions.

With a view to measuring the carbon impact of products resulting from its investments in electrification, Valeo has assessed a value of CO_2 emissions for Scope 3 related to the use of its products (net downstream Scope 3). This value corresponds to the absolute value of emissions related to the use of its products (gross downstream Scope 3, calculated on the basis of electricity consumption and the weight of products sold by Valeo during year Y) less the emissions savings generated by the use of its products (difference between the average CO_2 emissions of products sold by Valeo within the annual production of vehicles for the reference year 2019 and that of year Y). As part of the Carbon Neutrality Plan for 2050, this methodology for integrating the CO_2 savings resulting from Valeo's products should enable the Group to nearly halve its overall emissions between 2019 and 2030. Using this method, Valeo reduced its total emissions to 46.2 $MtCO_2$eq. in 2021, compared with 49.6 $MtCO_2$eq. in 2019.

Product eco-design

Areas of action and key figures for 2021

The eco-design approach has been rolled out at every level of the Group's Research and Development activities. It aims to:

- reduce CO_2 emissions;
- increase the recyclability of materials and systems;
- ensure that materials are safe.

The approach is an integral part of Valeo's Carbon Neutrality Plan, for which the Group has implemented a dedicated calculation tool to assess the carbon impact of materials, products and other inputs at Valeo, and to make longer-term projections. It takes into account Valeo's consumption of raw materials (own or indirect), the geography of origin and carbon emission factors specific to each family of materials. Starting in 2021, this tool will be linked to the Product Life Management (PLM) and other regulatory bases (IMDS, REACH, etc.), and will be an integral part of the development stages in a product's life cycle.

Product eco-design and life cycle assessments

Valeo's eco-design approach is based on internal standards, which guide the project teams in their life cycle analyses in the upstream research phase. They are included in internal documents, in particular the EcoDesign Standard[(1)] and eco-design guidelines by Product Line. These documents enable engineers to assess the major environmental impacts of products at all stages of their life cycle during project development:

- type, origin, number and quantity of raw materials;
- production and packaging;
- transportation and distribution;
- use and maintenance;
- disassembly, recycling, reuse, recovery and disposal.

They make it possible to incorporate sustainable development constraints during the use of the product.

Life Cycle Assessments at Valeo

In the automotive industry, the automaker or order-giver is responsible for performing the Life Cycle Assessment (LCA). Consolidated data on components and modules are available through the LCAs performed by automakers. Based on the information listed and monitored in its EcoDesign Checklist database, the Group estimates that it has now identified and made available nearly 80% of the data required for a product LCA. This information is used to create and develop products with less impact on the environment.

Compilation and use of the information is managed in the Product Life Cycle Management (PLM) system, which lists the components of products and systems used in their design, and requires compliance with clearly defined standards. Any departure from the standards (in particular when using non-documented materials) must be justified.

By systematically referring to the standards, Valeo demonstrates its determination to embed eco-design (including CO_2 impact analysis) as far upstream as possible in the product development phase.

For example, a Life Cycle Assessment (LCA) has been carried out on LED fog lights. The aim was to assess their environmental impacts throughout their life cycle: production phase (LEDs and electronic controls), use phase (fuel consumption, CO_2 emissions) and end-of-life or recycling/reuse phase. The Group has gained considerable experience in performing this analysis.

In 2022, Valeo aims to perform LCAs on its main technological platforms, representing 36% of Valeo's 2021 sales.

(1) Directive 2009/125/EC of the European Parliament and of the Council of October 21, 2009 establishing a framework for the setting of eco-design requirements for energy-related products.

To ensure the directive's circulation and implementation, Valeo has published an EcoDesign Checklist designed to monitor the application of the criteria in new projects. This easy-to-use tool ensures that eco-design criteria are observed from the upstream phase. This means that products are consistently engineered from the outset with an eye to sustainable development criteria.

Project teams refer to this checklist in their qualitative and quantitative analysis in respect of electricity consumption, hazardous materials use and component weight to reduce the number of components and the volume of materials that do not benefit the environment or the consumer.

It also responds to changes in the European End-of-Life Vehicle (ELV) Directive[1], which since January 1, 2015 has required automakers to achieve a minimum rate of reuse and recycling of 85% by weight of the ELV, or 95% when disposing by incineration. As a result, automakers have established increasingly higher standards with their suppliers to gradually raise the recycling rate of their products. The R&D and Projects teams work closely with automakers to anticipate and design products and systems that take into account recyclability and the best circuits in the industrial value chain.

As well as working closely with automakers, Valeo has for many years been committed to identifying second life solutions for some of the Group's key products (see section 4.5.2, paragraph "A commitment to R&D for the aftermarket and remanufacturing market", page 274).

Examples of recyclability of two Valeo products

The new generation Valeo i-StARS starter-alternator has a recyclability rate of 98.2% and a recovery rate of 99.5%[2] (based on an internal evaluation).

The Valeo e-supercharger has a recyclability rate of 94.8% and a recovery rate of 97.6%[3] (based on an internal evaluation).

Compliance of products with environmental standards

Complementing the internal EcoDesign Checklist tool, the eco-design approach is backed by a requirement for product quality and reliability right from their design phase, which is broken down within the RAISE methodology. It stands for:

- Robustness;
- Accountability;
- Innovation;
- Standards;
- Expertise.

RAISE aims to ensure the robustness of Valeo's products and processes. Dedicated teams (one per Product Group) have been assigned to RAISE on a full-time basis, with the following explicit objectives:

- set standards that are easy to identify, understand, learn, implement and verify. This is essential for ensuring that they are properly applied in a group like Valeo, whose employees speak a variety of languages and come from multiple cultural backgrounds;
- communicate on the standards and circulate them within the Group. Knowledge-sharing involves ensuring that standards are available in a single, global database (the PLM or Product Life Cycle Management database), and providing training provided at the Valeo Technical Institutes;
- verify that standards are implemented. To this end, the RAISE teams regularly visit sites and review project design. They do this to ensure that standards are applied correctly and to obtain any feedback that can be used to improve them.

More than 8,000 product and process standards are in place and maintained in the various Product Groups. They are applied day-to-day in designing new products and manufacturing processes.

Special training programs (core RAISE training courses on design reviews, risk analysis and reliability) are continuously provided for Research and Development and Industrialization teams to extend their reach even further.

Reduction and elimination of hazardous chemical substances

The Group also gives priority to eliminating hazardous substances in its products.

The European regulation commonly known as REACH[1] has established a single system for the Registration, Evaluation, Authorization and restriction of Chemicals. REACH is aimed at increasing knowledge of the properties of chemical substances manufactured or marketed in the European Union so as to contain the risks related to them and, where necessary, restrict or ban their use.

(1) See sustainable development glossary, page 308.

(2) The recovery rate is defined as the sum of recycling and energy recovery rates.

(3) Regulation (EC) No. 1907/2006 of the European Parliament and of the Council of December 18, 2006 concerning the Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH), establishing a European Chemicals Agency, amending Directive 1999/45/EC and repealing Council Regulation (EEC) No. 793/93 and Commission Regulation (EC) No. 1488/94 as well as Council Directive No. 76/769/EEC and Commission Directives 91/155/EEC, 93/67/EEC, 93/105/EC and 2000/21/EC.

It covers nearly 30,000 substances out of the 100,000 currently on the European market. Of them, 1,500 are deemed particularly hazardous. Their use is controlled by the European authorities. As such, at the end of December 2020, 209 SVHCs (Substances of Very High Concern) had been identified by the competent European authorities and their use has been progressively subject to authorization. Among other substances, they include solvents, primarily used during procedures involving plasticizers to soften polymers, flame retardants used in electrical and electronic products to provide effective protection against the propagation of fire, and certain surface treatments. Moreover, due to the increasing integration of electronic components requiring the use of nanomaterials in its products, Valeo is closely following work by the European Commission in this area, especially via the REACH regulation, in order to anticipate possible substitutions of nanomaterials, or modifications to their supply processes and their use in manufacturing.

For REACH purposes, Valeo is generally considered to be a downstream user of chemicals. This means that it must list the substances used in manufacturing its products and those required to operate its industrial facilities to ensure the safety of its supply chain and its operations.

Valeo has introduced a special structure to comply with REACH regulations.

It works under the REACH manager and a team including a representative in each division. They set the list of hazardous substances and decide on whether to eliminate them from Valeo's products and processes. REACH representatives are in place within each entity affected by REACH regulations and at every Valeo plant. This has created a network of REACH managers covering each Group site and Technical Services Center. The Research and Development, Purchasing and Customer Quality departments are required to have a full understanding of Valeo's products, and are responsible for communicating with external parties (suppliers, customers and competent authorities), in particular via the International Material Data System (IMDS).

The Group issues a set of standardized documents from local REACH network correspondents to enhance the spread of Research and Development standards in this field and to support prevention and response work regarding the substances used.

These documents include a reference database created by Valeo of banned or restricted substances in the automotive industry. It summarizes the regulations applicable in the different countries where Valeo operates, and the requirements of its automaker customers concerning the substances used in the composition of parts, and in manufacturing and repair processes. The database was updated again in 2021.

Valeo has long conducted in-depth research into the potential presence of SVHCs in its products, and has begun to replace them with substances with less environmental impact. It has set the ambitious target of eliminating from its products any substance requiring authorization in any of its markets and will work with its suppliers to systematically find alternatives to using SVHCs. In particular, a plan to replace products containing certain phthalates, including DEHP[1] and certain nonylphenols, including nonoxinol, widely used as a plasticizer, was continued.

Valeo is working on gradually replacing these substances in response to consumer concerns about their presence in vehicles.

Valeo actively participates in the work of professional associations in Europe and internationally. The Group follows the recommendations of the Automotive Industry Guide issued by the French Federation of Automotive Suppliers (*Fédération des industries des équipements pour véhicules* – FIEV). It took part in the REACH task force within the European Association of Automotive Suppliers (known under the French acronym CLEPA). Valeo is also active in the dedicated working group of the Automotive Industry Platform (*Plateforme de la filière automobile*), which aims to identify materials and substances that have a negative impact on the environment.

The purpose of this work is to anticipate regulatory change and to modify choices in respect of materials and/or substances upstream.

Valeo has asked suppliers from which the Group purchases between 1 and 100 metric tons of substances to comply with the latest REACH disclosure requirements (in line with the methodology advocated by ACEA and CLEPA[2]). The audits carried out by Valeo showed that the Group was compliant with all mandatory requirements.

Materials consumption

Seeking to provide solutions both to reduce product mass and seize new opportunities for product development, Valeo is implementing solutions for a progressive substitution of the use of metal by lighter materials, such as resins, or even carbon fiber (for limited use in the automotive industry due to cost and large scale production constraints). This approach is further supported by the phasing-in of recycled plastics.

Results and performance

Reduction of CO_2 emissions within the framework of the Carbon Plan

Valeo reduced its CO_2 emissions by 7% to 46.2 $MtCO_2$eq. in 2021, compared with 49.6 $MtCO_2$eq. for the 2019 reference year (see section 4.1.3 "Valeo's Carbon Plan for 2050"). The 2021 outcome confirms the robustness of Valeo's action plan and the Group's ability to achieve substantial emission reductions year after year across its entire scope.

(1) Diethylhexyl phthalate or di-2-ethylhexyl.

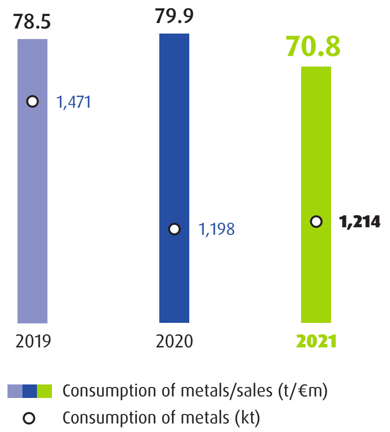
(2) Joint ACEA-CLEPA position paper of June 28, 2016: REACH registration – 2018 Deadline.

Sales derived from products contributing to the reduction of CO_2 emissions

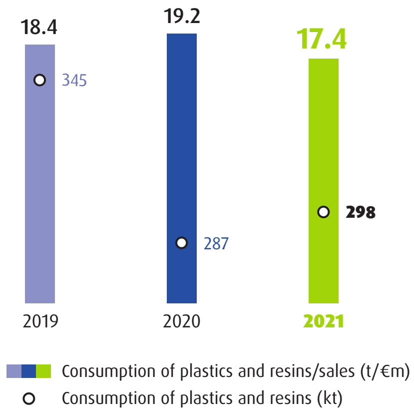
In 2021, products that directly or indirectly contribute to reducing CO_2 emissions accounted for 60% of Valeo's original equipment sales.

Consumption of raw materials

CONSUMPTION OF METALS



CONSUMPTION OF PLASTICS AND RESINS



In 2021, metal consumption amounted to 1,214 kt, a slight increase of 1% compared with 2020; as a proportion of sales, it was down nearly 11%. This trend reflects Valeo's eco-design approach, which is based on the gradual replacement of metal with lighter materials, such as plastics and resins.

In 2021, the consumption of plastics and resins totaled 298 kt, up 4% compared with 2020. By way of comparison, over the same period, plastic consumption was down (9%) as a proportion of sales compared with the previous year.

Consumption of heavy metals

In the automotive industry, consumption of heavy metals stems solely from the presence of lead in welding materials used for certain specific activities. Determined to phase out the use of lead in the development of its products, Valeo is working to optimize its industrial welding process in order to reduce the consumption of materials used for this purpose. Its medium-term objective, depending on change in industrial processes and their acceptance within the industry, is to completely replace the lead used in welding with tin.

Over recent years, Valeo has therefore replaced lead with tin in the soldering processes used in the Group's various activities (Powertrain Systems and Comfort & Driving Assistance Systems Business Groups). Between 2019 and 2021, heavy metal consumption decreased from 11.5 to 1.8 metric tons. The sites of the Visibility Systems Business Group and the Thermal Systems Business Group no longer consume lead. In 2021, 97% of consumption was attributable to the Comfort & Driving Assistance Systems Business Group.

Consumption of chemicals

The main measures taken are:

- termination of the use of trichlorethylene (TCE): since 2020, consumption of TCE has been maintained at 0 kg;
- reduction in the consumption of carcinogenic, mutagenic and reprotoxic (CMR) products[(1)].

With consumption of 102 t of CMR[(1)] in 2021, the Group reduced its consumption by 14% in absolute terms compared with 2020 (118 t). In 2021, the Group launched a program to eliminate the use of forklifts running on LPG (liquid petroleum gas) containing CMRs, and to replace them with electric models.

Use of recycled input materials

To reduce its environmental footprint, Valeo pays particular attention to the use of recycled materials. Purchases of recycled plastics totaled 2.43 thousand metric tons in 2021. These purchased volumes are compounded by the volumes of materials recycled internally. In 2021, the Visibility Business Group's Martos (Spain) site crushed and recycled an estimated volume of more than 500 metric tons of polycarbonate.

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(1) CMR: chemical substances classified as carcinogenic, mutagenic, or reprotoxic.

Commitment on recycled plastics

Valeo actively participated in the PFA (*Plateforme Française de l'Automobile*) working group on recycled materials in 2020, thereby playing its part in the transition to a circular economy.

Alongside its automaker customers and the public authorities, Valeo is working to gradually increase the share of recycled materials in the global supply of polymers, as part of an action plan that was drawn up jointly by the government and automakers[1]. Due to its widespread use, polypropylene has been prioritized. 2020 was not conducive to the development of new initiatives.

Among the actions identified by the government and the automotive industry, Valeo will contribute over the coming years to:

- establishing a generic material specifications document for recycled materials in collaboration with its customers;
- working with communities to develop standards. To that end, Valeo will participate in voluntary work for the development of grades of recycled materials. Its aim will be to test them on its own automotive component applications.

Lastly, via CLEPA, Valeo is a member of the Circular Plastic Alliance launched by the European Commission in 2018, which brings together public and private players in the plastics value chains. Its aim is to promote voluntary initiatives and commitments for more recycled materials.

Risk associated with accidental pollution of water and/or soil

Description of the risk

Some of Valeo's activities use polluting substances that can generate hazardous waste, or discharge liquid effluents that may be polluted, such as firewater, oily water or water containing hydrocarbons.

The risk for the Group stems from failure to control the use of these substances, the polluting nature of the resulting discharges and effluents, and the management of its hazardous waste. The various steps must therefore be perfectly controlled throughout the production and post-production cycle in order to avoid any pollution of the natural environment, in the water or in the soil. Moreover, each site must ensure, through regulatory monitoring, the constant compliance of the procedures and substances used with local environmental regulations.

The main causes to be averted are:

- the absence of waste management;
- aging equipment;
- the absence of treatment stations on site or externally;
- poorly managed waste treatment channels;
- the tightening of regulations in force.

The risk may also be aggravated by late detection of discharges into the environment due to a lack of:

- periodic checks of the discharge management process;
- intervention and control policy in respect of environmental accidents.

Risk management policy

To prevent the risk of pollution across all sites, the Group has adopted several operational environmental directives setting rules for all sites, on the following issues:

- liquid effluents;
- intervention means and consequence limitations;
- the management of underground tanks;
- waste management;
- soil and groundwater management.

These directives are an integral part of the Risk Management Manual (see section 4.1.4 "Sustainable development policies", paragraph "Environmental policy", pages 220 to 222), and are drafted and updated by the HSE Department. The correct application of these requirements is ensured by the network (see section 4.1.4 "Sustainable development policies", paragraph "Organization of the Health, Safety and Environment (HSE) network", page 221) and external audits (see section 4.5.3 "Environmental commitments", paragraph "External audits worldwide", page 276). These directives are presented to the Governance, Appointments & Corporate Social Responsibility Committee along with all environmental policy tools.

(1) *100% recycled plastics objective: commitments for a sustainable plastics value chain.*

Although Valeo's industrial wastewater does not contain large amounts of pollutants, the liquid effluents directive includes the following requirements:

- effluents whose composition exceeds the regulatory thresholds must go through treatment plants located directly on Valeo sites so as to limit their impact on the receiving environment;
- as far as possible, effluent networks should be connected to the public network;
- sites' rain-fed networks must receive only rainwater;
- the direct discharge of industrial effluents into groundwater is strictly prohibited;
- firewater must be separated and analyzed prior to proper disposal.

As an indication, the total volume of industrial effluents discharged by the Group's sites increased from 636 thousand cu.m in 2020 to 718 thousand cu.m in 2021. However, the quantity of heavy metals discharged by Valeo's internal water treatment plants was reduced from 26 kg in 2020 to 20 kg in 2021.

To avoid the risk of soil pollution, Valeo seeks to reduce its consumption of hazardous and non-hazardous waste by optimizing its manufacturing processes and seeking solutions to recover and recycle materials wherever possible. The Group pays particular attention to controlling and tracing its processing channels. Whatever the nature of the waste, landfilling or incineration of waste on a Valeo site is strictly prohibited. The Group only allows waste to be exported as a means of recovering it.

Measures taken to reduce the risk

As part of their environmental management system, and in accordance with Group directives, the sites implement **prevention methods:**

- **prior to the purchase** or lease of land or buildings, an assessment of the risk of legacy soil and groundwater pollution is performed. On sites where groundwater is sensitive and vulnerable, groundwater quality is monitored regularly;
- the **loading/unloading of tankers** can cause numerous accidents with serious consequences for the environment. To prevent spillage during these operations, Valeo sites are required to draft a specific transfer procedure appropriate to the nature and risks of the products in question, notably including a vehicle circulation plan, a list of people approved for unloading, the method for verifying the nature of the product and its compatibility with the recipient container and instructions in case of spillage;
- the **storage of hazardous products** can be another source of accidental spillage. The Group has laid down rules for designing and building retention systems and tanks, specifying minimum volumes, what materials to use to ensure the sealing of tanks and retention systems based on the nature of products stored and how to structure warning systems in case of overflow;
- to go further in chemical risk management, the Group embarked on a new process of external audits dedicated to chemical product management and waste treatment in 2020. Each year, a representative sample of sites from all of the Group's Business Groups is audited in accordance with directives and changes in local regulations;
- **underground tanks** have been banned within the Group since the early 1990s, with the aim of eliminating the risk of significant pollution of soil and groundwater associated with such facilities;
- **internal landfills** are prohibited on all sites, regardless of their location;
- for cases of **accidental spillage,** the directive entitled "Intervention means and consequence limitation" focuses on the human and material resources to be put in place on sites to prevent, detect and limit the consequences of emergencies liable to have a direct impact on human health or the environment;
- in keeping with its commitment to protect our **water capital,** and to prevent a major incident causing groundwater or river pollution despite the implementation of protection systems to prevent backflow, Valeo has decided to cease all residual direct water withdrawal activities by 2025;
- when a **business** is **sold or shut down,** the Group commissions an audit, generally accompanied by an examination of the soil and groundwater, to determine whether any pollution occurred during its operational phase. If pollution is discovered, the necessary measures are taken (monitoring or decontamination for instance);
- if a site is **closed permanently,** all waste, raw materials, products and equipment are removed, and site maintenance continues until it is sold.

If, in the course of its operations, the site is responsible for soil or groundwater pollution, it performs the studies, research, work and monitoring necessary to manage the pollution so that it does not pose a risk to the health of its employees, local residents or, more generally, the environment.

For waste management, each site is responsible for:

- **minimizing** the generation of waste by reducing the weight of packaging, substituting raw materials or changing its procedures or processes;
- **collecting** and storing waste in conditions that minimize risks to the health and safety of people and the environment:
  - waste storage areas are controlled and monitored,
  - waste containers are labeled with the type of waste and characteristics of the hazard (e.g., flammability),
  - a "waste production and disposal register" is kept to ensure systematic monitoring of waste;
- **prioritizing** the use of waste for recycling, or else for recovery;
- **ensuring** that elimination channels comply with local regulations and guarantee safe waste treatment.

Whatever the channel:

- waste must be **transported** in optimal safety conditions by selected service providers;
- each shipment must be accompanied by a waste tracking slip summarizing the characteristic of the waste shipped, the company in charge of the transportation and the company in charge of disposal and treatment;
- the site must ensure that **the waste is disposed of** safely and in accordance with local regulations.

  To this end, the site must be able to obtain the following documents when selecting a disposal company:

  - authorization to operate a waste treatment/disposal facility,
  - authorization to treat/eliminate specific waste,
  - certificate (e.g., inspection report) issued by the administrative authorities stating that the company's operations comply with all applicable local regulations,
  - insurance certificate,
  - for hazardous waste, financial guarantees showing the company's ability to close the site following its operation in such a way that it no longer represents a risk for people and the environment.

For waste hazardous to humans or the environment, the site must obtain a description of disposal procedures from the disposal company. In case of doubt about waste treatment, the disposal company will be audited.

In the absence of a reliable waste disposal and treatment channels in the country in question, Valeo exports its waste. The environmental indicators reporting tool tracks the amount of waste sent to these channels.

Waste and recycling initiatives

In 2021, the Group continued its work to improve the reliability of the data provided by the sites on waste, both on the quantity generated and the traceability of waste until the final stage of treatment. Based on:

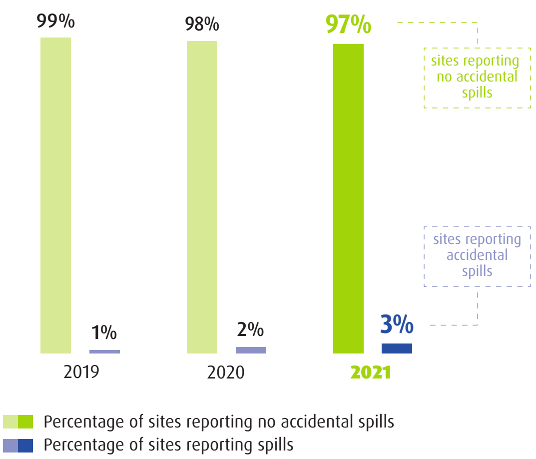
- an annual third-party audit schedule, linked to compliance with internal guidelines and local regulations in each region;
- an investigation launched within each Business Group so that each site can list the waste treatment companies and subcontractors with which it works, the terms and conditions of the contracts signed and the insurance conditions, to identify possible red flags;
- a process of physical audits of companies to gain a clearer picture of their waste disposal processes and guarantee the traceability of the waste entrusted by Valeo to their treatment process.

In 2021, the Group's sites renewed the following initiatives:

- improving waste sorting:
  - by awareness-raising campaigns on the sorting of domestic waste,
  - by a reduction of paper used in offices, and the reuse and recycling of residual paper, particularly during Sustainable Development week in June;
- internal reduction and reuse of scraps;
- elimination of the use of plastic cups by the provision of individual bottles;
- reuse of cardboard for internal packaging;
- generalization of sorting in canteens.

Results and performance

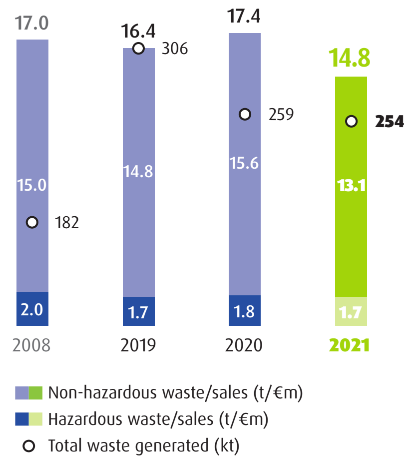
ACCIDENTAL SPILLS



All spills are reported and recorded by the sites in the Valeo reporting tool. An event is considered significant when the quantity spilled is greater than 1 cu.m. In 2021, an accidental spill of 1 cu.m of oil was reported by the Fujioka site (Visibility Systems Business Group, Japan). Following the freezing and rupture of a water pipe, water from the overflowing of the drainage circuit washed away part of that oil to a river located near the site. With the help of a specialized company, it was quickly isolated, contained with floats and pumped out of the river to avoid any environmental impact.

To improve the monitoring of events liable to have an environmental impact, the Group rolled out an internal tool in 2019, allowing sites to issue alerts in real time when a spill occurs. Known as "Environmental Red Alert", the new tool makes it possible to inform the highest level of the Group's organization depending on the seriousness of the incident, and to monitor and validate the resources devoted to limiting the consequences of the incident. Since 2020, the use of this tool has been extended to any notification of an event linked to a potential impact on the environment (regulatory non-compliance, notification of a complaint by a third party, leak resulting in an impact on atmospheric emissions, etc.).

TOTAL WASTE GENERATED



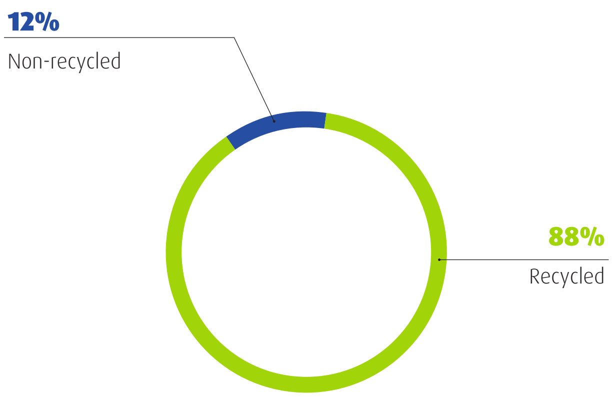
In 2021, the total amount of waste as a proportion of sales fell by 15% compared with 2020. The Group's waste generation in absolute terms was also down 5 kt compared with 2020.

The Group remains vigilant about containing the quantity of its waste during phases of growth. As part of the ISO 14001 certification process, the Group plans to reduce its landfilled waste and increase the proportion of waste-to-energy recovery, and has set itself a target of extracting synergies between the Purchasing, Industrial and Research & Development departments, with the following aims:

- continue reducing raw material consumption;
- shorten development time in the launch phase for new projects (products and processes);
- establish monthly monitoring of the main producers of waste.

The Powertrain Systems Business Group alone accounts for more than 51% of the Group's total waste volume, due to the increase in the number of sites in the Business Group, but also to its press cutting, tray machining and friction lining activities. These manufacturing processes generate considerable raw material waste.

RECOVERY OF WASTE IN 2021



Valeo is working to optimize its waste recovery: on average, 88% of the Group's waste is recovered or recycled, of which 6.8% is incinerated with heat recovery. The number of sites that have already managed to recycle or reuse all their waste rose from 20 in 2020 to 31 in 2021, an increase of 55% year on year.

The main waste generated by the Group's facilities (presented below in decreasing order of weight) is reused as follows:

- metal waste, almost all of which is sold for recycling;
- wood, which is recycled or used to generate heat;
- plastic, which is sold for recycling.

The breakdown between non-hazardous waste and hazardous waste has been stable since 2014. Non-hazardous waste represents nearly 90% of all waste, which tends to increase recycling and recovery opportunities. In 2021, this share represented no less than 88% of all waste generated by Valeo's activities.

Health and safety risk

Description of the risk

Guaranteeing a safe work environment is the first way to improve the quality of working life of employees and to ensure their involvement in the Group's activities. To ensure the safety of its employees, Valeo monitors all accidents, including "near misses"(1). The Group has defined a typology of human risks comprising five categories:

- **category 1:** severe accident (death, amputation, major trauma, disability);
- **category 2:** significant material damage (which could have caused serious injury) and major "near misses";
- **category 3:** accident with lost time, regardless of the severity (including occupational illnesses);
- **category 4:** accident without lost time, but which resulted in medical treatment off site (hospital or doctor);
- **category 5:** accident without lost time, but which resulted in medical treatment on site or did not require medical treatment.

In 2021, it created a new accident category covering all material risks:

- **category 6:** immaterial equipment damage, with no risk of injury (e.g., damage to equipment by collision, blow, etc.) and no risk of production being interrupted.

The safety of every person working on a site is essential, which is why the accidents of service providers and external visitors are also monitored in the same way as employee accidents. Valeo's demanding policy involves and empowers all of its employees through regular training and communication.

4

(1) A "near miss" is an event that could have caused bodily injury.

Risk management policy

To ensure that accident risks are kept under control, precise objectives per production area and per service are laid down, and policies are implemented to create a safe working environment conducive to the well-being of all.

To ensure an accident-free work environment for its employees, the Group has set itself the goal of maintaining the frequency rate (FR1)(1) of lost-time accidents at less than 1.7 in 2022. To achieve this objective, Valeo, through its Risk Management Manual, rolls out policies and directives on a range of topics (building and facility safety, employee health and safety, data security and the environment).

In 2021, Valeo continued its external audit plan to verify the proper application of its directives in terms of risk management. The Group is also pursuing its objective of obtaining ISO 45001 certification for all sites. At the end of 2021, 89% of its sites were certified to this international standard.

Ongoing improvement in on-site risk management is governed by the Quick Response to Quality Control (QRQC) methodology.

All employees are trained in this approach as soon as they arrive at Valeo, in particular through the mandatory training modules: "Plan, Do, Check, Act", "Safety induction" and "Safety First". The "Safety First" training program, created in 2015, aims to influence the behavior of employees at work, from operator to manager. At the end of 2021, 69,638 employees had been trained, compared with 72,346 at the end of 2020, representing 77% of the target population.

To strengthen its emphasis on preventing major accidents, the Group has adopted five golden safety rules on certain topics: protective equipment; energy Lock-Out Tag-Out operations; working at heights; vigilance at work; and traffic.

In terms of governance, and to guarantee an accident-free environment, a **Group Safety Committee** has been set up. It is chaired by the Deputy Chief Executive Officer, assisted by the Industrial Director, the Health, Safety and Environment Director and the Senior Vice-President, Human Resources.

The commitment of all employees is essential, which is why safety is an integral part of their objectives, particularly those of the Chairman and Chief Executive Officer. Jacques Aschenbroich's compensation was partially indexed to the number of accidents resulting in lost time and the reduction in the number of category 1 and 2 accidents in 2021.

(1) *Calculation of FR1: number of lost-time accidents x 1,000,000/number of hours worked during the year. This indicator takes into account category 1 and 3 accidents. Occupational diseases are included in this indicator as category 3 accidents. Occupational diseases will therefore not be addressed outside this indicator. All Valeo employees, whatever their contract (temporary worker, service provider, trainee, VIE), are factored into the calculation of the number of accidents.*

Controlling the aftermath of the Covid-19 crisis during 2021

- Reinforced protocols to ensure employee health

In 2021, the Group maintained the highest standards across its sites, demonstrating compliance with its reinforced health protocol adapted to the health situation, with oversight by Health Committees at Group and country level. It conducted more than 200 Covid-related cross-audits, and shared its best practices. With each new wave of the epidemic, Valeo anticipated and rolled out testing capacities in order to avoid creating clusters internally and to ensure production continuity at the height of the crisis.

- Vaccination campaigns to ensure the protection of all employees

The year was marked above all by a commitment to vaccination, with support and massive rollouts on all the sites where the Valeo Group operates, in more than 14 countries. Vaccination campaigns were organized for employees in various countries, including Tunisia, where all employees were vaccinated thanks to an initiative undertaken jointly with the French Consulate. Incentives such as providing special days of leave were implemented so that Valeo employees could get vaccinated outside their workplace. As a result, the percentage of employees vaccinated is above the national percentage in each country.

- Air quality in confined spaces

The Group also stood out for its work to improve employee protection by monitoring the air quality of workspaces thanks to the widespread installation of CO_2 measuring systems and by equipping buses used to transport Valeo employees with air purifiers. More than 200 such buses have been fitted worldwide.

Measures taken to reduce the risk

For the maintenance of machines that are a potential source of severe accidents, the Group has developed a directive, standard work instructions, a machine certification process and specific training on the Lock-Out Tag-Out process in order to strengthen the understanding of risks and its standards.

The aim is to ensure that the machines' power supplies are shut off and locked, and the power dissipated before any maintenance operation so that no power sources, including residual energy, can cause an accident. Locking also prevents third parties from restoring power to a machine inadvertently during these operations. The standards include a list of steps to follow in a specific order to safely shut off the machine.

To achieve greater professionalism among our maintenance technicians, particularly for Lock-Out Tag-Out operations, they must follow a specific training process. The process integrates the prevention of electrical risks and risks related to incorrect Lock-Out Tag-Out procedures.

They also complete machine-specific Lock-Out Tag-Out drills. Technicians are only certified and authorized for Lock-Out Tag-Out operations after demonstrating compliance with the Group's standards during drills.

Enhancing site security: The School of Dojo

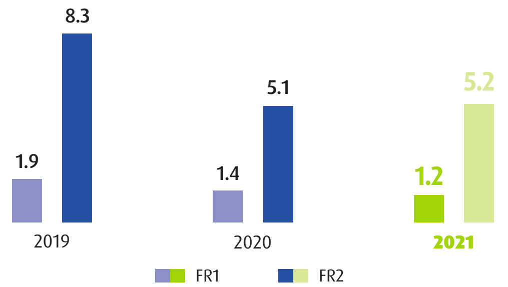
In 2021, in addition to its Safety First training, Valeo continued the rollout of its safety training rooms, known as Safety Dojo. Safety Dojo is a Group standard designed to support and develop the knowledge and skills of every employee in the field of safety and ergonomics. It uses lighthearted exercises to teach people how to identify dangers, dangerous situations and the associated risks, and to know how to apply the prevention and protection measures implemented at Valeo sites.

Safety Dojo is aimed not only at newcomers, but also at all Valeo employees and suppliers, to reinforce their knowledge of safety rules and as such prevent any form of accident. In 2021, the rollout of Safety Dojo courses continued, with the opening of 15 new rooms. The Group now has 154 rooms, compared with 139 in 2020.

Results and performance

Three of the 20 key performance indicators reviewed periodically at all levels of the organization (Group, Business Group/Activity, countries, sites) relate to safety:

FREQUENCY RATE (FR1[(1)] AND FR2[(2)]) OF OCCUPATIONAL ACCIDENTS



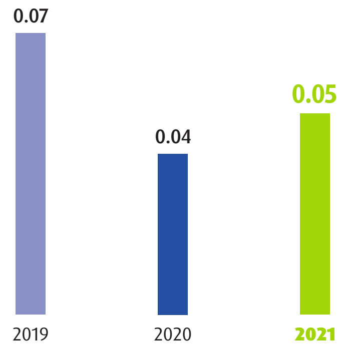
- For the third consecutive year, the frequency rate 1 (FR1) was below 2, improving from 1.4 in 2020 to 1.2 in 2021. Valeo has achieved its 2021 Group objective (<1.9) and is making progress toward its 2025 objective (<1)[(3)]. While the prevention, awareness and training policies implemented by the sites over the years enabled the Group to beat the target set for 2021, Valeo remains vigilant. The performance must not be taken for granted, and there is always room for progress.

In 2021, despite the global pandemic and the semiconductor crisis, Valeo's sites were able to implement regular audits on compliance with the 5 golden safety rules, with the aim of diagnosing and raising awareness among all employees of the situations most subject to accidents and with a history of high severity rates.

- Frequency rate 2 (FR2) increased from 5.1[(4)] to 5.2 between 2020 and 2021. This increase is attributable above all to the resumption of economic activity, and chiefly reflects an increase in "near misses". Since 2019, Valeo has chosen to include all category 5 accidents, with or without lost time, in its FR2. Accidents without lost time concern accidents either with treatment provided outside a hospital (category 4) or with treatment provided internally (category 5), i.e., "near misses", regardless of the severity and nature of the treatment provided on site.

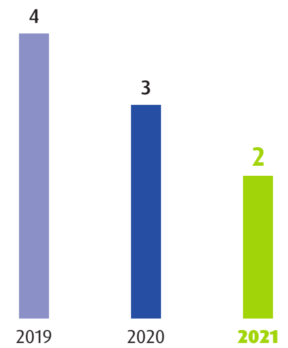
The accidents covered by these indicators include all Valeo employees, regardless of their type of contract (permanent, fixed-term, apprenticeship, internship, VIE, temporary and services). With regard to service providers, while the number of occupational accidents is reported, their hours worked are excluded from the calculation. Consequently, the calculation method accentuates the frequency and severity rates. This choice stems from Valeo's decision to record the occupational accidents of all Valeo employees and service providers. The Group's improvement targets for accidents apply to everyone, regardless of contract type.

SEVERITY RATE (SR1[(5)]) OF OCCUPATIONAL ACCIDENTS



The severity rate increased from 0.04 in 2020 to 0.05 in 2021. In 2021, Valeo saw a decline in the number of lost-time accidents, but the amount of time lost for each accident was greater.

NUMBER OF CATEGORY 1 ACCIDENTS[(6)]



The two category 1 accidents of 2021 involved and concerned subcontractors. The challenge for Valeo is to ensure compliance with its safety standards, not only by its employees but also by its service providers. Two deaths following heart attacks were also reported at a Valeo plant, but were unrelated to the victims' professional activity.

(1) Calculation of FR1: number of lost-time accidents x 1,000,000/number of hours worked during the year. This indicator takes into account category 1 and 3 accidents. Occupational diseases are included in this indicator as category 3 accidents. Occupational diseases are not addressed outside this indicator. All Valeo employees, whatever their contract (temporary worker, service provider, trainee, VIE), are factored into the calculation of the number of accidents.

(2) Calculation of FR2: number of occupational accidents, with or without lost time x 1,000,000/number of hours worked during the year. This indicator was removed from the employee-related audit scope in 2019.

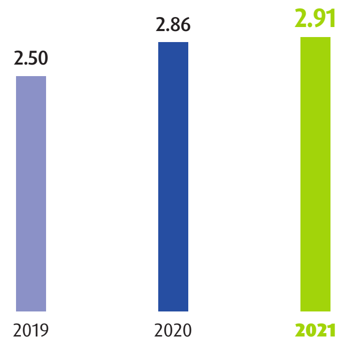
(3) The continuous improvement of FR1 since 2020 has encouraged the Group to adjust its 2025 target from <1.7 to <1.

(4) The FR2 rate of 3.4 for 2020 published in the 2020 Universal Registration Document has been corrected to 5.1 in the 2021 Universal Registration Document.

(5) Severity rate calculation: number of calendar days lost during the year x 1,000/number of hours worked during the year.

(6) Category 1 accidents: severe accidents (accidents resulting in amputation, disability, major trauma or the death of an employee).

ABSENTEEISM RATE[1]



The acceleration of the increase in the absenteeism rate in 2021, from 2.86 to 2.91 (an increase of 2%) is linked to the global pandemic, with the consequences for employees of the various periods of lockdown on the organization of their personal lives. The rate had never before reached such a high level.

Risk related to attracting talent

Description of the risk

Attracting the best talent is a key challenge for Valeo in achieving its goals in a competitive environment that is undergoing profound transformation. The Group's success hinges on attracting skilled employees internationally in fast-growing markets and emerging countries, and in fields of advanced technology, such as CO_2 emissions reduction and intuitive driving technologies.

Valeo bolsters its appeal by conveying an image and employer promise that are consistent with its corporate values and culture. Valeo regularly communicates on employment and career opportunities through various communication channels, including social networks. Having skilled teams ensures that Valeo can meet the expectations of its customers around the world, and add value in terms of innovation, total quality and competitive solutions and services.

Risk management policy

As part of the "One HR" comprehensive transformation project (see Chapter 1, section 1.5.8 "Human Resources", page 84), a recruitment organization in the form of Talent Acquisition Centers (TAC) has been in place since 2018 to generate recruitment synergies at national and regional level. The TACs back the organization up with strong and experienced recruitment teams. The TAC organization helps to reduce reliance on recruitment agencies and allows recruitment costs to be focused on actions with high value added. The TAC teams provide the best applicants within the shortest possible time, both internally and externally. They also work with the Communications Department to promote Valeo's employer brand locally, regionally and globally. In 2021, Valeo had 23 TACs worldwide.

To support the implementation of this new organization, Valeo has developed a comprehensive IT solution to manage recruitment. The main objective is to increase the efficiency of the recruitment process, reduce its cost and duration, improve quality and follow-up, and give better visibility to job opportunities available.

Despite the economic impacts of the pandemic and supply chain challenges in 2021, Valeo managed to deliver to all of its customers. That was largely attributable to recruitment teams, which focused on hiring competent employees in the industrial and technological fields. The Group accordingly recorded an increase in permanent hires, with recruitments of Managers and Professionals totaling 5,531.

Measures taken to reduce the risk

Valeo's recruitment policy is based on a strong employer brand, which enhances the Group's visibility and its appeal for the talents of tomorrow. Managing relations with schools and creating strong and close partnerships is a priority for the Group, which is committed to ensuring that the proportion of under-25s hired exceeds 35% by 2025. In 2021, 80% of Valeo's plants maintained relations with higher education institutions (universities, engineering schools, business schools, etc.).

The Group continues to welcome young people as part of their studies, particularly through apprenticeships and work-study programs. This ambition is global, but is especially evident in France, where work-study students and apprentices together accounted for 5.7% of the workforce as of December 31, 2021.

A team of recruitment experts has worked on implementing tools to anticipate needs. The TAC teams from different countries have created "Hiring4me", an e-learning module for managers, giving them the tools to create exemplary recruitment, free of any discrimination in hiring.

#REFERAFRIEND, or co-opting at Valeo

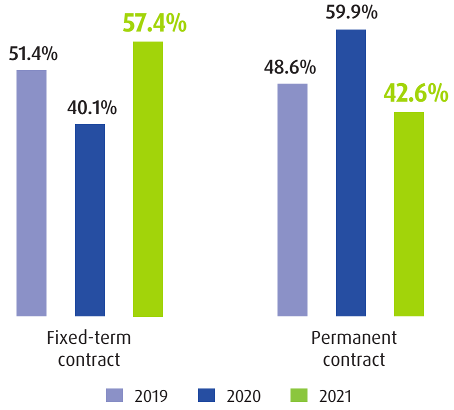
Thanks to the "#REFERAFRIEND" program, launched in 2019, 11% of Managers and Professionals were co-opted in 2021, compared with 9% in 2020. Capitalizing on employee engagement, it allows Valeo job offers to be shared and applicants to be recommended. Experience shows that co-opting employees only put forward the people most capable of ensuring the responsibility attached to the vacant position. Co-opters receive a financial incentive.

(1) Calculation of the absenteeism rate: actual hours of absence expressed as a proportion of total possible working hours. Hours of absence taken into account are absences due to a workplace accident, illness, suspension of work, strikes, absences authorized other than statutory holidays, unauthorized absences. Possible working hours are equal to the number of days worked in the month x the daily working hours (excluding overtime) x month end registered headcount.

Wishing to facilitate quick and successful integration, Valeo also offers an onboarding program called "Valeo Discovery" for Managers and Professionals. Harmonizing the onboarding process ensures that newcomers receive quality information, reinforces the role of the manager, ensures that more local information is provided, and provides an even friendlier atmosphere thanks to a "buddy" support program. As such, each newcomer's onboarding program is now broken down into five steps: the welcome by a "buddy", an individually tailored program, presented from day one, that sets out the various stages of the employee's induction, an online course containing information about the Group (organization, products, values and culture), participation in a welcome session organized by the site and regular meetings with the manager during the first six months.

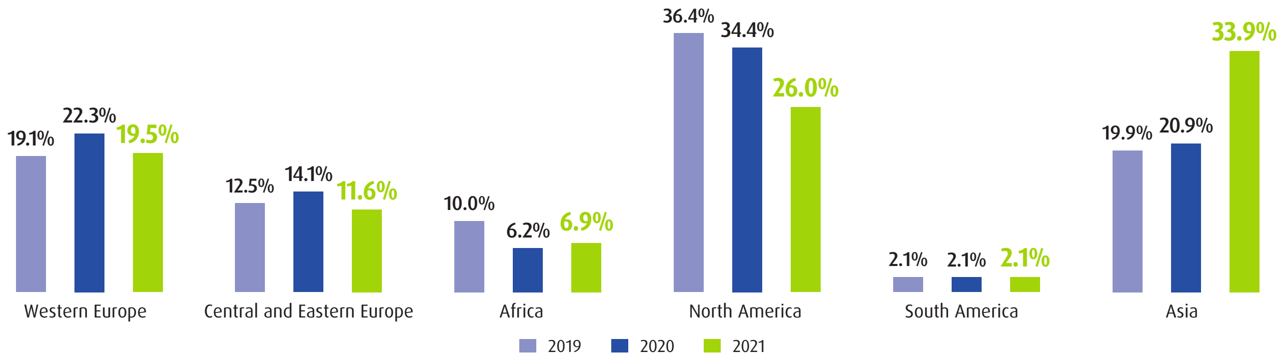
Results and performance

BREAKDOWN OF NEW HIRES BY TYPE OF CONTRACT



In 2021, Valeo hired 21,709 employees, all categories combined, 12,462 of whom on permanent contracts and 9,247 on fixed-term contracts, compared with 8,161 and 12,171 in 2020, respectively. Due to the decline in activity and the ensuing workforce variabilization efforts, recruitment for permanent contracts fell by 24% between 2020 and 2021, while recruitment for fixed-term contracts was up 53%.

BREAKDOWN OF NEW HIRES BY GEOGRAPHIC AREA



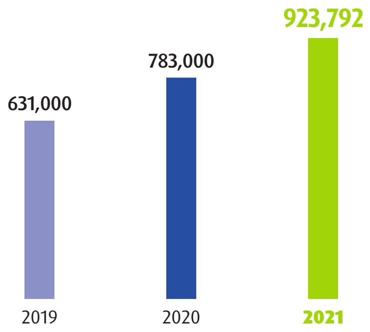
Geographically, the share of new hires was down significantly in all regions, particularly in North America (by 8 percentage points), where a Canadian site closed. It also decreased in Western Europe (by 2.8 percentage points), and Central and Eastern Europe (by 2.5 percentage points). Asia was the only geography to see an increase (of 13 percentage points) in its workforce in 2021. The level of progress matched the economic recovery and the health situation in the countries of the area. In South America, the recruitment rate was stable at 2.1%.

This year, the teams in charge worked to achieve recruitment-specific CSR objectives, focusing on the recruitment of young people, women and R&D engineers. R&D engineers accounted for 17.2% of new arrivals in 2021, compared with 5.7% in 2020.

Valeo continues to develop its presence on social networks, posting on LinkedIn, Facebook and Twitter, as well as on YouTube, Xing and WeChat in order to develop its employer brand and remain visible on the market.

In 2021, the number of LinkedIn followers continued to grow, reaching 923,792; an 18% increase on 2020. Greater numbers of employees are playing the role of ambassador in this area, with their number reaching more than 1,200 in 2021.

CHANGE IN THE NUMBER OF LINKEDIN FOLLOWERS



Risk related to developing and retaining talent

Description of the risk

The Group relies on its employees to support its growth and maintain relationships with its customers worldwide.

To this end, Valeo is committed to recognizing and valuing talent, while retaining talented employees thanks to ambitious compensation, professional development, training and internal mobility policies. The objective of these policies is to empower each employee in their career and their skills to ensure their operational excellence.

Risk management policy

Developing and retaining talent is one of the Group's most critical challenges, with Human Resources departments in all entities boasting specific skills. At Group level, as well as at the country and site levels, the managers responsible for talent development, training, compensation and benefits work together to develop ambitious policies that meet employee demands and match the Group's strategy. Together they focused on four essential levers:

- training;
- skills development;
- compensation and benefits;
- development of the network of experts.

The objectives of Valeo's Human Resources Department for 2025 are as follows:

- stabilize the voluntary departure rate among Managers and Professionals at 7%;
- reach an employee shareholding rate of 65%;
- give 100% of employees training in at least one module each year.

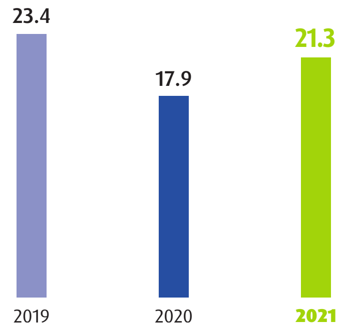
Measures taken to reduce the risk

Training

As employee training is a tool for developing and retaining talent, Valeo is continuing its internal training efforts. In 2021, 96,622 employees (93.5% of the total headcount) took at least one training course during the year.

Development of distance learning

AVERAGE HOURS OF TRAINING PER EMPLOYEE – REGISTERED HEADCOUNT



On average, each employee completed 21.3 hours of training during the year. The digitalization of its offer is allowing Valeo to make its training courses available to all employees. 60.8% of the training courses carried out in 2021 were in digital format, and MyLearning, the Group's training platform, now has 63,263 users. This year, operators and technicians together accounted for 73.1% of training courses completed.

Valeo also capitalizes on its internal talent, with a network of trainers comprising 5,784 employees. They are experts or certified professionals from all networks, and their purpose is to pass on their expertise.

BREAKDOWN OF HOURS OF TRAINING OF THE FIVE MOST POPULAR TRAINING COURSES IN 2021

To reinforce the expertise of its employees, Valeo has set up in-house technical training. The Group offers continuous training for its technicians and engineers to encourage innovation at all levels. In 2021, 391,423 hours of "technical and scientific" training were provided despite the Covid-19 crisis.

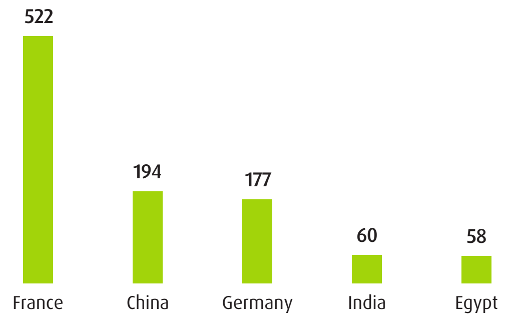
As safety and ergonomics are essential levers of commitment and motivation among our employees, the Group has developed specific training modules to foster awareness of these issues. As soon as they are inducted and throughout their career, employees receive face-to-face and online training specifically dedicated to the identification, control and management of risks (e-learning modules detailing the HSE – Health, Safety and Environment directives). The volume of training hours devoted to safety increased further to 344,028 in 2021, compared with 298,191 in 2020.

Managing the Covid-19 crisis and protecting employees remained a priority in 2021. An e-learning module on preventive measures to avoid the spread of Covid-19 was accordingly made available in 22 languages among our teams and visitors, as well as within the broader community. All employees with access to MyLearning completed this e-learning course. Those without access took part in face-to-face training organized on the sites.

Training spearheaded by a powerful network of experts

Courses are run mainly through the Group's powerful network of Experts. They are designed to provide advanced training on Valeo products, technologies and manufacturing processes. Experts play a vital role in the transmission of knowledge and skills at all levels of the organization. Each year, the Group identifies and appoints Experts to provide support for prospective new products and the development of industrial processes. In 2021, Valeo had 1,377 Experts of 58 different nationalities in 22 countries worldwide, breaking down as 987 product experts and 390 process experts. Between 2020 and 2021, the number of Experts edged up by 0.3%.

TOP FIVE COUNTRIES WITH THE MOST EXPERTS IN 2021



With approximately 38% of Valeo Experts, France is home to the largest number of experts in the Group, a total of 522; Five countries (France, China, Germany, India and Egypt) together account for 73% of Experts. 2021 was the first year in the ranks of the countries with the most Experts for India and Egypt.

Talent development

To foster talent development and internal mobility, Valeo strives constantly to provide its employees with the right environment and tools to enable them to be actors in their own career paths.

In 2021, the Group used the new Job Grading system to reinforce the existing arrangement combining Individual Development Plans and career interviews. The new system has enabled the Group to:

- update the catalog of jobs and the list of skills expected for each of them;
- develop training courses by network and by function to enable all employees to self-train on the skills they wish to acquire for the next steps in their career;
- define career paths for all positions existing within its organization. These paths can be accessed by all employees and external applicants via a mobile application. The goal is to empower each employee in his or her own career development.

A succession and development plan is drawn up each year to identify the next stages in the career path of all Managers and Professionals. It is implemented by each Group entity via a committee responsible for selecting internal candidates for vacant positions. Moreover, during their mid-year or year-end appraisal, all Managers and Professionals are made aware of succession plans and the possible next steps in their career paths identified by management and Human Resources teams, taking into account their aspirations.

A program to promote mobility within the Group

Career days were held in most of the Group's countries in 2021. Their purpose is to promote geographical and functional mobility by introducing employees to our sites, our job roles and our gateways. This very active internal mobility policy allows the Group's employees to develop throughout their career by working in different functions in other networks or sites.

To ensure a match between identified career paths and vacant positions, a meeting designed to review talent and competences, known as the "People Review", is arranged by sites and networks at each level of the organization. This meeting thus promotes geographic and functional mobility.

Furthermore, each year, Valeo offers international career opportunities in the form of assignments of less than one year or expatriation to ensure the transfer of competences to new locations, the strengthening of certain essential skills to support the growth of Valeo's activities internationally, and the individual development of the employees concerned.

This dynamic policy and these tools allow Valeo to create an internal talent pool to fill vacant positions. As a result, a total of 12.6% of Managers and Professionals benefited from career development opportunities in 2021 (up from 13% in 2020). The average length of service of Valeo Managers and Professionals in each position is 7.2 years. Valeo also facilitated the expatriation of 218 employees to 13 countries in 2021.

In addition to the specific actions taken among Managers and Professionals, the Group strives to promote career development among non-managers, both operators and technicians, and supervisors. In 2020, a specialists' path accessible to non-managers (mainly in the Research and Development, Industrial and Quality networks) was developed in France in the same spirit as the Expert approach. 35 specialists were appointed in 2021, 40% of whom are non-managers.

Grow Together mentoring program

The Grow Together internal mentoring program dates back to 2019. It allows senior members of the Company – the mentors – to spend time with selected people – the mentees – to share their experiences, insights and knowledge.

The key objectives are to:

- accelerate the development of our talent;
- reinforce Valeo's values;
- promote intergenerational cooperation;
- improve communication, team spirit and social intelligence;
- prepare the leaders of tomorrow.

In 2021, 478 employees from 19 countries took part in the mentoring program, breaking down as 235 mentees and 243 mentors. Women accounted for 35% of them.

Overall compensation and benefits

Valeo is committed to offering competitive compensation and benefits that attract, engage and retain talent.

To ensure that its positioning is appropriate, Valeo conducts regular competitiveness analyses of salaries in the major markets where it competes for job applicants (mainly automotive and high-tech).

Compensation policies are developed based on a broad range of reliable sources including market practices from specialist compensation consulting firms, as well as central bank and government agency forecasts.

Each year, the country Human Resources Directors propose wage increases and benefits based on inflation, projected average increases in the market by category, the unemployment rate and sales. The Group validates and sets budget directives in each country, depending on their specific situation. This approach enables the Group to offer appropriate packages for each employee in all countries.

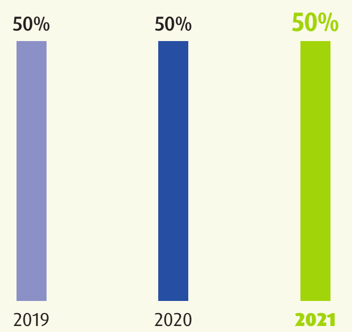
In 2020, Valeo redefined its Job Grading System, aligned with external market practices and ensuring internal recruitment and development based on objective criteria. The system is consistent with market practices and the organizational structure in place to ensure the fairness and competitiveness of salaries for each position.

2021 employee share ownership initiatives

Valeo aims to acknowledge and value the commitment of its employees by allowing them to become owners of the Group under preferential conditions.

In 2016, Valeo introduced a share subscription offering reserved for employees, known as "Shares4U". A sixth employee shareholding campaign took place in 2021. Through such offers, Valeo's management team sought to acknowledge the personal involvement of employees and give them a greater share in the rewards of the Group's performance. In 2021, around 86,300 Group employees were eligible in 21 of the countries where Valeo operates. At the end of the subscription period, which began on September 20 and ended on October 8, 2021, 857,378 new shares were subscribed at a price of 18.73 euros each. Employees received a discount of 20% to the reference share price. At December 31, 2021, around 50% of employees were Valeo shareholders thanks to the share ownership policy implemented in 2010 and reinforced by the recent Shares4U offerings (see Chapter 6, section 6.4.5 "Employee share ownership", page 452).

PERCENTAGE OF EMPLOYEE SHAREHOLDERS AT VALEO



PAYROLL COSTS AND PERSONNEL EXPENSES

(in millions of euros)	2019	2020	2021	Change (2021/2020)
Payroll costs excluding social security contributions and temporary staff (A)	3,102	2,735	2,713	-1%
Social security contributions (B)	690	599	626	+5%
Pension costs under defined benefit plans (C)	41	13	63	+385%
Pension expenses under defined contribution plans (D)	118	110	134	+22%
Total payroll costs (excluding temporary staff) (E)	3,951	3,457	3,536	+2%
Contribution rate ((B+D)/A)	26.05%	25.92%	28.01%	+2.09 pts

(in millions of euros)	2019	2020	2021	Change (2021/2020)
Total personnel costs (including temporary staff)	4,385	3,775	3,779	+0.1%
As a % of sales	22.5%	23.0%	21.9%	-1.1%

BREAKDOWN OF PAYROLL BY GEOGRAPHIC AREA IN 2021

(in millions of euros)	France	Europe (excl. France)	Outside Europe
Payroll costs excluding social security contributions and temporary staff (F)	664	1,012	1,184
Social security contributions (G)	238	212	176
Total payroll costs (excluding pension costs) (H)	902	1,224	1,360
Contribution rate (G/F)	35.8%	20.9%	14.9%

Personnel expenses including social security contributions (temporary staff included) were stable in 2021 compared with 2020, and remained lower than in pre-Covid-19 years thanks to cost variabilization measures implemented to address the health crisis and component supply issues.

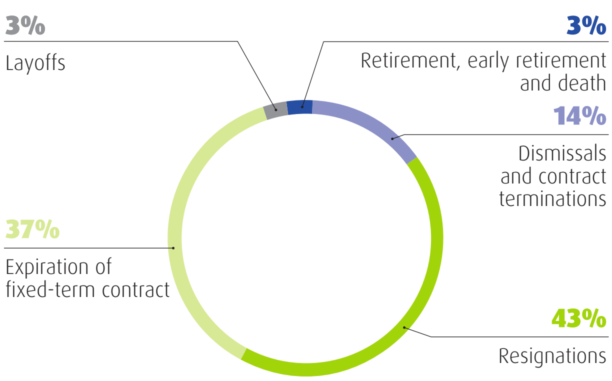
Social security contributions (excluding pensions) increased by 5% in 2021 vs. 2020, in line with the change in the payroll excluding temporary staff including capitalized personnel expenses. 2020 pension expenses were immaterial due to the impact of the competitiveness plan on this item in 2020.

Social security contributions (including pension costs for defined contribution plans) increased by 0.6 percentage points.

It is important to note that those paid in France represented around 38% of total social security contributions paid across the Group as a whole.

Results and performance

BREAKDOWN OF TURNOVER BY CAUSE IN 2021

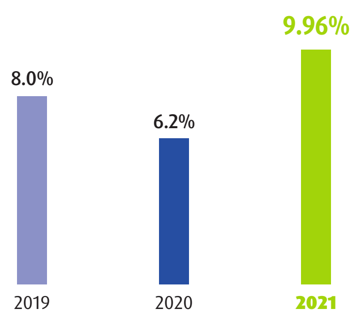


In 2021, 24,245 employees left the Group, compared with 25,119 in 2020. Resignations are the biggest cause of turnover (43%), followed by the end of fixed-term contracts, as well as non-economic dismissals and agreed terminations (37% and 14% respectively).

Operators account for 61% of resignations. The turnover rate for direct labor is increasing, notably due to the tight situations prevailing in certain local job markets, especially in North America.

Faced with this risk, Valeo is implementing action plans adapted to local issues in respect of hiring and retaining operators, especially in areas in full employment. They include recruiting a workforce near the plants, favoring permanent contracts over temporary contracts while preserving a certain flexibility, revising the hourly organization of the teams and ensuring the integration of new employees. The Group's pay, training and career development policy is key to attracting and retaining blue-collar staff.

VOLUNTARY TURNOVER OF MANAGERS AND PROFESSIONALS[(1)]



(1) The calculation of the voluntary turnover rate for Managers and Professionals takes into account resignations during the year.

In 2021, the turnover rate for Managers and Professionals in the Group was 9.96%, a significant increase of 61% compared with 2020. This increase in turnover can be attributed to the impacts of the Covid-19 crisis and the reorganization of working arrangements since business resumed. The main reasons for resignation, other than personal reasons, are compensation (24%) and career development (18%).

- younger age groups (people under 30) have a high turnover rate: 14%;
- the turnover rate was lowest in Indonesia (1%), Belgium (4.5%) and Spain (5%);
- the highest rates were in Malaysia, Ireland, Hungary, the United States and Tunisia, where specific measures (compensation, career development, promotion of diversity, etc.) have been taken to bring them down significantly.

Valeo monitors the voluntary turnover rate of Managers and Professionals and that of the direct workforce on a monthly basis to ensure its operational excellence and the retention of its talents. The turnover rate, i.e., the number of resignations as a percentage of the average headcount[1], increased from 6.5% in 2020 to 9.9% in 2021. The economic context is the main cause of this 1.7 point increase.

Risk of individual corruption

Description of the risk

The fight against corruption is intensifying and becoming more widespread. Most countries now have extremely stringent regulations sanctioning corruption and the absence of a compliance mechanism or program.

In view of its operations in countries with endemic corruption and the attendant various risks of civil sanctions, and the impact of potential corrupt practices on its reputation, operations, financial position and profitability, Valeo is active in the fight against corruption, whether active or passive, private or public.

Risk management policy

Valeo's anti-bribery program, which reflects its commitments and values, is designed to enable the Group to protect its employees, preserve its integrity and avoid risks relating to individual corruption.

The program, which is backed by the governing body and management teams, steered by the Ethics and Compliance Office, sets out prohibited practices and defines the conditions and prerequisites applicable to certain business relationships or cooperation arrangements. Its main components are:

- Valeo's Code of Ethics;
- corruption risk mapping;
- the commitment of the governing body;
- the policy governing gifts, invitations and donations;
- the conflict of interest management policy;
- the business partner assessment policy;
- the selection policy for agents and intermediaries;
- a multilingual, secure and confidential (or even anonymous) whistleblowing line accessible to employees and third parties; and
- a policy of generic and specific training.

It is complemented by a set of instructions and decision-making tools designed to prevent corrupt behavior and practices.

Its implementation and effectiveness are subject to internal controls and multiple audits.

It is regularly updated in a spirit of continuous improvement, awareness-raising, training and prevention.

The program is rolled out globally by the Ethics and Compliance Office, with the support of Compliance Champions, who are experienced executives known and acknowledged by their peers and their teams. Drawing on their detailed knowledge of the specificities of their network, country, Business Group or Activity, the Compliance Champions help relay the entire program to their teams, and guide employees on these challenges, thereby contributing actively to its implementation at all levels of the organization.

Following regularly updated corruption risk mapping:

- targeted internal audits were conducted;
- additional training was provided;
- procedures for declaring conflicts of interest were clarified; and
- a training campaign adapted to countries and positions held was rolled out in 2021.

Measures taken to reduce the risk

As part of the program presented above, Valeo:

- has a Code of Ethics formally prohibiting all forms of corruption;
- maintains global corruption risk mapping that allows it to adjust its policies and areas of attention as needed. In 2021, this mapping was broken down into regional maps;
- has a comprehensive anti-corruption program including policies, decision-making support tools and manuals for its staff and directors;
- also has a management program for risks represented by certain third parties, consisting of:
  - the business partner assessment and selection policy,
  - the Business Partner Code of Conduct,
  - specific mandatory training for some of their employees;
- organization of annual training campaigns, illustrated by numerous examples and practical cases, for employees exposed to risks of corruption in the course of their duties;
- requires induction training in Business Ethics and Compliance for newcomers, particularly following acquisitions;
- regularly reaffirms its commitment to fighting corruption in its internal communications;
- benefits from an active prevention system:
  - an alert system open to all Valeo employees and stakeholders (two liaison officers, an outsourced whistleblowing line, an investigation team, etc.),
  - an Alerts Committee that processes alerts and determines the necessary action plans and/or sanctions,
  - regular internal controls,
  - targeted internal audits.

4

(1) The average headcount is the sum of the Group's total headcount in each quarter divided by 4.

Results and performance

Circulation of the Code of Ethics

In 2021, 96% of new employees signed a declaration acknowledging receipt of a copy of the Code of Ethics. This initiative is aimed at ensuring that all employees joining the Group are informed and have fully grasped their rights (social rights, human rights, etc.) and the rules that apply to them (anti-corruption, etc.).

The Code comes with a mandatory training module, the results of which are presented below.

Anti-corruption training

To ensure an understanding of internal and external anti-corruption policies, tools and behaviors, Valeo has developed compulsory e-learning modules for newcomers (people hired during the year) and Valeo's other Managers and Professionals.

In 2021, 95% of new employees took and validated the Anti-Bribery Compliance Induction Program module.

In 2021, the Ethics and Compliance Office organized and delivered 75 training sessions via video-conference.

Risk related to suppliers' sustainable development practices

Description of the risk

Broad change in supplier chains, the emergence of new forms of indirect subcontracting and the desire to control risks of disruption in the supply chain by taking into account a wider range of risk factors have prompted Valeo to formalize over recent years a demanding policy in terms of sustainable development with regard to its suppliers.

In light of this reality, Valeo has begun implementing a policy to monitor its suppliers in the following key areas: governance, human rights, the environment, health and safety and supplier relations. The Group has drawn up questionnaires on these key areas, which have become control points for Valeo.

Since the launch of Valeo's Carbon Neutrality Plan in 2020, the understanding of environmental risk among Valeo's suppliers has been strengthened, mainly via the supplier practices assessment tool, which now includes evaluation points relating to the maturity of suppliers' carbon reporting for Scopes 1, 2 and 3 (see below). This requirement continued in 2021.

Risk management policy

Structure of the purchasing function at Valeo, and supplier relations

As a tier-one automotive supplier[1], Valeo is at the heart of the automotive industry supply chain. While it is an order-giver to tier-two and lower-tier suppliers, the Group is a supplier of technologies and systems to automakers.

Its activity is compliant with standards and laws in force, while also meeting the Group's sustainable development, ethics and compliance requirements. In dealing with its suppliers, the Group places priority on:

- quality;
- industrial location;
- competitiveness.

Management of the supplier panel

The Group's Purchasing Department has two major priorities:

- commodity (product family)/segment, in charge of the commodity purchasing strategies specific to these products;
- project and mass production, focusing on day-to-day operations (initiation of projects using cost-effective parts, implementation of technical manufacturing efficiencies, diversification of suppliers, etc.).

Purchasing departments in each of the Group's regions (Europe, Middle East, Africa, China, India, Japan, ASEAN[2], North America and South America) interact continuously with the commodity/segment teams to ensure that efficient, meaningful purchasing strategies are applied.

Sustainable development requirements and consolidation of suppliers in the Valeo panel

Selection and award meetings chaired by the global segment buyers are held to screen all proposals from suppliers based on a number of objective and rigorous award criteria.

The criteria for selecting suppliers and awarding bids/contracts include:

- economic factors;
- financial risks;
- logistics;
- corporate governance;
- environmental factors;
- social factors (respect for fundamental rights, environmental protection, employee health and safety, and quality).

(1) The tier corresponds to the automotive supplier's position relative to the automakers. Thus a tier-one supplier delivers directly to the automaker and a tier-two supplier delivers to the tier-one automotive supplier.

(2) ASEAN: Association of Southeast Asian Nations.

Over 90% of the mandatory items in the supplier qualification questionnaire relate to non-economic criteria. For instance, **sustainable development criteria are given a weighting of close to 20% in the supplier's final score**, and any failure to meet these criteria automatically disqualifies suppliers from being included in Valeo's supplier base. In 2020, these requirements were reinforced by the inclusion of criteria relating to suppliers' carbon performance and the establishment of objectives for reducing their carbon trajectory over ten years, in line with Valeo's objectives. These new requirements were widely circulated and assessed within the supplier panel in 2021 (the response rate to the annual assessment of suppliers' sustainable development practices reached 71% for the first time, see "Results and performance" in this section).

Before any supply agreement is awarded, suppliers must undergo the following qualification process:

- each supplier is required to complete a detailed questionnaire to enable Valeo to identify potential risks and to determine the overall level of risk. Based on these evaluations, Valeo checks the main requirements, highlights potential weaknesses and decides whether it needs to examine certain issues further during a visit to the supplier's plant. If so, an audit team composed of Group buyers, quality specialists and engineers is selected and sent to the site to verify the information given by the supplier. Following the site visit, the team decides whether or not the supplier can be included on the supplier panel, possibly following the implementation of an improvement plan jointly agreed with the supplier;
- after the meeting of the selection committee and the award of the contract, the supplier is officially listed, and the specific requirements for the deliverable components are set out in Valeo's specifications. A Supplier Quality Engineer from the project team monitors the development and industrialization of components and guides the supplier through final component qualification. If necessary, Valeo's laboratories perform interim design reviews, run tests and take any special measures required. In any event, Valeo always performs an on-site audit.

To be included in the supplier panel, suppliers must meet Valeo's ethics, integrity and sustainable development requirements. In 2015, these obligations were combined in the Business Partner Code of Conduct. This document incorporates all the fundamental principles of the UN Global Compact, the Valeo Code of Ethics and a set of fundamental rights including the freedom of association, the elimination of forced labor, the fight against corruption and workplace health and safety. Any supplier that fails to respect these rules of conduct is liable to receive sanctions, ranging from temporary suspension from new Valeo projects to definitive exclusion from the supplier base. No sanctions of this type were imposed in 2021.

To anticipate changes in the French legal framework, and on the basis of feedback from its suppliers on certain evaluation criteria, the Valeo Business Partner Code of Conduct specifies the Group's requirements in terms of fundamental rights (minimum working age, prohibition of forced labor, respect for freedom of association, etc.), workplace health and safety and respect for the environment. In addition to the commitment made by Valeo's suppliers to comply with the Valeo Business Partner Code of Conduct, the Group has included a section related to human rights in the sustainable development questionnaire it sends each year to a representative sample of its suppliers.

Valeo's supplier base breaks down into several categories based on the supplier's performance level in a given product family. In the event of critical performance or non-compliance with Valeo requirements, a supplier can be placed on "probation" for a maximum of one year and be required to implement an action plan. If the probation period is not successful, the supplier may be excluded from the supplier base.

New suppliers are also placed on probation for at least two years. During this period, the number of projects assigned remains under strict supervision to protect the supplier against the risk of becoming overly dependent on Valeo.

With this system, Valeo aims to better control its supply chain while building trusting relationships with its suppliers through cooperation on remedial action or improvement programs that are aimed at preventing or limiting operating risks.

Support for the decarbonization of the supplier chain

Since 2020 and the adoption of the "CAP 50" Carbon Neutrality Plan, significant work has been dedicated to supporting suppliers impacting upstream Scope 3. The Group has continued the work initiated in 2020 to assess its suppliers' carbon sources, identifying the following four sources:

- aluminum;
- steel;
- electronics;
- other commodities.

With that in mind, the Sustainable Development, Research and Development and Purchasing departments have implemented support for suppliers to ensure that they can all effectively contribute to the objective of reducing upstream Scope 3 emissions by 15% by 2030 (from 9.1 $MtCO_2$ to 7.7 $MtCO_2$ by 2030). This support draws on work in the following four key areas:

EMISSIONS SOURCES	Define a CO_2 emissions target for suppliers in line with Valeo Group targets
AUDIT	Support suppliers in implementing their action plan
SPECIFICATIONS	Promote low-emission materials in product design
INNOVATION	Limit the CO_2 impact in product design

Measures taken to reduce the risk

Assessment of suppliers' sustainable development practices

As part of the Group's policy of reinforcing the support offered to its suppliers along the entire supply chain, the Sustainable Development and External Affairs, Purchasing and Quality departments have launched a survey on sustainable development choices across a representative sample of suppliers accounting for 82% of the Group's production purchases.

Valeo reinforced this assessment of practices in 2016, by scheduling a global audit campaign among suppliers identified through the sustainable development questionnaire. Audits have been performed in Europe, Asia (China, Japan, India, Thailand) and North America (United States, Mexico), giving suppliers a new dimension of support in their sustainable development approach. The variety of the suppliers audited (by commodity, segment, company size, etc.) enabled Valeo to grasp the diversity of sustainable development practices, and to provide assistance and corrective actions in the event of failings or inadequacy in respect of the Group's sustainable development standards.

This methodology has been endorsed by Valeo's customers and acknowledged by non-financial rating agencies. The stabilization of audit processes allowed specific sectors, such as electronics, to be targeted in 2016-2017, followed by certain regions, such as India (see box below), in 2019.

With the constraints of the pandemic and restrictions on travel and plant visits, Valeo adapted the 2021 audit campaign through the use of questionnaire-based assessments, as well as by carrying out physical audits through virtual visits via smartphones or camera, for example, and emailing of audit-related documents by suppliers. That in turn gave rise to in-depth audits, particularly in supplier chains and in countries at risk. For example, Valeo was able to step in to correct the sustainability situation of a supplier whose audits had identified shortcomings on human resources matters. This work was assessed and validated by Valeo's automaker customer and resulted in a corrective plan being implemented over more than six months.

This example served to define a more efficient way of conducting audits, even in the absence of a "physical" audit.

Assessment of critical suppliers' sustainable development practices

Keen to conduct targeted and specific audit campaigns with purchasing segments or areas identified as critical or at risk, Valeo set the ball rolling with an audit campaign for electronics suppliers in 2016. Between 2016 and 2018, suppliers representing nearly 30% of purchases of electronic components and systems were audited (semiconductor industry, manufacturers of electronic parts, embedded systems, etc.). In 2020, a second specific campaign was focused on suppliers in India and the Southeast Asian countries.

The 2020 Indian campaign had three key stages:

- selection of suppliers based on specific criteria (segment, quality, etc.) and a universe of local risks in India (human rights, working conditions, etc.);
- training program in sustainable development and Valeo's requirements in this area, over the first half of the year;
- two-phase supplier assessment campaign: a self-assessment questionnaire on sustainable development, followed a few weeks later by a dedicated on-site audit.

Valeo selected 25 suppliers of various sizes and segments (including assembly, foundry and forging), who were trained up to Valeo's requirements. The exercise was accompanied by methodology for verifying data and face-to-face audits on a broad range of aspects including the environment, health and safety, site energy consumption, human rights, ethics in business relationships, workers' employment conditions, diversity, understanding of Valeo's technological roadmaps as a customer to be satisfied.

The audit results showed:

- an absence of alarming situations or risks in respect of human rights, health and safety, or environmental damage;
- but a need for follow-up actions to bring suppliers to the highest levels of qualification under the Valeo sustainable development standards.

Travel restrictions and the slowdown of activities (including complete shutdowns) slowed down the audit process.

For 2021, the assessment and audit process has been reviewed, taking into account the availability of digital tools and the mobilization of local teams, in order to resume a process of physical audits of supplier sites (see above).

Support for suppliers in the transformation of their industrial facilities

Faced with the diversity of its supplier chains, which include countless small suppliers, Valeo sees the gradual digitalization of production management processes as a vector of transparency and performance, including on carbon and energy issues.

To support this ambition, Valeo has participated in various initiatives to digitalize supplier chains.

At the request of the European Commission, Valeo has agreed to take part in the Digital Twins program, a digital mentoring program for selected suppliers. The aim is to select a number of the Group's strategic suppliers that are doing well on commercial aspects, but still need to upgrade their digitalization on several points. Through specialist monitoring, Valeo will then help them optimize their logistics sequences, improve their carbon footprint, and successfully sequence industrial tasks through progressive automation.

The program will contribute to the digitalization and modernization of the industrial fabric of lower-tier equipment manufacturers.

Results and performance

Results of assessments of suppliers' sustainable development practices in 2021

An annual self-assessment of sustainable development choices made by a representative sample of suppliers whose sales with Valeo covered 82% of the Group's production purchases was conducted in 2021. 2021 saw a response rate of 71%, a fivefold increase compared with that of 15% obtained in 2020. This significant development stems from a broad campaign allowing the entire network to monitor responses provided by suppliers over a period stretching from January 2021 to October 2021 (interspersed with communication campaigns among suppliers), compared with a period of just two months in previous years.

This assessment highlighted the fact that in addition to the Group's requirements, more than 86% of the respondent suppliers have their own CSR policy based on a charter, a code of conduct, best practices and a set of guidelines. A total of 41% of such policies are also communicated publicly. With a view to validating their commitments, close to 76% of the Valeo suppliers that responded to the survey have initiated voluntary certification and labeling programs for environmental policies covering at least 50% of their sites.

For 75% of the survey respondents, commitment to sustainable development and CSR also involves communicating their own sustainable development and CSR standards and requirements to their pool of suppliers. More than one-third (72%) of the suppliers surveyed assess their own suppliers' compliance with these requirements through evaluations on the same sustainable development issues and the duty of care, as part of supplier selection processes or through self-assessment or audits.

With this type of questionnaire, Valeo hopes to transmit its CSR experience to its suppliers by communicating quality and responsibility requirements, which are important aspects in risk management, and to set an example to encourage its suppliers to apply the same principles throughout the supply chain.

Conflict minerals

In 2013, Valeo's Purchasing Department aligned its sourcing processes with the American Dodd-Frank Wall Street Reform and Consumer Protection Act of July 21, 2010 on conflict minerals (title XV) in a joint effort to end the financing of violent conflict in the Democratic Republic of the Congo (DRC) and neighboring countries, which is financed in part by mining and the mineral trade. Valeo requires all its suppliers to comply with the 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act.

A specific initiative introduced in conjunction with the Research and Development Department allows the Group to better identify potential sources of conflict minerals. Thus, in 2020, 75% of the suppliers identified using this initiative provided the Group with a certified report on conflict minerals using the Conflict Mineral Reporting Template (CMRT) developed by the Conflict-Free Sourcing Initiative (CFSI).

Since then, the comprehensive CFSI initiative has been expanded to form the Responsible Minerals Initiative (RMI). The actors in the value chain are integrated into the prevention and audit actions of this initiative, notably through the pooling of due diligence procedures and the results of audits. Valeo is contributing to this initiative through a company specialized in monitoring and evaluating practices in terms of conflict minerals.

To help suppliers apply the Group's ethics and compliance principles, the Purchasing Department and Ethics and Compliance Office have provided manuals on Valeo's website to raise awareness about both the substantial legal risks of anti-competitive practices and corruption and about Valeo's compliance policies and requirements.

By monitoring discussions in this area in Europe, Valeo evaluates its internal processes with a view to anticipating and adapting the Group's tools to the future European framework.

Diversity programs applied to North American suppliers

Minority diversity programs in North America (United States and Canada) have added Women's Business Enterprises (WBE), Minority Business Enterprises (MBE), Veteran Business Enterprises (VBE), LGBT Business Enterprises (LGBTBE) and Disability-Owned Business Enterprises (DOBE) to the evaluation criteria for US and Canadian suppliers. Criteria for the integration of women, minority and veteran business enterprises apply to supplier qualification, selection and award processes held during meetings reviewing entities located in North America.

In 2021, the Valeo North America legal entity placed orders totaling more than 109 million dollars with suppliers classified as integrating women (WBE), minorities (MBE) and veterans (VBE), up 4% compared with 2020. This amount represents nearly 51% of the long-term objective in terms of the Valeo Group's supplier diversity strategy for the United States.

Purchasing location based on consumption area

The Group generally favors a location strategy compatible with the demands of economic competitiveness, and one that contributes to local economic integration. This strategy applies across all of the regions in which Valeo operates.

It allows the Group to:

- reduce transportation-related CO_2 emissions;
- support local employment by developing skills;
- meet the expectations of local stakeholders (customers, local and national governments) that increasingly encourage local integration.

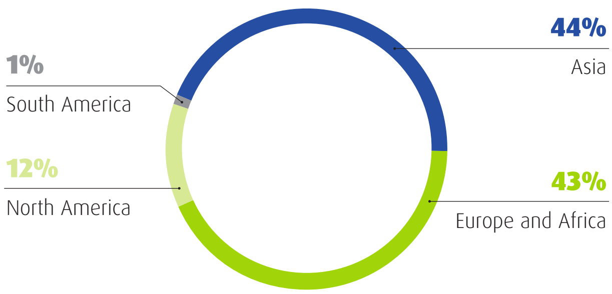
Furthermore, the policy of reducing the risks related to currency fluctuations has also led Valeo to favor local suppliers that comply with its supplier selection criteria.

The supply chain is based on the following principles:

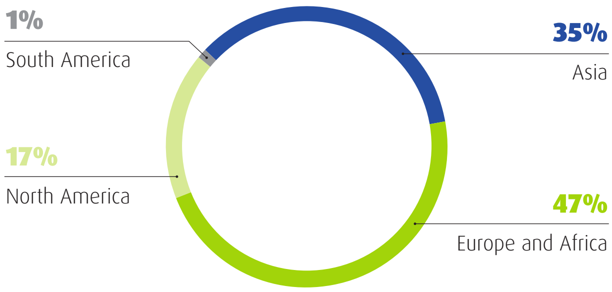
- symmetry between the areas of origin and consumption of purchases, reflecting the broad reach of Valeo's supply chain, in the Group's industrial footprint;
- balance between the main purchasing families, reflecting the breadth of Valeo's product portfolio.

The geographical breakdown of purchases by area of consumption and area of origin is accordingly virtually symmetrical:

BREAKDOWN OF DIRECT PURCHASES BY GEOGRAPHIC AREA OF ORIGIN IN 2021

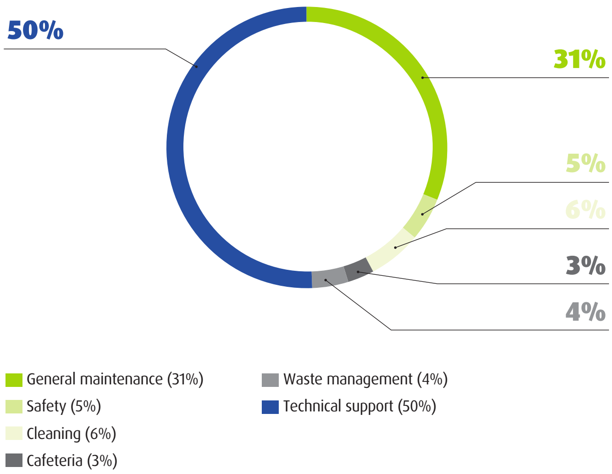


BREAKDOWN OF DIRECT PURCHASES BY GEOGRAPHIC AREA OF CONSUMPTION IN 2021



For historical reasons, the Europe-Africa region remains the leading geographic area of consumption (47%). However, it is now only the second-biggest sourcing region (43%) for Valeo, having been overtaken by Asia (44%) in 2021. As a direct result of the Group's growth strategy in emerging countries, Asia now ranks second in terms of consumption (35%).

TOTAL SUBCONTRACTING EXPENDITURE BY CATEGORY IN 2021



Valeo engages subcontractors to perform specific services at its many sites. As a result, the Group ensures that its subsidiaries comply with the provisions of national labor law and ILO conventions in their dealings with subcontractors, requiring them to sign and accept the provisions of the Valeo Business Partner Code of Conduct, and in particular the articles concerning employees' fundamental rights.

Subcontracting represented 430 million euros in purchases in 2021. Technical support services are significant, and account for 50% of this expenditure due to the IT services provided by outside companies (hardware, networks, services, computer applications). General maintenance costs represent 31% due to the industrial nature of Valeo's activities.

The use of subcontracting is also an important tool for the purchasing location in line with the geography of the Group's operations.

4.3.4 The European Taxonomy and other sustainable activity indicators

Context: measuring sustainability

The national and European legal frameworks (NFRD, Taxonomy Regulation, etc.) and growth in the number of initiatives geared towards measuring business sustainability (TCFD, EFRAG, Platform on Sustainable Finance, etc.) are increasing the transparency of companies as they measure the sustainability of their business models and report on related indicators.

A key component of the European Commission's action plan on sustainable finance aimed at redirecting capital flows towards a more sustainable economy, the European Taxonomy Regulation[(1)] is part of this process. The European Taxonomy, a classification system for environmentally "sustainable" economic activities, is a major step towards the European Union's objective of achieving carbon neutrality by 2050.

In accordance with the new regulatory requirements, and in the interests of compliance and financial transparency, but also to reflect the Group's efforts and action in the fight against global warming, Valeo presents in this section the indicators required by the new Taxonomy Regulation for the consolidated Group scope (as presented in Note 14 to the consolidated financial statements), and also:

- an additional Taxonomy indicator incorporating all of the sales generated by the Valeo Siemens eAutomotive (VSeA) joint venture, currently 50% owned, which will be fully integrated within Valeo's Powertrain Systems Business Group after July 1, 2022, further to the agreement signed on February 9, 2022 under which Valeo will acquire Siemens' 50% stake;
- the share of sales related to products that help reduce CO_2 emissions and improve road safety, which reflects the Group's strategy since 2009 and has long been presented by the Group (see section 4.1.4, paragraph "Research and Development policy for safer, low-carbon mobility", page 218);
- the share of sales related to products for which the full carbon footprint will be determined by means of life cycle assessments (see section 4.3.3, paragraph "Risk of non-achievement of Valeo's Carbon Plan commitments", page 238), demonstrating the Group's strategy for reducing the carbon impact of its products.

Summary of the indicators

The European Taxonomy

Regulatory indicators (KPIs)

In the following section, Valeo, as a non-financial undertaking, presents the share of the Group's sales (turnover), capital expenditure ("Capex") and operating expenditure ("Opex") associated with economic activities eligible for the European Taxonomy under the first two environmental objectives (climate change mitigation and climate change adaptation) for 2021, in accordance with Article 8 of the Taxonomy Regulation and Article 10(2) of the Article 8 Delegated Act.

Based on Valeo's analyses, as set out below, the Taxonomy-eligible KPIs in 2021 are as follows:

$ktCO_2eq.$	Sales	Capex	Opex
Taxonomy-eligible portion	**11%**	**23%**	**50%**
of which 3.3. Manufacture of low carbon technologies for transport	*9%*	*20%*	*44%*
of which 3.4. Manufacture of batteries	*2%*	*3%*	*6%*
Non-Taxonomy-eligible portion	**89%**	**77%**	**50%**

Additional KPI: proportion of eligible sales within the Valeo & VSeA scope

In addition to the regulatory KPIs, Valeo has decided to include an additional KPI reflecting the 2021 sales of products for electric and hybrid vehicles emitting less than 50 g of CO_2/km[(2)] made by its joint venture with Siemens (VSeA – Valeo Siemens eAutomotive), considered eligible under activity 3.3. (as described below). VSeA's total sales were used. The calculation method used is the same as that used to calculate the regulatory KPI[(3)].

In 2021, the proportion of sales of products for electric or hybrid vehicles emitting less than 50 g of CO_2/km within the Valeo and VSeA scope, presented in this additional KPI, was 15%.

4

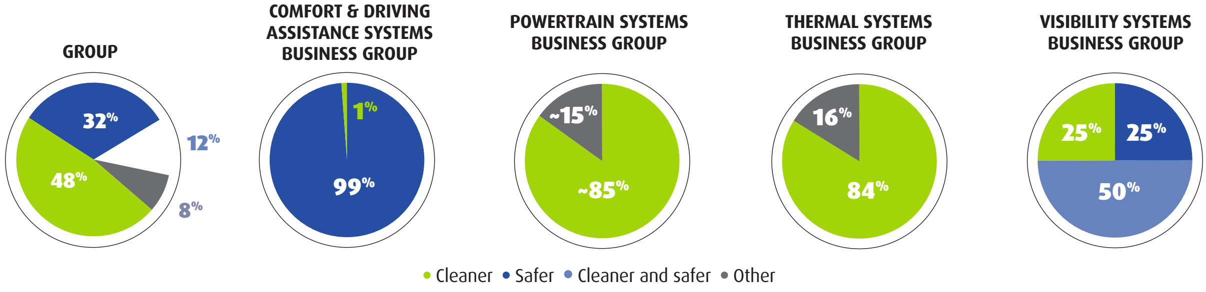
(1) Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088.

(2) In a WLTP (Worldwide harmonized Light Vehicles Test Procedure) test cycle.

(3) To calculate the additional KPI on the proportion of eligible sales under the Valeo and VSeA scope, 100% of the joint venture's sales were added to the numerator and denominator of the regulatory KPI, i.e., the production of its products sold that are intended to be fitted on electric or hybrid vehicles emitting less than 50 g of CO_2/km (under WLTP conditions).

Other KPIs

Proportion of sales that help to reduce CO_2 emissions and improve road safety



Valeo has long specialized in designing systems that help reduce CO_2 emissions. In 2021, 92% of Valeo's original equipment sales were derived from products that directly or indirectly contribute to reducing CO_2 emissions or improving safety; specifically, 62% were derived from products contributing to CO_2 emissions reduction.

In constructing this KPI, Valeo took the view that products intended for electric or hybrid vehicles emitting less than 50 g of CO_2/km, as used in the Taxonomy Regulation KPI, and those contributing to the reduction of a vehicle's CO_2 emissions through gains in mass and energy performance permitted by solutions not included in the Taxonomy categories both contribute directly or indirectly to CO_2 emissions reduction.

This KPI is presented in section 4.3 "Non-Financial Information Statement", page 235.

Proportion of product sales covered by the life cycle assessments provided for in Valeo's Carbon Plan

Valeo is committed to reducing the carbon impact of its products throughout their value chain.

As part of its Carbon Plan and in line with the gradual transition from carbon accounting to life cycle assessments in the automotive sector[1], Valeo has decided to build a broad-based plan to analyze the carbon impact of its products through systematic life cycle assessments (LCA).

The reorganization of Valeo's R&D and industrial activities resulted in the classification of its product portfolio into platforms.

For 2022, Valeo has set itself the objective of carrying out Life Cycle Assessments (LCAs) for nine of its main platforms, including the iBSG platform, and front and rear lighting solutions, which together accounted for nearly 36% of 2021 sales.

Analysis of Valeo's economic activities eligible for the European Taxonomy

The Delegated Act on sustainable activities for climate change adaptation and mitigation objectives sets out selection criteria that explicitly acknowledge the contribution of hydrogen, battery, and electric vehicle or low-emission vehicle manufacturing and components in achieving climate goals. However, the Delegated Act does not specifically address electric vehicle components.

Indeed, while activities specifically related to the design and production of components needed for hydrogen powered vehicles or the manufacture of batteries for mobility are clearly eligible in activities 3.2. and 3.4., the NACE codes provided in activity 3.3. could be interpreted as implying that the design and production of components for electric vehicles or vehicles emitting less than 50 g of CO_2/km are not eligible.

Vehicles are complex systems in which each individual component is of critical importance, which is why Valeo rejects that view. The eligibility of components of electric vehicles or vehicles emitting less than 50 g of CO_2/km is the logical conclusion to be drawn from Articles 10c and 10i of Regulation (EU) 2019/2088, which clearly recognize all activities promoting clean or climate-neutral mobility as contributing substantially to climate change mitigation.

For 2021, Valeo has declared its economic activity as Taxonomy-eligible in accordance with the conditions laid down for activities 3.3. Manufacture of low carbon technologies for transport and 3.4. Manufacture of batteries.

(1) See the European Commission Mobility Package (2019) and the Green Deal Fit for 55 package (2021).

Given the lack of precision of the alignment criteria provided at this stage in activity 3.6. Manufacture of other low carbon technologies, Valeo has opted not to include this activity in its Taxonomy disclosures for 2021, but does not rule out doing so in future years. Nevertheless, in the "Summary of the indicators" (see above), the Group presents the proportion of its sales derived from products that will be subject to LCAs in the future, which could make it possible to meet the substantial contribution criterion for this activity in subsequent years, depending on the results obtained and the clarifications provided on this activity.

In the interest of transparency, Valeo voluntarily describes its KPIs in respect of eligible activities, even though this is not required by Article 8 of the Taxonomy Regulation at this stage.

The table below summarizes the activities considered by Valeo to be eligible in 2021:

Eligible activity under the Climate Delegated Act	Corresponding Valeo Group activity	Relevant KPIs		
		Sales	Capex	Opex
3.3. Manufacture of low carbon technologies for transport	Manufacture of parts for electric vehicles or vehicles emitting less than 50 g of CO_2/km	X	X	X
3.4. Manufacture of batteries	Manufacture of batteries and parts necessary for the operation of batteries	X	X	X

These activities are allocated to the climate change mitigation objective, which Valeo considers to be the most relevant.

Judgments and estimates used

Valeo has carried out a detailed analysis of all of the Group's activities corresponding to consolidated entities (see Note 14 to the 2021 consolidated financial statements presented in section 5.4 of this document). Companies over which the Group exercises joint control or significant influence are therefore excluded from the scope of analysis and from the calculation of the ratios defined by the Delegated Act supplementing Article 8 of the Taxonomy Regulation published on July 6, 2021.

This analysis is based on the Regulation as available at December 31, 2021.

Activity 3.3. Manufacture of low carbon technologies for transport

The description of activity 3.3. in Annex 1 of the European Delegated Act does not provide an explicit definition of low-carbon technologies for transport vehicles and is therefore open to interpretation. In the absence of such a definition, within the meaning of the European Taxonomy, we have based our eligibility assessment on the criterion of a substantial contribution to climate change mitigation.

This includes components and technologies for electric vehicles (with zero CO_2 emissions) and hybrid vehicles emitting less than 50 g of CO_2/km, which are the vehicles aligned with the Taxonomy under activity 3.3.

Activity 3.4. Manufacture of batteries

Products developed and sold by Valeo that are eligible for the Taxonomy under activity 3.4. include sales of all components intended for the operation of the battery in the vehicle (battery thermal management module, packaging and casing, voltage converters, charging connector) or for its charging (charging stations).

Activity 3.6. Manufacture of other low carbon technologies

Given the lack of precision of the alignment criteria provided in activity 3.6. at this stage, Valeo has opted not to include this activity in its disclosures, but does not rule out doing so in future years.

In particular, Valeo could include technologies for which carbon footprint reduction roadmaps have been drawn up, including work to reduce upstream and downstream Scope 3 emissions. The factors allowing a carbon impact reduction of that nature (based on a life cycle assessment) are mainly, but not exclusively, a reduction in mass, a reduction in the carbon footprint of the materials used, and an improvement in the energy performance of the component in use. Work on these aspects is an integral part of Valeo's Carbon Plan (see section 4.1.3).

Methodological note – Calculation of KPIs eligible for the European Taxonomy

Based on the Group's management reporting, Valeo can extract, for each product line, data relating to sales (turnover), investments (Capex), and non-capitalized research and development expenditure (included in Opex). The data used below are net of intra-group transactions.

Eligible sales

Assumptions used to calculate the regulatory KPI

Valeo used the following assumptions to calculate its eligible sales KPI:

The KPI's numerator comprises the sales generated by the Group's eligible activities, including:

- the proportion of sales of products and components included in activity 3.3. Manufacture of low carbon technologies for transport. To estimate the proportion of its eligible sales under activity 3.3. and as such, in accordance with Valeo's interpretation, the proportion of its products sold that are intended to be fitted to electric or hybrid vehicles emitting less than 50 g of CO_2/km (under WLTP conditions);
- the proportion of battery component sales included in activity 3.4. Manufacture of batteries, notably including activities related to battery thermal management at Valeo.

The denominator corresponds to the consolidated sales of the Valeo Group for the year ended December 31, 2021 (see Note 5.11 of the consolidated financial statements presented in section 5.4 of this document).

Eligible capital expenditure (Capex)

Calculation assumptions

The proportion of the Valeo Group's capital expenditure relating to eligible activities within the meaning of the Taxonomy Regulation is determined as follows:

The KPI's numerator comprises the Group's capital expenditure, corresponding to purchases of property, plant and equipment, and intangible assets, including right-of-use assets (IFRS 16), recorded in 2021, before depreciation and amortization, and directly linked to eligible sales-generating activities as described above.

The denominator of the Group's capital expenditure KPI corresponds to purchases of property, plant and equipment, and intangible assets, including right-of-use assets (IFRS 16) recorded in 2021, before depreciation and amortization (see Notes 7.2 and 7.3 to the consolidated financial statements in section 5.4 of this document).

Eligible operating expenditure (Opex)

Calculation assumptions

Operating expenditure (Opex) consists of non-capitalized research and development expenditure.

For this first year, the following expenses have been excluded:

- building renovation costs;
- short-term leases;
- maintenance, upkeep and repair expenses; and
- any other direct expense related to the routine maintenance of property, plant and equipment, and necessary for their continued proper use.

The KPI's numerator comprises the Group's operating expenditure, including that directly related to eligible sales-generating activities as detailed above, including non-capitalized research and development expenditure.

The denominator of the Group's operating expenditure KPI corresponds to non-capitalized R&D costs.

4.4 The duty of care plan

In accordance with the provisions of the law on the duty of care of ordering companies[(1)], Valeo drew up a duty of care plan in 2017, covering the subsidiaries, subcontractors and suppliers with which the Group has business relations.

The duty of care plan is the fruit of joint work by the various departments concerned (Strategy and External Affairs Department, Internal Audit and Control Department, Legal Department, Ethics and Compliance Office, Purchasing Department, Health, Safety and Environment Department and Human Resources Department), coordinated by the Sustainable Development and External Affairs Department.

In compliance with the French legal framework, Valeo's 2021 reporting sets out the measures in its duty of care plan[(2)]:

- the Group's risk mapping and non-financial risk analysis conducted in 2021 (see above), which include the provisions of the duty of care law (human rights and fundamental freedoms, personal health and safety and environmental breaches);
- the procedure for evaluating the situation of subsidiaries, subcontractors and suppliers;
- measures to mitigate risks or prevent serious breaches;
- whistleblowing and reporting mechanisms concerning the existence or occurrence of risks;
- mechanisms for monitoring the measures implemented and assessing their effectiveness.

The follow-up report on the measures implemented and the assessment of their effectiveness is presented below, with references to the corresponding sections of Chapter 4 giving access to a more detailed presentation.

Identification and definition of risks

Particular attention was paid to the duty of care during interviews and various information reviews conducted as part of Valeo's extensive work to map non-financial risks following the transposition of the 2014 European Directive[(3)] on the disclosure of non-financial information. Gathering information served to improve the identification and definition of risks, classified based on their criticality and their possible existence prior to the introduction of the duty of care law, in the risk map.

On the basis of this analysis, Valeo provides a condensed review of its provisions relating to:

- fundamental rights and freedoms: harassment and discrimination, child labor, forced labor (see section 4.5.4 "Employee-related commitments", paragraph "Promoting and respecting fundamental rights", pages 291 to 293);
- health and safety: (see section 4.3.3 "Valeo's non-financial risks", paragraph "Health and safety risk", pages 247 to 251);
- serious environmental breaches: (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk associated with accidental pollution of water and/or soil", pages 244 to 247).

Regular assessment of the situation of subsidiaries and suppliers

For Valeo sites, the practice of identifying risks specific to the duty of care confirmed the existence of risk factors that the Group had already identified and brought under control. This work confirmed earlier findings obtained from existing tools or assessment criteria used by the Group's subsidiaries:

- regarding fundamental freedoms, the fight against harassment and discrimination, child labor and forced labor: these issues are part of the protocols for the various sites' internal audit campaigns (see section 4.5.4 "Employee-related commitments", paragraph "Promoting and respecting fundamental rights", pages 291 to 293);
- in the field of workplace health and safety, particularly as regards compliance with minimum conditions governing the safety of individuals and facilities, the exposure of Valeo's sites to these risks is measured through annual 5 Axes audits;
- regarding serious environmental breaches, particularly the risk of air, soil and water pollution, and the management of hazardous waste, the sites' environmental risk management tools ensure the regular reporting of information to the Group (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk associated with accidental pollution of water and/or soil", pages 244 to 247, and section 4.5.3 "Environmental commitments", paragraph "Atmospheric emissions and discharges", pages 278 to 280).

The situation of the Group's activities is assessed regularly by measuring the extent to which the various roadmaps have been rolled out, in particular the 5 Axes roadmaps and regular internal audits. The result of the monitoring indicators is published annually in this document, and the indicators are subject to an annual audit (see section 4.8 "Independent third party's report on the consolidated non-financial statement", page 309).

For its suppliers, the Group has applied criteria bearing on risks relating to fundamental rights, workplace health and safety and environmental breaches since the creation of its sustainable development performance assessment tools in 2012. These tools provide a regular assessment of suppliers' practices, initiatives and policies regarding duty-of-care challenges, covering a growing proportion of Valeo's supplier panel (in 2021, it covered suppliers representing 82% of the amount of direct production purchases). Supplier practices and the tools for measuring and monitoring them are described in this chapter of the Universal Registration Document (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to suppliers' sustainable development practices", pages 258 to 262).

(1) *Law No. 2017-399 of March 27, 2017 on the duty of care of parent companies and ordering companies.*

(2) *Pursuant to the provisions of Article 1 of the aforementioned law.*

(3) *Directive 2014/95/EU of the European Parliament and of the Council of October 22, 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups.*

Initiatives to prevent serious breaches and mitigate risks

In addition to assessments and audits of the Group's sites and its tier-one suppliers (see above), Valeo has implemented support and prevention tools addressing serious breaches:

- for fundamental rights, prevention tools have been rolled out. They include training in the Code of Ethics, and risk mitigation measures, notably through the existence of a whistleblowing system (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk of individual corruption", pages 257 to 258);
- for workplace health and safety, new prevention tools are launched every year, along the lines of the Safety First campaign. As a complementary measure, in the event of serious breaches, appropriate action methodologies are rolled out at all of the Group's sites, in particular rapid risk management solutions, such as QRQC Safety, a rapid internal analysis approach to identify and limit the causes of a health and safety risk (see section 4.3.3 "Valeo's non-financial risks", paragraph "Health and safety risk", pages 247 to 251);
- for environmental risks, the Group has in particular an environmental management system with prevention and mitigation tools. To strengthen the monitoring of incidents that may have an environmental impact, the Group has been rolling out an internal tool ("Environmental Red Alert") since 2019, allowing sites to issue real-time alerts when a spill occurs and thereby inform the highest level of the Group's organization of the seriousness of the incident, monitor it and validate the resources used to minimize the impacts of the event (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk associated with accidental pollution of water and/or soil", pages 244 to 247).

Similarly, support has been provided to help the Group's suppliers control risks relating to fundamental rights, workplace health and safety and the environment (and more generally sustainable development), with their cooperation. This work was based on the exposure of their segment to certain risks and/or their respective sustainable development performance, measured through specific evaluations and audits.

In accordance with the policies in place within the Group, non-compliance with a standard set by Valeo triggers an on-site audit to confirm the situation before the implementation of appropriate action plans (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to suppliers' sustainable development practices", pages 258 to 262).

Campaigns to raise awareness about risk prevention and mitigation are conducted each year, providing a reminder of Valeo's policies and requirements in this area. Dedicated Purchasing and Health, Safety and Environment (HSE) teams are regularly mobilized to help suppliers improve their performance. At the supplier conventions held twice a year by country grouping, the Vice-President, Sustainable Development sets out the Group's requirements, and shares sustainable development recommendations and best practices with the suppliers in attendance. For 2021, specific attention was paid to the risks linked to suppliers' carbon challenges, as Valeo would like to be able to assess the maturity of CO_2 reporting across all emissions scopes (1, 2 & 3). Specific evaluation points have been added to the annual assessment of Valeo's suppliers (covering 82% of Valeo's production purchases), which for the first time recorded a response rate of 71% (see section 4.3.3 "Valeo's non-financial risks", paragraph, "Risk related to suppliers' sustainable development practices", pages 258 to 262).

A whistleblowing system

Since November 2013, Valeo has had an anonymous multilingual whistleblowing line, free of charge and open to all employees. At the end of 2017, Valeo improved and extended the whistleblowing mechanism. Since then, the system has enabled whistleblowers inside or outside the Group to issue alerts relating to:

- suspected or proven acts of bribery or influence peddling, anti-competitive practices, export control and economic sanctions, and data protection regulations, such as:
  - a crime or offense,
  - a serious and manifest violation of an international commitment duly ratified or approved by France, of a unilateral act of an international organization taken on the basis of such an undertaking, or of legal or regulatory provisions,
  - a threat or serious harm to the public interest;
- proven or suspected violations of the Valeo Code of Ethics, the Valeo Business Partner Code of Conduct or any Valeo Compliance Program;
- risks or serious violations of human rights and fundamental freedoms, personal health and safety and the environment.

The Valeo whistleblowing mechanism offers three options:

- the whistleblowing line, a dedicated and secure platform, available free of charge 24/7, which allows users to issue detailed, confidential and documented alerts by completing a pre-selected questionnaire in the language of their choice. The system is supplied through a European service provider operating in Europe and is accessible via this link: https://valeo.whistleblowernetwork.net/frontpage.
- liaison officers are appointed by the Group to receive, study and deal with the alerts reaching them, either directly or via the whistleblowing system or a manager. The two liaison officers, who can be contacted by phone (+33 1 40 55 20 20) or by mail (100, rue de Courcelles, 75017 Paris) are:
  - the Group Chief Ethics and Compliance Officer,
  - the Group's Internal Audit and Control Vice-President;
- employees can submit an alert with their direct or indirect supervisor and stakeholders with their usual contact within the Company.

Alerts are processed by a dedicated and well-trained team with the overriding concern of keeping the name of the whistleblower and the people concerned confidential, together with the key points of the investigation.

A specific policy sets out the procedure applicable to the formulation and communication of alerts on the system for Valeo employees and third parties.

The processing of alerts received in this way is supervised by the Group Chief Ethics and Compliance Officer in liaison with the Internal Audit and Control Department's Fraud Unit. The Alerts Committee, chaired by the Chief Ethics and Compliance Officer, decides on the follow-up to be given and the sanctions to be applied as appropriate.

No retaliation of any kind whatsoever will be tolerated against a whistleblower acting in good faith.

The whistleblowing system was presented to Valeo's European Works Council in March 2018, as well as to all other works councils concerned, in accordance with the applicable industrial relations law.

Mechanisms for monitoring the measures implemented and assessing their effectiveness

The mechanisms used to monitor implemented measures and assess their effectiveness are used as regards the Group's own activities and those of its suppliers.

For Valeo's own activities, the Group has implemented monitoring actions:

- for fundamental rights, internal tools for monitoring the rollout of prevention action plans and regular monitoring tools (rolled out with the V5000 internal tools) are used across all Group sites;
- for health and safety, deployment tools, regular monitoring of alerts and alert mechanisms have been rolled out across all Group sites;
- for environmental issues, similar tools have been rolled out and are monitored as part of the regular evaluation of Valeo sites via the so-called V5000 evaluation tool.

Likewise, for Group suppliers, Valeo's expectations in terms of sustainable development and the monitoring of their action plans implemented are monitored annually through a system blending self-assessments of suppliers' practices and targeted audits, depending on the country, specific aspects and needs involved (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to suppliers' sustainable development practices", pages 258 to 262).

4.5 Valeo's sustainable development commitments

4.5.1 A commitment to sustainable development based on strong relationships with stakeholders

A multi-stakeholder approach

Relationships between Valeo and its stakeholders span the entire product life cycle, from design (research centers, universities and engineers) to production (suppliers and employees) and sales (automakers and distribution networks).

Valeo offers a comprehensive picture of its sustainable development policy based on an analysis of its relationships with stakeholders. The analysis states the type of stakeholder, the objectives and the form of dialog. The table below underscores the Group's responsible approach, taking into account changes in the automotive industry, stakeholders' demands and the Group's determination to meet the highest international standards in sustainable development.

Types of dialog with stakeholders

	Stakeholders	Objective of dialog	Sample responses and types of dialog undertaken
Customers	• Automakers • Distributors	• Design, develop, manufacture and market innovative products and systems for sustainable mobility	• Technology steering committees • Customer meetings • Market trend studies
Employees	• Valeo employees • Professional organizations • Administrative and governmental authorities • Employer representative bodies • Employee representative bodies and labor unions • Social security organizations	• Ensure ongoing dialog with employees • Ensure ongoing dialog with the leaders of various labor unions and professional organizations	• Annual survey of employee commitment • Diversity program • Well-Being at Work program • Collective bargaining • Dialog with labor unions and employers' associations
Research and Development partners	• Research partners and subcontractors • Start-ups and accelerators • Venture capital firms • Laboratories • Universities • Independent public bodies • Certification and control bodies	• Establish cooperative and industry-oriented Research and Development • Organize transfers and exchanges of competences, techniques and know-how	• Scientific events (conferences and congresses) • Collaborative research • Partnerships with universities and competitiveness clusters • Organization of technology days • Participation in technological platforms
Partners and suppliers	• Lessors/tenants • Suppliers • Innovative SMEs	• Cooperate and co-construct in compliance with competition law and fundamental rights	• Supplier integration • Selection committees • Calls for tender • Working groups
Institutions	• Public authorities (governments) • European Commission • International organizations (UN, ITF, IFC, OECD, etc.)	• Conduct economic, industrial and labor dialog in compliance with national, European and international laws and regulations	• Communication on Progress of the UN Global Compact (once annually) • Dialog with national authorities • Dialog with the European Commission
Regions	• Local authorities • Local government • Associations • Civil society	• Ensure positive development interaction between the Group and its local ecosystem	• Dialog with employment agencies • Dialog with local authorities • Dialog with local stakeholders (associations, NGOs, etc.)
Financial community, individual and non-financial shareholders	• Shareholders/institutional investors • Individual shareholders • Banks • Insurers • Statutory Auditors (and Independent Third Party)	• Adopt a dialog-based approach building on the relevance, rigor and transparency of information relating to the Group's results	• Meetings with investors and analysts (including SRI[1]) • Financial results presentations • Shareholders' Meeting • Discussions with shareholders (dedicated line and email address) • Website and digital resources (webzine, flash e-newsletter, shareholders' letters, etc.)

(1) *SRI: Socially responsible investment.*

Dialog with industry stakeholders

Within the Automotive Industry Platform (*Plateforme de la filière automobile* – PFA), Valeo supported entering into dialog with stakeholders, drawing on a panel of various French and European public bodies and international organizations, representatives of local authorities, private automotive companies, infrastructure managers and urban planning agencies, as well as representatives from civil society and environmental NGOs.

The first two editions took place in 2015 and 2016. The approach has given the French automotive industry (represented in particular by Valeo, Renault, PSA, Michelin, Plastic Omnium and Delphi France) a forum for open discussion about the full range of issues currently being examined in the field of automotive mobility (carbon impact of and pollution from the automotive industry, new forms of mobility, role of the automotive industry in the regions, its social impact, relationship between contractors and suppliers, etc.).

Since then, this dialog has been maintained and enriched in various stages, including the introduction of new themes such as reducing planned obsolescence. Valeo represented automotive suppliers (excluding tire manufacturers) on a number of themes. Another development was the opening of new discussion forums, such as participation in the 2017, 2018 and 2019 editions of the Movin'On event (formerly Challenge Bibendum), organized by Michelin in Montreal, and at the annual European research conference organized by the European Commission (TRA 2019) in Vienna. The Covid-19 crisis prevented the organization of events of this nature in both 2020 and 2021, but the aim is to resume the series in 2022. The review of the French automotive industry's Strategic Sector Agreement (*Contrat stratégique de filière* – CSF) nevertheless provided an opportunity for numerous exchanges with stakeholders (government, local authorities, users, mobility players, suppliers, etc.) in 2021.

Valeo, a global player in the automotive industry

As a responsible player within the French automotive industry, Valeo contributes to the Automotive Future Fund (*Fonds Avenir Automobile* – FAA), formerly the Tier 2 Automotive Suppliers' Modernization Fund (*Fonds de Modernisation des Équipementiers Automobiles Rang 2*).

Along with other major industry suppliers, the Group supports tier-two suppliers and those further down in the chain, helping them strengthen their activities among customers.

Placing great importance on its involvement in different consultation bodies in the automotive industry, Valeo actively participates in French, European and international working groups:

- in France, Valeo took part in creating the Automotive Industry Platform (*Plateforme de la Filière Automobile* – PFA), which works to improve customer-supplier relationships and in turn to better align research and production. It continues to play an active part;
- in Germany, Valeo participates in working groups of the *Verband der Automobilindustrie* (VDA), the German automotive industry body;
- in Europe, Valeo is involved in collaborative, precompetitive research through the European Road Transport Research Advisory Council (ERTRAC), the European Commission's technology platform for research on road transportation (see section 4.1.4 "Sustainable development policies", paragraph "Research and development policy", pages 218 to 220);
- Valeo is also a member of the French-Chinese automotive industry working group coordinated by the two countries' respective ministry of industry;
- in the United States, Valeo works with research teams from the National Highway Traffic Safety Administration (NHTSA);
- Valeo seeks to maintain relationships with major cities as a provider of solutions for smarter, low-carbon mobility facilitating the emergence of smart cities.

Participation in these national and European organizations takes place in strict compliance with the competition law applicable in each of the organization's countries of action.

4

4.5.2 Technological commitments

A comprehensive and partnership-based approach to Research, Development and Innovation (R&D&I)

The research, development and innovation policy serves to make the Group's strategic choices a reality. It draws on the various drivers presented below, which are necessary for the diversity of tools that contribute to a partnership-based and open R&D&I policy matching Valeo's technological ambitions.

Strategic industrial partnerships

Valeo has been involved in a research partnership on driving assistance and autonomous vehicles with **Safran** since 2013. It is ongoing, and the joint research programs focus on the interfaces between people, the machine and its environment and automation.

This industrial-scale research approach has also been reinforced in recent years by Valeo's various acquisitions, including **Peiker** in 2016 in the field of telematics and connectivity, **Spheros** in 2016, a leader in thermal systems for buses, **FTE automotive** in 2017, a leader in the production of actuators, and **Valeo-Kapec** in 2017, a world leader in torque converters for automatic and continuously variable transmissions.

In vehicle electrification, Valeo is developing e-motors, range extenders, onboard chargers, inverters and DC/DC converters for all types of hybrid, plug-in hybrid and all-electric vehicles. The **Valeo Siemens eAutomotive** joint venture develops high-voltage (over 60V) electric powertrain systems.

The open innovation strategy[1] and links with start-ups

Valeo is adapting its way of innovating to keep abreast of market megatrends and tailor products to its customers' needs. To do so, the Group is applying an open innovation policy based chiefly on:

- an internal organization of innovation based on dedicated cross-cutting structures (Car Lab) blending expertise and new ways of imagining innovation (design thinking, Agile method, Blue Ocean Strategy, etc.);
- ambitions for artificial intelligence, marked in 2017 by the creation of Valeo.ai, the first global center dedicated to artificial intelligence and deep learning in automotive applications. Its close ties with a large scientific and academic community, i.e., through its strategic partnerships with recognized players such as Inria (French National Institute for Research in Computer Science and Control), Télécom ParisTech, Mines ParisTech and CEA (the French Alternative Energies and Atomic Energy Commission), allowed Paris-based Valeo.ai to become a key industry player and contribute to the ongoing transformation of transportation and mobility models;
- a proactive strategy with regard to start-ups, through various channels (simple cooperation, investment, acquisition or creation). This strategy is supported by Valeo's presence in the leading global innovation ecosystems (mainly France, Germany, Silicon Valley, Israel and China), interests in venture capital funds, and internal tools for identifying and analyzing new high-potential start-ups. Valeo reviews more than a thousand start-ups each year.

Valeo, an actor in the governance of institutional collaborative research organizations

European Road Transport Research Advisory Council (ERTRAC)

ERTRAC, the official technological platform of the European Commission, dedicated to collaborative research in the automotive industry, is responsible for directing and coordinating land transportation research policy (excluding railroads) with EU bodies. Valeo is its Co-Chair alongside German automaker BMW.

With its industry-led governance, ERTRAC's main goal is to guide actors in land transportation to sustainable, environmentally friendly and connected solutions building on research roadmaps endorsed by all stakeholders. This requires interaction between industrial players, providers of technological solutions and representatives of society or institutions.

ERTRAC is built around public and private bodies (national governments and city associations working for mobility, the environment and consumers), the relevant European Commission directorates, industry (automakers, suppliers), and public and private research bodies. The diversity and quality of the partners involved are what drive the value of the expertise provided by ERTRAC, particularly through the regular publication of medium-term technology roadmaps on various topics relating to automotive mobility. In 2021, the ERTRAC platform continued to prepare advice and guidance for the European Commission for the definition of new partnerships under the Horizon Europe Framework Programme dedicated to mobility. Valeo contributed actively to the following partnerships: 2ZERO, which addresses low-carbon mobility issues; CCAM, the European program dedicated to research on connected and autonomous mobility; and BEPA, the battery ecosystem research initiative. All of these programs started in 2021, as part of the new framework program (Horizon Europe).

Artemis-IA (Inside)

Valeo has joined Artemis-IA, an association dedicated to collaborative research into onboard and intelligent systems, bringing together industry players in these areas from a wide range of disciplines (aerospace, railways, space, defense, automotive, food, health and pharmaceuticals, microelectronics, etc.). Valeo was keen to take part in the governance of Artemis-IA as the Group wishes to promote collaborative European research projects in the fields of electronics and embedded systems. Electrification, driving range, connectivity and digital advances relating to mobility are the common core of research represented by cyber-physical and embedded components and systems.

Artemis-IA is one of three associations (alongside EPoSS and AENEAS) taking part in the governance of the ECSEL JU (Electronic Components and Systems for European Leadership Joint Undertaking), bringing together the European Commission and member states and industrial players along the entire electronics value chain. Artemis-IA was renamed Inside in early 2022.

The Group is considered by the Commission's services as a co-manager of these programs dedicated to collaborative research.

Competitiveness clusters

Valeo is involved in the governance of cooperative structures of which the Group is an active member, such as Mov'eo in France, which covers all the Group's strategic areas.

In France, Valeo is also a member of SystemX, an Institute for Technological Research (IRT), and a founding member of the Institute for Energy Transition. Since 2014, the two institutions have launched several projects involving Valeo, in the fields of vehicle electrification (reducing CO_2 emissions) and automated driving.

Valeo helped formulate proposals covering research issues related to low-carbon, connected and progressively autonomous transportation.

Collaborative projects

Valeo participates in collaborative research programs in the automotive industry in the various countries and regions where it operates. 2019 took Valeo into the final phases of the eighth European framework program (H2020). The Group plans to continue participating in and constructing European projects within this framework.

(1) See sustainable development glossary, page 308.

In 2020, as part of the Automotive Support Plan (CORAM), Valeo received government support for its R&D activities for the development of 48V electric motors. This support strengthens Valeo's industrial and research resolve to position itself as a European and world leader in this technology and to support the transformation of sites related to this activity in France. The project is receiving financial support for the 2021 to 2024 period.

In 2021, Valeo received government support for two R&D projects as part of CORAM. One was for the development of a smart cabin for autonomous vehicles (*project Sérénité*), and the other for the development and ramp-up to industrial scale of an electric motor reducer for electric bikes.

Academic partnerships

Valeo takes part in multi-sector initiatives, making its expertise available to various partnerships and bodies. These partnerships help create and promote standards of quality and environmental performance that are both demanding and stimulating for the industry.

Diversified academic partnerships

Valeo attaches growing importance to collaborative research. The different systems that make up a vehicle today are expanding into new scientific and technological domains, and new fields must be taken into consideration.

Collaborative research involves academic and scientific cooperation, primarily in the form of:

- supervision and funding of doctoral theses;
- bilateral projects;
- government-funded, multi-partner, collaborative projects;
- university chairs.

Many of these scientific alliances (with universities, engineering schools or research bodies) are in Europe (primarily in France and Germany) and the United States. They are also emerging in other regions where Valeo has set up new local Research and Development centers (most recently in India, China and Egypt).

Funding of doctoral theses

The Group is funding more than 50 doctoral theses in areas such as new materials and technologies, new calculation and simulation tools and methods, new system architectures and component optimization.

Support for and creation of academic chairs

Partnerships formed through academic chairs aim to promote research and innovation activities with high value creation potential. For Valeo, they offer the opportunity to deepen research and innovation activity close to academic centers, offering them subjects and areas of thinking focused on strategic areas for the industry.

Valeo has partnered with universities and public research bodies to create the following research and teaching units:

- an international research chair on automated driving, called "Automated Driving – Drive for You", bringing together teams from the Center for Robotics at Mines ParisTech (France), Shanghai Jiao Tong University (China), the University of Berkeley (California) and *École Polytechnique Fédérale de Lausanne* (Switzerland), in partnership with PSA Peugeot Citroën and Safran. With a budget of 3.7 million euros funded by manufacturers, the chair aims to advance knowledge on automated vehicles, to develop embedded intelligence devices and to put automated vehicles on the road on three continents (Asia, North America and Europe). This chair ended in 2019, having created the necessary synergies between the main participants;
- an industrial teaching and research chair on embedded lighting systems (ELS), known as the ELS Chair, which brings together the following schools and partners including ESTACA (Graduate School of Aeronautical and Automotive Technology), Institut d'Optique Graduate School, Strate School of Design, Renault, PSA Peugeot Citroën and Automotive Lighting Rear Lamps. This chair aims to develop expertise and skills in the field of indoor and outdoor lighting applied to transportation;
- an academic chair under the name "IoT" (Internet of Things), launched in 2016 by the ESCP Europe business school in partnership with Valeo and Schneider Electric. Its aim is to (i) develop a better understanding of the business and managerial challenges associated with changes in digital technology and the development of connected objects, and (ii) develop high-level teaching and research in line with business expectations. Through a partnership between ESCP Europe and a Chinese university, the chair's activities (teaching, projects, forums, etc.) will span both Europe and China. Having presence in two regions provides the opportunity for multicultural comparisons of expectations, usages and conceptions of connected objects;
- two chairs, one on big data and the other on connected vehicles and cybersecurity, have been established by Valeo and other technology partners with the Télécom ParisTech engineering school. The second of these chairs focuses on cybersecurity challenges in terms of the operational safety of vehicles, data protection and flows, and user identification technologies in vehicles. It also aims to address the legal and social aspects of the management of personal data and to ensure their security.

Significant intellectual property activity

Innovation is central to Research and Development activities; it results in major orders and a growing patent portfolio. In 2021, the Group had 35,400 patents, of which 1,448 were filed for new inventions during the year.

A commitment to R&D for the aftermarket and remanufacturing market

As a player in the aftermarket through Valeo Service, and with its strong presence in emerging countries, the Group's positioning is based on its determination to market products at the best price, across its entire multiproduct, multi-region and multichannel strategy, without compromising the environment.

The specific features of these products position Valeo as a key player in mobility access in markets characterized by a high proportion of second-hand vehicles, predominantly emerging regions (parts of Southeast Asia, Africa, etc.). More generally, the aftermarket in these regions is creating economic opportunities for various automotive-related businesses.

The existence of replacement products has a substantial impact on the safety of vehicle users, since they offer an economically viable alternative to repaired, rebuilt or reworked parts, often in traditional or semi-industrial settings, which are often not subject to any form of harmonized or standardized quality control. The remanufacturing market is currently dominated by European players.

Valeo, a participant in the remanufacturing market

Through its remanufacturing activity, Valeo puts its original equipment parts design and manufacturing expertise at the service of the remanufacturing market, for which the Group has developed a high-quality, environmentally friendly range of products. Valeo only offers remanufactured products, as opposed to reused, repaired, rebuilt, refurbished, reworked or reconditioned products, and uses quality processes and standards to ensure the quality of the products offered for sale[1].

Valeo offers two ranges of parts – one new and one remanufactured. Remanufactured systems mainly include alternators and starters as well as clutches and air conditioning compressors. Valeo has set up an efficient system called e-CORPS to collect used parts. The system permits the immediate identification of product references (type of part, origin, size, production year, etc.). Once parts have been retrieved, Valeo disassembles, inspects and cleans them, and subjects them to electrical and electronic tests. Valeo then initiates a remanufacturing process, which most importantly involves eliminating any traces of hazardous substances to guarantee personal protection. With more than 40 testing points for rotating machines on test benches, Valeo meets the standards of the original equipment market, and tests all remanufactured products before packaging them for sale on the aftermarket.

This industrial expertise has enabled Valeo to offer a full range of remanufactured parts, and thereby to champion environmental protection in the remanufacturing market.

4.5.3 Environmental commitment

Valeo's commitment to the circular economy

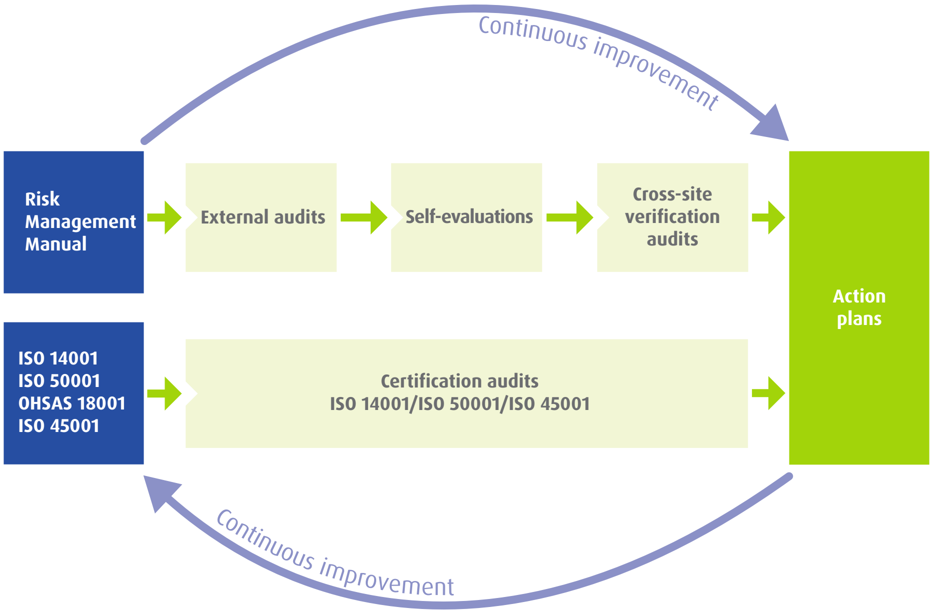
The Group has made a commitment to the circular economy in the following two areas:

- prevention and management of waste:
  - recycling of waste related to the production process (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk associated with accidental pollution of water and/or soil", pages 244 to 247),
  - reuse of packaging materials (see paragraph "Packaging" in this section, page 285),
  - recovery of products, such as the Valeo starter-alternator remanufacturing program (see section 4.3.3 "Valeo's non-financial risks", paragraph "Examples of recyclability of two Valeo products", page 241);
- sustainable use of resources, with policies and action plans covering:
  - water consumption and supply (see paragraph "Water management" in this section, pages 276 to 278),
  - consumption of raw materials and more efficient use thereof (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk of non-achievement of Valeo's Carbon Plan commitments", pages 238 to 244),
  - energy consumption and increased energy efficiency and the use of renewable energies (see paragraph "Reducing energy consumption and greenhouse gas emissions" in this section, pages 280 to 284).

(1) *The definition of remanufactured products is common to the entire industry (ACEA, APRA, CLEPA, FIRM, VDA): "A remanufactured part fulfills a function which is at least equivalent compared to the original part. It is restored from an existing part (core), using standardized industrial processes in line with specific technical specifications. A remanufactured part is given the same warranty as a new part, and it clearly identifies the part as a remanufactured part and the remanufacturer."*

Evaluation and certification processes

Valeo has implemented a comprehensive global audit program, including external compliance and certification audits, as well as self-evaluations and cross-site verification audits performed by site HSE managers.

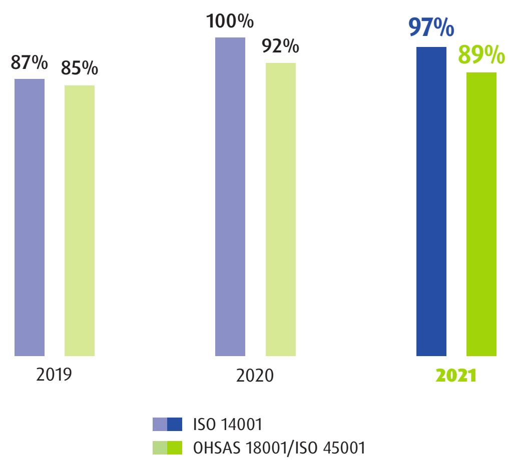


ISO 14001, ISO 45001 and ISO 50001 certification audits

For the past 20 years, the Group has been committed to certifying its Health, Safety and Environment management systems in order to reduce its environmental impact and improve health and safety conditions for its employees. The current practice is to obtain certification for individual sites. It is nevertheless possible to obtain a single certification for several sites when they are interdependent.

ISO 45001, published in 2018, has now replaced OHSAS 18001. ISO 45001 is the first international standard to provide a framework for Occupational Health and Safety (OHS) management. The new standard also allows companies that have already earned ISO 9001 or ISO 14001 certification to benefit from the new management system standard structure.

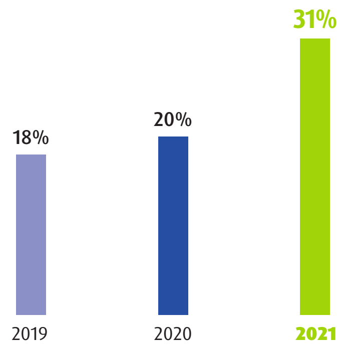
PERCENTAGE OF PLANTS CERTIFIED ISO 14001 AND ISO 45001



The Group aims to bring newly acquired or created sites into its environmental approach and certification process as quickly as possible. All new sites are required to obtain certification from the third year of their inclusion in the Group's scope.

In 2021, 128 plants obtained ISO 45001 certification.

PERCENTAGE OF PLANTS CERTIFIED ISO 50001



As part of its "CAP 50" Carbon Neutrality Plan and its commitment to reducing its carbon emissions, the Valeo Group has chosen ISO 50001 certification to formalize the strong commitment of its plants to adopt the organizational and technical means needed to reduce their energy consumption sustainably.

In 2021, 45 sites, representing 31% of the Group's reporting scope, had already obtained ISO 50001 energy management certification. The increasing pace of ISO 50001 certification reflects the Group's determination to highlight its sites' commitment to reducing their energy consumption, and to achieve its 2025 targets.

4

External audits worldwide

At the initiative of the HSE Department, the Group's sites are regularly audited by external consultants to ensure compliance with and proper implementation of the Risk Management Manual. With the same frequency, the Group also determines themes to be systematically audited in each campaign in order to measure their implementation and reinforce their control.

Each site, audited every three years on average, is assigned a score based on objective criteria.

Environmental audits give rise to a detailed report on the basis of the findings and a three-level recommendation grading:

- **priority level 1** is a major breach of directives liable to have a major impact on the environment or the activity (shutdown);
- **priority level 2** is a breach liable to cause environmental pollution;
- **priority level 3** is minor non-compliance with Group guidelines or incorrect frequency in the running of prevention activities.

The action plans of all sites are reported to the HSE Department and monitored by the Business Group HSE managers via a system known as HSE Action Plan. This database provides a fast and reliable way of consolidating audit results, and makes it possible to monitor progress on the associated action plans. The indicators are updated each month and reported to the Business Group HSE managers during monthly meetings. A more detailed half-yearly review is also conducted with the Business Group HSE managers.

With steering from the HSE network and the participation of the Purchasing and Insurance networks, all industrial projects (construction of new plants, extensions, etc.) are reviewed every two months to determine the resources needed in view of environmental, safety and security concerns.

The Group has a dedicated committee to reduce the risks associated with equipment for moving goods (stackers, forklifts, pallet trucks, etc.).

Self-diagnostic tool

The sites can carry out a self-assessment of their compliance with the Group's directives using the Roadmap Manager self-diagnostic tool. Since 2018, the Group has sought to verify the match between the results of external audits and those of self-assessments. Using sampling techniques, the auditors examine the accuracy of the site's self-assessment. The first results show that self-assessments are nearly 90% compliant.

Stronger communication

The Group uses various channels for internal communications and employee training on HSE issues, including:

- a new HSE Portal launched in 2019 to circulate a wide variety of thematic articles, share best practices and offer more dynamic content;
- the release of "Safety Flashes" when an incident needs to be communicated to all sites, with the main checkpoints;
- an abundant library on Covid-19 including the sharing of protocols, videos, photos, audit schedules, questionnaires and flyers on prevention;
- online training via e-learning to provide a summary of the main requirements of each environmental directive. The modules include a questionnaire to check the participants' understanding;
- information for site employees on environmental procedures and respect for the environment, particularly as part of the onboarding of new arrivals;
- awareness-raising for all site staff on measures aimed at controlling environmental risks and impacts through ISO 14001, ISO 50001 and OHSAS 18001/ISO 45001 management systems;
- information for employees through newsletters and dedicated displays, and at operational team briefings;
- dedicated events such as "Sustainable Development Week", featuring local initiatives;
- HSE tools developed and made available by the Group;
- training and support materials inherent to these tools;
- the implementation of digitalized OJT (On Job Training) grids in all of the Group's languages.

In 2021, the HSE network provided 103,418 hours of environmental training across all sites, compared with 90,880 hours in 2020.

Water management

Challenges

Because of the importance of this resource, the Group aims to limit and control its water consumption, and to ensure the supply of good quality water for its staff. Valeo may be subject to outages or restricted access to water at one of its sites, which may be related to:

- a municipal/regional restriction decision in the event of a drought;
- a shortage of water sources supplying the site or poor water quality (wells, groundwater);
- a restriction imposed by local authorities in the event of overconsumption;
- the lack of a water recovery system;
- the absence of a recycling loop or closed-loop water circuit.

However, the occurrence of events of this type is low because the Group's policy requires that most sites rely on public mains water.

Approach

Prior to the purchase or lease of land or buildings, the Group requires that an environmental risk assessment be carried out in order to determine, among other things, the level of water stress of the future location. Valeo has set itself the goal of reducing its total water consumption as a proportion of sales by 6% between 2020 and 2025 compared with its baseline of 197 cu.m per million euros of sales.

To control and minimize their consumption as much as possible, the sites leverage appropriate human and material resources:

- each water supply source is equipped with systems for determining the volume of water consumed and its uses (domestic, industrial and fire);
- the use of water for cooling in open circuits is prohibited, with the exception of heat pumps for heating or air conditioning;
- the site maintains a plan of its water supply and distribution networks, which must identify the network's isolation systems, backflow preventers and meters, and distinguish between:
  - domestic use (if separate from drinking water),
  - industrial uses,
  - use for firefighting,
  - drinking water.

For drinking water, the site must, where possible, be supplied externally (public mains network preferably), and water networks must be protected from the risk of contamination by other networks.

The site also monitors its water consumption at least on a quarterly basis. This monitoring serves to:

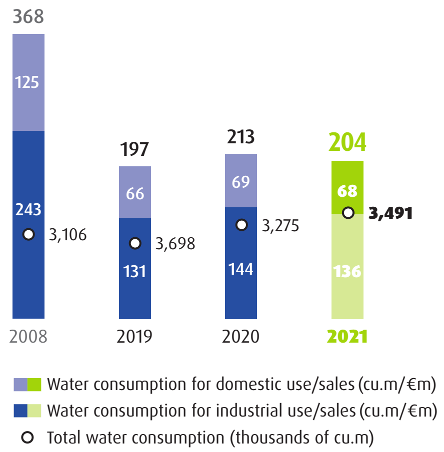
- identify the respective needs in regard to each of the main uses of water;
- identify any variation in water consumption and take swift action in the event of leaks in the network;
- draw up a water consumption reduction plan to achieve or better the objectives set for each site by the Group;
- restrict the use of drinking water to domestic purposes and promote the use of non-drinking water wherever possible (e.g., toilets, watering, cleaning, extra water for closed water cooling circuits and fire extinguishing).

To minimize their water consumption, sites are urged to take action on the following key points:

- optimize washing operations;
- set up recycling systems such as recovering discharge water from cooling towers and using it to wash floors and equipment;
- take into account the optimization of water management and possible water savings when purchasing equipment;
- collect rainwater.

Performance

WATER CONSUMPTION



Since 2008, total water consumption has declined by 45% in relative terms.

Between 2019 and 2021, Valeo reduced its water consumption by 6% in absolute terms.

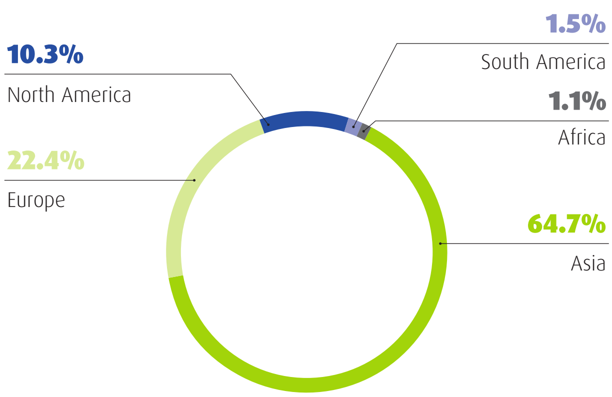
The absolute decrease in the level of water consumption is attributable to two main factors:

- the optimization of stricter cleaning measures related to Covid-19 at all Group sites in 2021;
- the implementation of the first phase aimed at reducing abnormally high consumption in Japan at two legacy Ichikoh sites (Visibility Systems Group) by replacing old pipes.

The Visibility Systems Business Group accounts for 51% of total consumption due to its surface treatment activities. Its specific work to reduce water consumption has been held back by a year due to the health crisis.

The Group will strive to catch up with its 2025 target, reversing this trend from 2022. The Valeo Group has decided to cease a number of direct groundwater withdrawals from 2022 to encourage its sites to reduce their consumption and establish closed-loop facilities.

GEOGRAPHIC BREAKDOWN OF TOTAL WATER CONSUMPTION IN 2021



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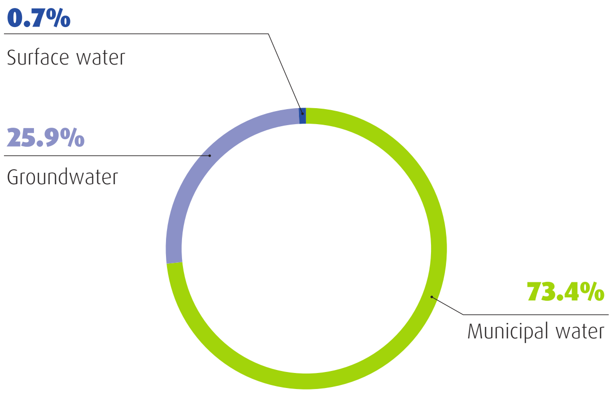
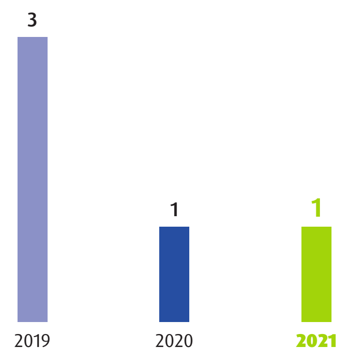
Sites in Europe and Asia now account for nearly 87% of the Group's total water consumption. Asia's share increased from 51.7% to 64.7% between 2017 and 2021. At the same time, the consumption of the European sites decreased from 31.7% to 22.4%.

SOURCES OF WATER IN 2021



To measure the overall impact of its activities on water resources, Valeo measures its consumption, distinguishing between the various sources (municipal water, groundwater, surface water) and uses (industrial water, domestic water) of water on its sites. The breakdown of the various sources of water was stable compared with 2019. The percentage of water supplied by municipal water networks represents 73.7% of the breakdown.

NUMBER OF WATER OUTAGES AND RESTRICTIONS



In 2021, only the Laval site (Thermal Systems Business Group, France) suffered water supply outages stemming from the public water network following a drought order, which had no impact on production.

In 2017, with a view to ensuring that the Group's future operations do not face water restrictions or outages, Valeo added a chapter on the availability of water in the area surrounding the prospective site to the audit questionnaire that must be completed before new industrial projects are undertaken. Environmental Red Alert, a new internal tool, also allows sites to report this type of event (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk associated with accidental pollution of water and/or soil", pages 244 to 247).

Actions undertaken to reduce water consumption in 2021

In 2021, several Valeo sites carried out one or more initiatives aimed at reducing their water consumption. Sites may adopt technical measures such as:

- reducing domestic water flow rates;
- implementing wastewater recycling circuits;
- installing cooling water reuse systems;
- introducing closed circuits in new projects;
- installing new equipment that uses less water;
- installing alert meters for variations in local consumption (THS – Skawina);
- installing systems to collect and reuse rainwater or industrial water after treatment.

In 2021, the San Luis Potosi Valeo Kapec site finalized work geared towards recovering condensation water from atmospheric generators. This initiative will allow the recovery of 700 cu.m per year, or the saving of 3% of the previous annual consumption.

In 2022, the Isehara site is to start replacing its pipes to reduce leakage. Other sites carry out regular network maintenance (leak detection, pipe replacement, etc.) and raise awareness among users so that they can reduce their consumption.

Atmospheric emissions and discharges

Challenges

Valeo's activities are liable to generate the discharge of substances into the air that could impact the environment. Such discharges must be tightly controlled to avoid pollution. The Group is committed to controlling the atmospheric emissions of its polluting products, which can result in air pollution with environmental or health impacts for several reasons:

- lack of control over discharges of this nature;
- poor performance by equipment;
- lack of regular inspection or emission measurements;
- absence of filters (mechanical or coal) on equipment;
- absence of burners upstream of the stacks.

The criticality of this type of event is limited, because each site is required to establish and implement a monitoring plan for its regulated emissions and to maintain an inventory of its atmospheric emissions. Valeo is in compliance with the current regulatory requirements, and monitors any prospective changes.

Approach

Each site must establish a system to ensure compliance with regulatory requirements on atmospheric emissions. This system requires each site to draw up an inventory of its emissions aimed at:

- listing the sources of atmospheric emissions, taking all of the site's processes and activities into consideration;
- listing facilities for the treatment of these emissions;
- describing emissions based on their origin (emissions from combustion plants or production processes);
- quantifying emissions in order to determine whether operating permits need to be obtained in accordance with applicable regulations.

Each Valeo site assesses, particularly whenever any production processes are changed, potential ways of reducing atmospheric emissions of pollutants at source, focusing primarily on processes that do not require the installation of treatment facilities.

Wherever possible, the Group provides standardized tools to be used by all Valeo sites to ensure that these indicators are calculated in a consistent manner.

Valeo monitors atmospheric emissions of volatile organic compounds (VOCs)[1], nitrogen oxides (NO_x), lead (Pb) and trichlorethylene (TCE) resulting from its activities. Emissions of sulfur oxides (SO_x) are not monitored as equipment mainly uses natural gas, which does not emit sulfur oxides during combustion.

Prohibited or regulated substances

Valeo sites are required to identify any banned or locally regulated substances used in the construction of its buildings and production equipment, or in the composition of its products. All such prohibited or controlled substances are listed in a Banned, Regulated and Declared Substances (BRDS) database established by the Group.

The Group prohibits the use of the following substances in its products and processes:

- asbestos;
- PCBs (polychlorinated biphenyls);
- refrigerants such as halons, HCFCs (hydrochlorofluorocarbons), CFCs (chlorofluorocarbons), hydrofluorocarbons;
- RCFs (refractory ceramic fibers);
- unencapsulated radioactive substances.

For several years, Valeo has also sought to take a proactive approach to reducing emissions of ozone-depleting substances. Its commitments on the subject are set out in a dedicated directive in the Risk Management Manual. As mentioned above, CFCs and halons are prohibited substances at Valeo. For HCFCs, the Group's objective is to stay ahead of the elimination deadlines set under the Montreal Protocol. To comply with this directive, the sites have taken action to service equipment containing refrigerants.

Hazardous substances

Valeo prevents the risk of hazardous substances being released by a specific policy and directive aimed at eliminating the use of substances posing a threat to the environment and health.

Because of the hazard they represent and their longstanding use in industrial processes on its sites, the Group is also working to reduce the consumption of heavy metals (lead, mercury, chromium VI, cadmium), chlorinated solvents and substances classified under European regulations as carcinogenic, mutagenic and reprotoxic (CMR)[1]. Some of these substances were still present in manufacturing processes in 2021, but Valeo is working with its stakeholders to find alternatives.

Volatile organic compounds

Valeo pays particular attention to monitoring atmospheric emissions related to its activity in respect of volatile organic compounds (VOC)[1], and is applying a process designed to reduce its use of VOCs via the implementation of substitute aqueous solutions (shift from paint containing an oil-based solvent to water-based paint), improving the efficiency of the processes implemented (robotization of a paint line, etc.), limiting and capturing emissions by geographically isolating operations.

Performance

Lead

In 2021, atmospheric lead emissions were down 94% compared with 2020 and 98% compared with 2019, with reductions taking them from 224 kg in 2019 to 77 kg in 2020 and then 4 kg in 2021. This achievement stems in part from the closure of lead soldering facilities at the Ebern (Germany) site by the Powertrain Systems Business Group and at the Penand (Malaysia) site by the Comfort & Driving Assistance Systems Business Group. It also reflects work done by the Comfort & Driving Assistance Systems Business Group to install more efficient filtration systems to reduce its emissions.

COV[1]

Quantity of ozone-depleting substances used

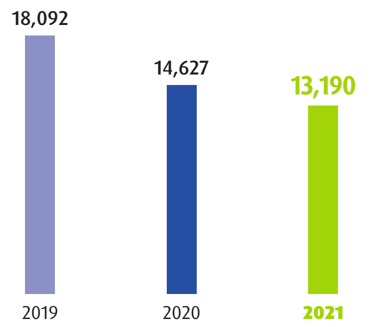
In the interests of transparency, the Group again performed an overall estimate of CFC and HCFC emissions in 2021. The chart below shows the quantity of ozone-depleting substances (in kg), which are used only in closed-loop equipment at Valeo sites (refrigerants or fire extinguishing gas).

The quantity of ozone-depleting substances was down 27% in 2021 compared with 2019, from 18,092 kg to 13,190 kg. The Group is gradually replacing these substances with other less harmful products.

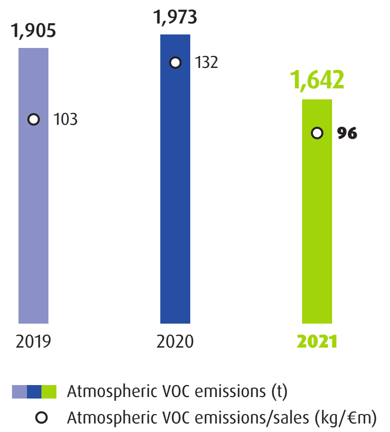
In 2020, the Gyeongju site (Powertrain Systems Business Group, South Korea) stopped using Halon (R13B1) as a fire extinguishing agent, and the Bad Rodach site (Thermal Systems Business Group, Germany) reduced its use of HCFC (R134a) as a refrigerant in its test loops by replacing it with tetrafluoropropene, HFO-1234yf.

(1) See sustainable development glossary, page 308.

QUANTITY OF OZONE-DEPLETING SUBSTANCES (KG) PRESENT IN EQUIPMENT AT VALEO SITES



ATMOSPHERIC EMISSIONS OF VOLATILE ORGANIC COMPOUNDS



In 2021, atmospheric VOC emissions were down 17% in absolute terms compared with 2020, and down 27% as a proportion of sales. The Visibility Systems Business Group remains the biggest emitter, accounting for 49% of the Group's total emissions. As part of its 2021-2025 plan to reduce atmospheric VOC emissions, Valeo aims to align all of its sites with the highest level of requirements currently in force in Europe. At the initiative of the Visibility Systems Business Group, Valeo has implemented a new formula for calculating VOC emissions and shared its best practices in respect of filtration systems.

Achievements during the year

In 2021, the Thermal Systems Business Group's San Luis Potosi (Mexico) site installed new, more efficient filtration systems, and the Queretaro site (Visibility Systems Business Group) prepared an investment in a biomass filtration system to reduce its VOCs.

A number of sites regularly take action to reduce their atmospheric emissions by:

- installing activated carbon filtration systems for the recovery of VOCs;
- installing residual gas recovery and treatment systems on plastic injection molding machines;
- installing or replacing dry filters on varnishing systems.

Reducing energy consumption and greenhouse gas emissions

Challenges

Valeo sites use the following three types of energy for industrial and domestic purposes:

- direct energy in the form of primary energy sources (fuel oil, natural gas);
- indirect energy in the form of electricity, steam and compressed air;
- direct renewable (solar) energy generated on site, which currently provides only a very small amount of energy.

The Group could be exposed to excessive energy consumption by plants, potentially resulting in a shortfall in competitiveness and an increase in greenhouse gas emissions, which could stem from:

- energy-intensive manufacturing processes;
- changes in regulations governing reductions in greenhouse gas emissions;
- obsolete equipment.

While energy consumption is not a material risk for Valeo, the Group is committed to reducing greenhouse gas emissions in order to move towards carbon neutrality by 2050. In 2021, Valeo remained very much dependent on the energy mix available in each host country, as the energy consumed by its sites is produced locally. With that in mind, Valeo has opted to purchase low-carbon power, particularly in China, India and Poland, and to launch self-generation programs from solar energy. In 2021, the Comfort & Driving Assistance Systems Business Group Penang (Malaysia) site embarked on a plan to install solar panels.

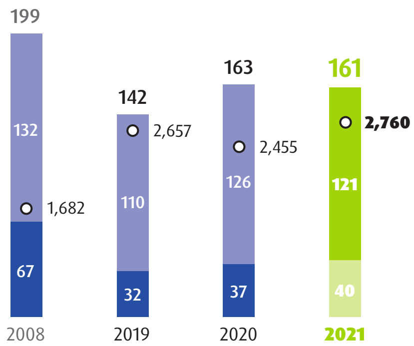
Approach

Valeo has drafted a five-year plan to improve environmental performance in relation to energy management. This includes ISO 50001 certification objectives, which the Group relies on for its approach and the management of its initiatives.

The Group assists its sites in launching nationwide initiatives such as the LEDs plan (replacement of existing lighting with very low-consumption LEDs). Since 2018, Valeo has been partnering with third-party experts to conduct energy performance audits and identify opportunities to reduce consumption. In 2021, the Group introduced monthly monitoring of energy consumption (gas, electricity) on its sites, consolidated by Business Group. The data are reviewed and shared on a quarterly basis, along with the main reduction actions, at "CAP 50" Committee meetings.

Performance

ENERGY CONSUMPTION

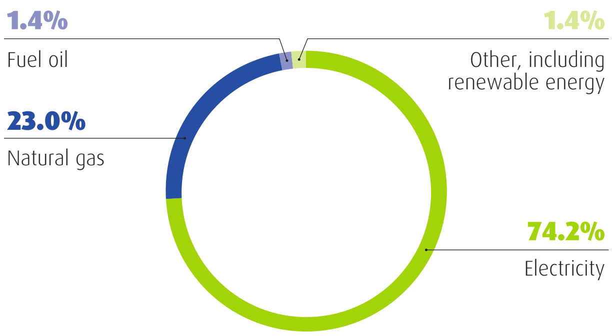


In 2021, 31% of Valeo's sites were ISO 50001 certified for energy management, compared to the initial target of 23% (see paragraph "Evaluation and certification processes" in this section, 4.5.3 "Environmental commitment", page 275).

Total energy consumption increased by 12% in absolute terms between 2020 and 2021; as a proportion of sales, it was down 1%. Sales were still below the 2019 level in 2021, but Group sites were not all able to reduce their gas consumption over the year to adjust to the significant drop in customer demand resulting from the electronic component crisis, due to winter heating, electricity consumption linked to lighting, compressed air production, and the operation of certain machines – notably furnaces – where reductions in output are not automatically mirrored in lower consumption. Since 2008, total energy consumption relative to sales has fallen by 19%.

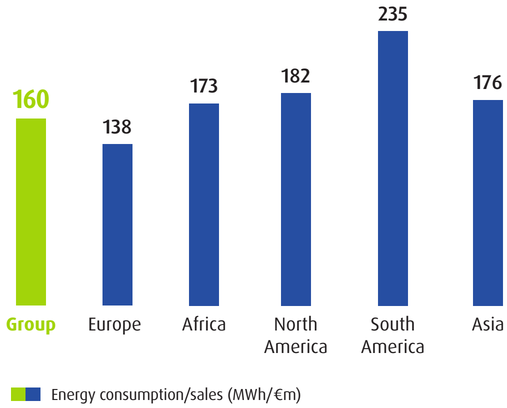
In 2021, the Group's direct energy consumption (gas, fuel oil) was 40 MWh per million euros of sales, an increase of 8% compared with 2020, due mainly to an increase in gas-fired industrial facilities in the Thermal Systems Business Group. However, it has decreased by almost 40% since 2008.

BREAKDOWN OF ENERGY SOURCES IN 2021



Electricity represents almost three-quarters of the Group's consumption. The proportion of gas increased from 21.3% to 23.0% of energy sources used between 2020 and 2021.

REGIONAL BREAKDOWN OF ENERGY CONSUMPTION AS A PROPORTION OF SALES IN 2021



Energy consumption as a proportion of sales is markedly higher at the Group's South American sites than in Africa, Europe, North America and Asia. With the exception of Europe, the ratio of energy consumption to sales remains above the performance target set for 2025. Commitments made as part of Valeo's "CAP 50" energy efficiency plan – overseen by the energy committees set up on the Valeo sites – will enable the Group to achieve an energy performance in line with its 2025 objective.

Reducing our carbon impact

GHG emissions (Scope 1, Scope 2 and Scope 3)

Since 2009, Valeo has made progress in the analysis of its carbon footprint by evaluating the direct and indirect greenhouse gas (GHG) emissions resulting from its activities. In 2021, the following operations-related emissions sources (excluding product use) were included in the review:

- **direct GHG emissions:** combustion emissions from stationary sources on sites, emissions from fuel combustion by Group vehicles, direct emissions from non-energy processes such as the incineration of VOCs[(1)], and direct fugitive emissions relating to refrigerant leaks (included in Scope 1 of the international framework);
- **indirect GHG emissions** associated with energy consumption, related to the consumption of electricity, steam, compressed air and other sources (included in Scope 2 of the international framework);
- **other indirect GHG emissions** related to purchases of products used in industrial processes, and the transportation of goods and people (included in Scope 3 of the international framework).

Direct GHG emissions linked to the consumption of gas and fuel oil were up 20.9% in absolute terms in 2021 compared with 2020. The main cause of the increase was the installation of new industrial facilities, such as new brazing furnaces at the Zekrak (Czech Republic) and Foshan (China) sites in the Thermal Systems Business Group.

Despite the fact that gas and fuel oil consumption for heating purposes was maintained during periods of reduced activity imposed by the electronic component crisis, direct GHG emissions as a proportion of sales edged down by 1% between 2020 and 2021.

(1) See sustainable development glossary, page 308.

Indirect GHG emissions *($ktCO_2eq.$)* – Emissions sources	2018	2019	2020	2021
Emissions generated by fuel oil and gas combustion at sites *($ktCO_2eq.$)*	134.9	143.3	135.8	164.2
Direct emissions from non-energy processes *($ktCO_2eq.$)*	6.7	6.6	5.6	4.5
Emissions caused by Valeo's vehicle fleet *($ktCO_2eq.$)**	19.4	23.5	16.2	16.0
Fugitive emissions (refrigerant leakage) *($ktCO_2eq.$)*	14.3	13.5	13.0	8.8
TOTAL DIRECT EMISSIONS *($KTCO_2EQ.$)*	**175.3**	**186.9**	**170.6**	**193.5**
TOTAL DIRECT EMISSIONS/SALES *($TCO_2EQ./€M$)*	**9.9**	**9.9**	**11.4**	**11.3**

* *Since 2018, the data have been calculated using the emission factor of Valeo vehicles (0.547 kg CO_2eq./km/person), unlike in previous years where the coefficient applied was that of personal vehicles (0.253 kg CO_2eq./km/person).*
The calculation also takes into account purchases of low-carbon energy with guarantee of origin in 2020 and 2021. 2019 data presented in the 2020 Universal Registration Document have been restated to align them with market-based carbon accounting and to cover emissions relating to energy without guarantee of origin, in line with GHG protocol and SBTi guidelines. 2019 is the baseline year for the Valeo "CAP 50" carbon plan. Accordingly, the data to be considered within the scope of the carbon plan are 196 $ktCO_2$eq. for Scope 1 and 966 $ktCO_2$eq. for Scope 2 in 2019 (see section 4.1.3 "Valeo's Carbon Plan for 2050", page 216).

Scope 2

Indirect GHG emissions increased by 26% in absolute terms between 2020 and 2021.

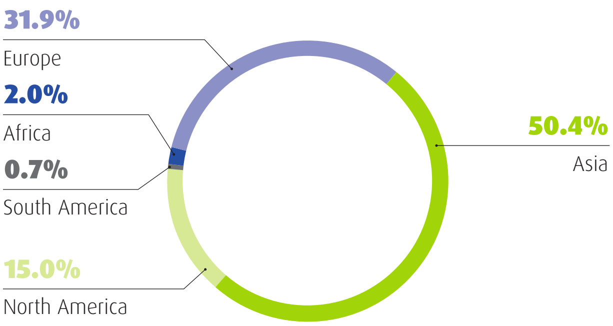
Indirect GHG emissions as a proportion of sales rose by 10% between 2020 and 2021.

Indirect emissions related to electricity consumption[1] and other energy such as steam, compressed air, etc.	2018	2019	2020[2]	2021[2]
TOTAL INDIRECT EMISSIONS *($KTCO_2EQ.$)*	**870.5**	**892.0**	**460.1**	**581.5**
TOTAL INDIRECT EMISSIONS/SALES *($TCO_2EQ./€M$)*	**49.3**	**47.6**	**30.7**	**33.9**

(1) *The calculation takes into account the primary energy sources used to generate electricity in each country.*
(2) *The calculation also takes into account purchases of low-carbon energy with guarantee of origin in 2020 and 2021. 2019 data presented in the 2020 Universal Registration Document have been restated to align them with market-based carbon accounting and to cover emissions relating to energy without guarantee of origin, in line with GHG protocol and SBTi guidelines. 2019 is the baseline year for the Valeo "CAP 50" carbon plan. Accordingly, the data to be considered within the scope of the carbon plan are 196 $ktCO_2$eq. for Scope 1 and 966 $ktCO_2$eq. for Scope 2 in 2019 (see section 4.1.3 "Valeo's Carbon Plan for 2050", page 216).*

Since 2020, the Group has reported its indirect Scope 2 emissions values using the market-based method, defined by the Greenhouse Gas Protocol[1].

GEOGRAPHIC BREAKDOWN OF DIRECT AND INDIRECT GREENHOUSE GAS EMISSIONS (SCOPES 1 AND 2) ASSOCIATED WITH THE GROUP'S ENERGY CONSUMPTION IN 2021



The chart above shows the geographic breakdown of direct emissions related to gas and fuel oil combustion by sites and indirect emissions related to electricity consumption.

Without taking into account guarantees of origin on electricity purchases, sites in Asia emit nearly 50% of the Group's total GHG emissions, as power plants in Asia that normally supply energy are predominantly coal-fired. Valeo has therefore decided to offset its growth in Asia by purchasing low-carbon electricity with guarantee of origin so as to reduce its indirect emissions of greenhouse gas in absolute terms.

Scope 3

For transparency, Valeo estimated all other indirect emissions sources (Scope 3) linked to its activity in 2019. The following other indirect GHG emissions (Scope 3) related to Valeo's operations are considered material:

- emissions linked to purchases of materials used in industrial processes (steel, aluminum, copper, zinc, plastics, electronic components, chemicals and packaging);
- emissions related to the use of the Group's products (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk of non-achievement of Valeo's Carbon Plan commitments" and "CO_2 emissions related to the use of Valeo products (Scope 3)", page 239).

Other indirect GHG emissions (Scope 3) regarded as not material are:

- emissions related to waste management in the relevant channels;
- emissions from Valeo's assets used by third parties (e.g., loans of molds to suppliers);
- emissions from energy production (e.g., extraction of gas or fuel oil);
- emissions from the installation of our products in vehicles by automakers;
- emissions related to the processing of end-of-life products;
- emissions from downstream product transportation. Transportation of this nature is mainly handled by Valeo customers.

Although they are not considered material, Valeo has chosen to publish the following emissions data related to its activity:

- emissions related to the upstream transportation of goods and raw materials;
- emissions from employee travel (commuting and business trips).

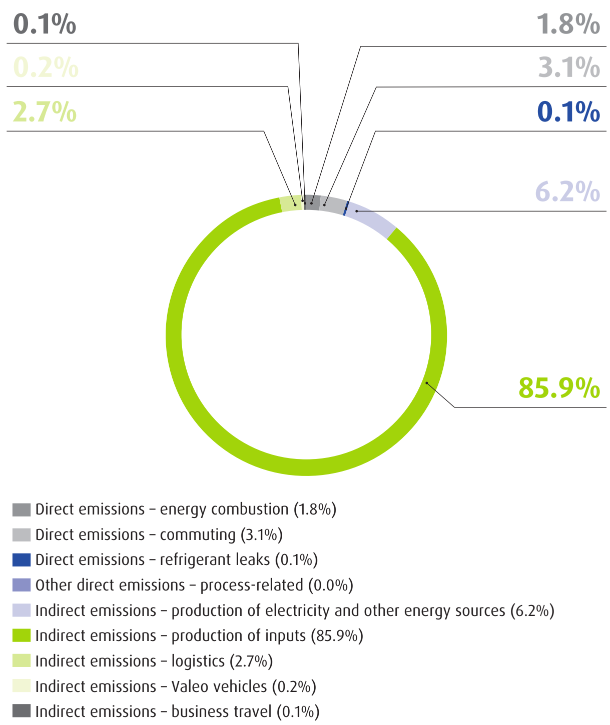
(1) *See sustainable development glossary, page 308.*

Other relevant indirect GHG emissions *($ktCO_2eq.$)* – Emissions sources	2018	2019	2020	2021
Emissions generated by the production of the main materials used in industrial processes, of which:	8,764	9,179	8,157	8,053
Materials (metals)	5,722	5,807	4,918	3,884
Materials (other)	3,042	3,372	3,239	4,169
Emissions generated by upstream logistics:	**343**	**283**	**244**	**253**
Road/rail/maritime transportation	222	184	159	139
Air/express transportation	121	99	85	114
Emissions generated by employee travel of which:	**222**	**236**	**195**	**298**
Commuting	182	209	181	290
Business trips	40	27	14	9
TOTAL OTHER INDIRECT EMISSIONS *($KTCO_2EQ.$)*	**9,329**	**9,698**	**8,596**	**8,604**
TOTAL OTHER INDIRECT EMISSIONS/SALES *($TCO_2EQ./€M$)*	**493**	**528**	**517**	**502**

In 2021, total other indirect emissions (Scope 3) amounted to 8,604 metric tons of CO_2. Other indirect emissions fell by 3% as a proportion of sales between 2020 and 2021. Note that product-related emissions (installation in the end vehicle, use, end of life) are described in section 4.3.3, "Valeo's non-financial risks", paragraph "Risk of non-achievement of Valeo's Carbon Plan commitments", pages 238 to 244.

The chart opposite shows that materials used in industrial processes account for the majority of the Group's overall carbon footprint (85.9%, of which two-thirds from metals), whereas direct emissions represent just under 5.0% of the overall footprint.

BREAKDOWN OF THE SOURCE OF GHG EMISSIONS IN 2021



Performance

Valeo had also set a reduction target of 8% by 2021 on its emissions related to the production of GHGs (Scope 1, Scope 2) compared with the 2019 baseline of 57.5 $tCO_2eq.$ per million euros of sales.

In 2021, the Group reduced all of its direct and indirect greenhouse gas emissions to 45.2 $tCO_2eq./€m$ as a proportion of sales (11.3 $tCO_2eq./€m$ and 33.9 $tCO_2eq./€m$, respectively) through purchases of electricity with guaranteed low-carbon origin. This corresponds to a reduction of 21% compared with 2019 (57.5 $tCO_2eq./€m$) and 24.1% compared with 2009 (59.6 t $CO_2eq./€m$).

Achievements during the year

In 2021, Valeo's sites undertook several projects to foster the use of renewable energy. For example, the Penand site in Malaysia has begun installing solar panels to generate electricity, as have the Bad Rodach (Germany), Chonburi (Thailand) and Sanand (India) sites in the Thermal Systems Business Group.

Other initiatives taken include:

- replacement of lighting systems using conventional fluorescent or metal-halide lights with more energy-efficient LEDs. Although the sites previously replaced lighting in successive stages spanning several years, the Valeo Group decided to step up the pace of its LED plan in France in 2019, ahead of Asia in 2020 and the Americas in 2021. The plan will enable sites such as Auburn Hill and Troy (United States), Turku (Finland), Getafe (Spain), Itatiba (Brazil), and Pianezza (Italy) to have LED-installation rates close to 80% by the end of 2022;
- installation of systems to recover heat from compressors or cooling units for reuse in other plant areas, as was done on the Visibility Systems Business Group's Sens (France) site in 2021. The recovery system allows the Sens plant to cover 80% of its heat requirements, to reduce spikes in temperature in summer, and to save 1.4 GWh per year;
- installation of automatic on-off lighting systems, such as at the Itatiba and Caxias do Sul (Brazil) sites;

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- optimization of compressed air systems by such means as the reduction of the use of pressure in air networks, implementing an organizational procedure for switching on and off compressors supplying the compressed air network and the detection of leaks using an ultrasonic sensor. Examples in 2021 include the San Luis Potosi (Mexico) site, which saved 500 tCO_2eq., the Freidrichsdorf (Germany) site, which lowered the pressure on its compressed air network by 1.5 bar, and the Martos (Spain) site, which reduced air pressure for parts cleaning. In addition to this initiative, the air network pipes were optimized to reduce leakage;
- optimization of heat loss on injection molding systems by insulating the barrel;
- most sites also set up awareness campaigns on the responsible use of energy, especially during the Sustainable Development Week in June.

Biodiversity

Challenges

The 144 sites in the reporting scope occupy a total area of approximately 861 hectares, with seven sites located in areas with protected biodiversity. 88% of the total area is used for buildings. The rest is used for traffic and gardens.

Almost all of the sites occupied by Valeo, i.e., nearly 91% of its operating plants, are located in urban areas or areas zoned for industrial use, and the remaining 9% are located in agricultural or natural areas. In any event, its activities are not liable to significantly alter ecological processes (no extraction or spraying, for instance).

To more accurately understand its potential impacts, the Group conducts an annual biodiversity inventory at plants located in or near (within 10 km of) protected areas. Nine such sites were identified in 2021: two in South America, two in Africa, one in Asia and four in Europe.

Approach

The precise identification of significant direct impacts on biodiversity is conducted across sites through environmental analysis. This step is crucial in the implementation of an ISO 14001-certified environmental management system.

The "Biodiversity" Directive lays down guidelines to regulate practices in terms of biodiversity conservation during selection, construction and closure of plants. For site operation, initiatives are promoted to encourage adoption across all of our sites:

- recovery and reuse of food waste to make compost and supply neighboring farms;
- elimination of the use of phytosanitary products;
- reduction in the consumption and discharge of heavy metals (e.g., lead, see section 4.3.3, page 243).

From 2022, specific monitoring of zinc and nickel consumption and discharges will be implemented in order to define a plan to reduce these metals for the relevant sites in 2023.

Achievements during the year

Many sites are active on the issue of biodiversity, particularly during the sustainable development week in June. Examples include:

- the Chonburi site (Thermal Systems Business Group, Thailand) planted trees in the local mangrove swamp with its employees;
- the Itatiba site (Thermal Systems Business Group, Brazil) undertook a new reforestation campaign with its employees in nearby green spaces;
- the Turku site (Thermal Systems Business Group, Finland) organized a clean-up of green spaces adjacent to the site;
- the Isehara site (Visibility Systems Business Group, Japan) organized a cleanup operation with its employees in areas near the site.

Transportation and logistics

Challenges

Valeo's operations require inbound supplies of raw materials and parts, the transfer of parts between sites and outbound deliveries to automaker-customer premises, plants and dealer networks. The main environmental impacts of these logistics flows result from emissions of greenhouse gases attributable to the use of non-renewable fuels.

Approach

In line with its product development strategy aimed at reducing the impact of vehicles on the environment, Valeo pursued its transportation optimization strategy to reduce associated CO_2 emissions in 2021.

Performance

Valeo limits the use of **air freight** as much as possible in its logistics. However, the Group sometimes authorizes this type of transportation, as in the following cases, to:

- avoid any break in the logistic chain in series productions;
- reduce project development time (transportation of samples or prototypes) in response to market demand;
- deliver technological products on a just-in-time basis, given that capacity can be stretched on the markets (permanently or temporarily), or those that have specific characteristics that require them to be fitted quickly to maintain their optimal properties.

In 2021, emissions related to air freight for the delivery of parts from suppliers amounted to 114 thousand metric tons of CO_2. Emissions related to air freight for the delivery of Valeo products to customers amounted to 11,000 metric tons of CO_2.

The Group is continuing its efforts to limit and control the use of this means of transportation, which is the most polluting, in favor of sea freight, the least polluting but the slowest in terms of transit time, and train, an intermediary in terms of transit time and a hundred times less polluting than air.

In **road transportation,** optimization work performed in previous years continued in 2021:

- load consolidation by the use of logistics platforms to collect as many parts as possible from multiple sources, which are then re-routed in fully loaded trucks to each plant;
- development of new solutions for packaging parts for customers, to guarantee the quality of deliveries, and ensure optimum truck fill rates;
- where technically feasible and as permitted by domestic law, use of dual-capacity trailers (double deck in a single trailer or double trailer) to further improve fuel consumption ratios per part delivered and, in turn, CO_2 emissions;
- introduction of vehicles using alternative energies such as biodiesel and liquefied natural gas for certain dedicated flows.

Emissions related to road transportation for the delivery of parts from suppliers amounted to 107 thousand metric tons of CO_2. Emissions related to road transportation for the delivery of Valeo products to customers amounted to 53 thousand metric tons of CO_2.

For **maritime transportation,** the Group also continued its longstanding approach of pooling shipments between the different plants.

In 2021, emissions related to air freight for the delivery of parts from suppliers amounted to 37 thousand metric tons of CO_2. Emissions related to maritime transportation for the delivery of Valeo products to customers amounted to 2 thousand metric tons of CO_2.

Lastly, Valeo resolutely opted for **rail transportation** in 2020 due to the improvement of China-to-Europe and North American routes and its more environmentally friendly nature. But the reliability of transit time, especially on the China-to-Europe route, deteriorated considerably in 2021, triggering a temporary preference for maritime transportation. By contrast, air flows were redirected to rail on Europe-to-China routes, and multimodal solutions were developed in Europe and between Mexico and the United States at the end of 2021.

In 2021, emissions related to rail transportation for the delivery of parts from suppliers amounted to 1 thousand metric tons of CO_2.

Achievements during the year

In 2021, several initiatives were taken to reduce CO_2 equivalent emissions relating to transportation and logistics:

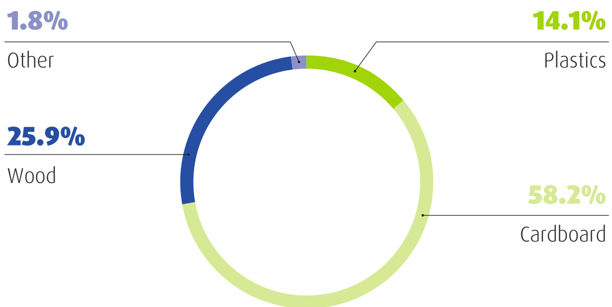
- developments in the methodology and tools for assessing CO_2 equivalent emissions from transportation and logistics operations:
  - through the "CAP 50" Carbon Neutrality Plan, appointment of a Group Logistics officer to oversee the reduction of CO_2 emissions from transportation and logistics activities, with support from regional teams,
  - adoption by the Group of the Global Logistics Emissions Council (GLEC) rules and guidelines for measuring CO_2 equivalent emissions related to transportation and logistics so as to make reports received from transportation providers comparable and to allow progress to be assessed by measuring CO_2 equivalent emissions per metric ton and per kilometer transported,
  - launch of a specific assessment of logistics service providers with respect to their commitments and the resources devoted to reducing CO_2 equivalent emissions related to transportation,
  - provision of a CO_2 equivalent transportation calculation kit for sites and project teams,
  - introduction of a transportation data collection process for all flows generated by Valeo's activity, with the aim of obtaining an internal calculation of the CO_2 impact of transportation, independently of reports issued by transporters,
  - methodology for comparing the life cycle CO_2 equivalent emissions of returnable as opposed to non-returnable packaging,
  - inclusion in the Valeo 5000 standard of a requirement that CO_2 emissions from transportation and logistics activities be reduced;
- examples of application on existing logistics flows generating emission reductions:
  - implementation of multimodal road/train solutions (VLS Martos to BMW Germany, San Luis Potosi THS to the United States). Potential reduction of 800 metric tons of CO_2 equivalent per year,
  - switch from air to rail (Annemasse, Shenzhen, Nanjing, Changshu, Foshan), leading to a potential reduction of 7,000 metric tons of CO_2 per year,
  - change in the fleet used for shuttles between external warehouses and the Amiens, Étaples, Mondeville and Le Hainaut sites. Adoption of vehicles using natural gas or biofuel. Potential reduction of 500 metric tons of CO_2 equivalent per year,
  - increase in the volume of goods transported, mainly due to Valeo's faster assumption of responsibility for the transportation of components, previously assumed by suppliers. This transfer allows Valeo to consolidate more loads in the most distant countries of origin, thereby reducing the CO_2 emissions generated by the Group's activities.

Packaging

Challenges

Packaging is essential for product handling. It is required for transporting, storing and protecting products and, in the case of aftermarket products, selling them. For these various purposes, Valeo uses many different kinds of packaging materials, mainly cardboard, wood, plastics and metal. Cardboard and wood together account for more than 84% of packaging materials used.

BREAKDOWN OF PACKAGING MATERIALS CONSUMPTION IN 2021



Approach

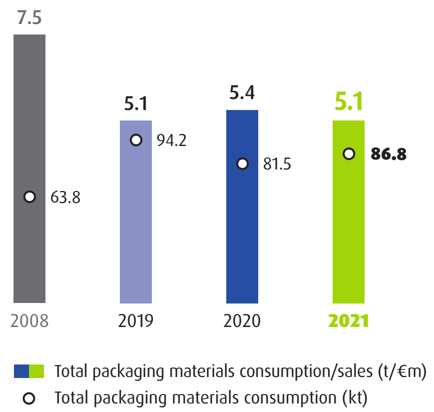
For several years, Valeo has worked to reduce its consumption of packaging materials in two main ways:

- using reusable containers or pallets, made from either cardboard, wood or plastic;
- improving the fill rate of the packages containing the products.

This work is being conducted in partnership with Valeo's suppliers and customers.

Performance

PACKAGING MATERIALS CONSUMPTION



Total consumption of packaging materials as a proportion of sales decreased by around 5.6% compared with 2020. In 2021, packaging consumption in absolute terms increased by more than 6.5% compared with 2020.

To reduce its environmental footprint, Valeo pays particular attention to the use of recycled materials. In 2021, 1,198 metric tons of packaging materials were recovered internally and reused. Since 2008, total packaging consumption as a proportion of sales has fallen by 32.0%.

Achievements during the year

In general, Valeo sites are working on replacing disposable packaging with reusable packaging so as to reduce their use of packaging materials.

This policy can be adopted both for customer packaging and packaging for the storage of semi-finished products. The sites in Wuhan (Thermal Systems Business Group, China), Martos (Visibility Systems Business Group, Spain) and Hampton (Valeo Services Business Group, United States) offer examples of initiatives of this nature in 2019. This can also involve the packaging of parts or components delivered by suppliers, which are either reused directly for packaging intended for products, or returned to suppliers so that they can reuse it for their deliveries. Due to the exceptional situation since 2020, no new actions were initiated during the year.

4.5.4 Employee-related commitments

Quality of life at work

Challenges

Quality of life at work is an integral part of Valeo's Human Resources strategy to attract, develop and retain talent. The Group works to continuously improve the quality of life at work for its employees by guaranteeing:

- an accident-free work environment by offering ergonomic workstations and preventing psychosocial risks;
- a balance between professional and personal life by promoting the right to disconnect and facilitating working from home;
- recognition and support in their work;
- prevention of harassment and discrimination;
- autonomy.

Approach

Operational excellence specific to Valeo's culture is based on the "5 Axes" system. Valeo's 5 Axes system is designed to achieve total customer satisfaction, with the goal of becoming a preferred partner. Each of the 5 Axes is subdivided into several work processes, and translated into roadmaps. A roadmap is made up of key objectives and a predefined list of actions to ensure its application as well as a series of questions allowing the manager and auditor to evaluate its proper rollout.

Employee engagement is the first pillar of operational excellence at Valeo. A healthy and pleasant working environment is key to guaranteeing the safety of employees. Valeo therefore wishes to maintain an achievement rate for the "Building a well-being environment" roadmap of more than 75% by 2025.

Aware of the need to formalize its quality of life at work policy, Valeo rolled out a Human Resources procedure entitled "Building a well-being environment" in 2018. The purpose of this procedure is to define the quality of life at work, the means of improving it and the tools needed. It is then implemented on each site by a multidisciplinary Quality of Life at Work Committee comprising the site manager, employee representatives, members of the HR network, the Health, Safety and Environment network and members of the site's medical team. It is tasked with defining the site's Quality of Life at Work policy in accordance with its specific challenges and ensuring communication with employees.

Valeo uses two distinct processes to monitor its Quality of Life at Work policy and evaluate actions implemented locally:

- the "Building a well-being environment" roadmap. By 2021, Valeo plants had achieved 74.1% compliance with the roadmap, compared with 65% in 2020;
- annual labor-related CSR reporting.

Performance

In 2021, Valeo continued its actions in terms of quality of life at work:

- working from home has become an option for eligible employees since business resumed: 57% of Managers and Professionals worked from home in 2021, compared with 90% of the eligible population in 2020;
- 95% of plants implemented at least one action to promote quality of life at work;
- 15,975 employees attended training/awareness-raising on quality of life at work;
- 35% of sites have set up a fund to assist employees experiencing financial hardship.

Achievements during the year

Wishing to adapt to changes in society and to improve quality of life at work for its employees in France, in 2014 Valeo introduced a Homeworking Charter. A Group agreement signed on October 17, 2018, applicable in France, takes note of the shared desire of Management and all representative trade union organizations to promote working from home. It makes working from home more accessible for the well-being of employees, to make work organization more flexible and to reinforce the Group's attractiveness. Management wishes to see the practice develop throughout the Group.

In 2021, against the backdrop of the global pandemic, the Group continued to allow its employees whose position allowed it to work from home. More than 18,000 employees worked from home during the year. In 2021, Valeo developed a Global Homeworking Charter to ensure the sustainability and harmonization of the new arrangements. Valeo aims to offer the conditions for a good work-life balance, and firmly believes that promoting homeworking arrangements is a solution that resonates with the aspirations of its employees. The widespread adoption of homeworking arrangements will also allow us to reach our goal of carbon neutrality by 2050.

Launch of an annual global engagement and satisfaction survey

In 2021, Valeo launched a new global engagement and satisfaction survey of its technician, manager and professional employee categories. The previous survey dated back to 2018. Drawing on the lessons it provided and in view of the impact of the pandemic, Valeo has now decided to conduct a survey every year. Surveys are an essential tool for employee engagement and appropriation of the Group's policies.

Employees were asked to share their perception and assessment of the Group's strategy, organization and management on a set of 21 themes, seven of which were explicitly related to the quality of life at work. In total, 80% of employees responded: 72% of respondents were managers and 28% were technicians.

+8 pts Ability to provide their teams with the right level of information

+9 pts Ability to lead by example

Comparison with the previous survey conducted in 2018 showed employees highlighted efforts made by managers to keep them informed and maintain communication during the Covid-19 crisis. However, overall employee satisfaction was down, particularly with regard to quality of life at work (49% satisfaction in 2021, compared with 75% in 2018). Based on these results, each country and each site established specific action plans to improve their performance in 2021. The Group also drew up a Global Homeworking Charter in response to demand from the 71% of respondents who expressed a desire to work from home at least one day a week. In 2022, the survey will be sent to all employees following the creation of digital identifiers for operators.

Respecting and promoting diversity, equity and inclusion

Challenges

Valeo firmly believes in the importance and relevance of the diversity of its employees at all levels and in all areas of the Company. A key element of its culture, Valeo works for diversity, equity and inclusion on four themes: gender equality, cohesion between generations, cultural diversity and the inclusion of people with disabilities. In a competitive environment and diverse society, encouraging diversity among employees and ensuring their inclusion is a means of driving performance, and attracting and retaining talent.

Approach

To ensure greater diversity across the Group, Valeo has set targets for each of the four themes to be achieved by 2025:

- **Gender:**
  - reach 90 points globally on the gender equality index;
- **Disability:**
  - increase the number of employees with disabilities to 2.5% of the headcount;
- **Cultural:**
  - increase the proportion of plants run by a local director, bringing it above 80%,
  - continue to reduce the proportion of expatriates among total Managers and Professionals to less than 0.75%,
  - reduce the share of French expatriates in the total proportion of the Group's workforce to less than 55%;
- **Generational:**
  - ensure that the proportion of hires of people under 25 years of age is greater than 35%.

To evaluate the measures taken and define the Group's objectives, a Diversity Committee was established in 2012 at the initiative of General Management. Chaired by the Group Senior Vice-President, Human Resources, assisted by the champions of each of the four diversity themes, it has four specialized sub-committees: Gender, Disability, Culture, and Generations.

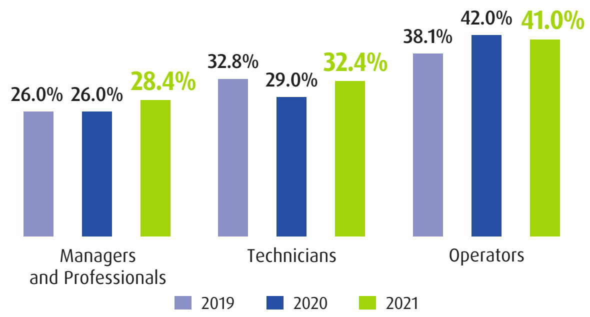
Firmly believing in the importance of diversity in non-financial and financial results, the Group decided in 2018 to incorporate the criterion of diversity into the variable compensation of Jacques Aschenbroich, its Chairman and Chief Executive Officer. In 2021, the gender equality index was in turn integrated into the calculation of the variable compensation not only of the Chairman and Chief Executive Officer, but of all Group managers. The aim of this approach is to send a strong signal to the teams to encourage them to continue their actions in favor of diversity.

The Group's goal is to promote diversity everywhere. To ensure that the definition of diversity, its scope and the practical initiatives stemming from it are known in all plants, a Human Resources "Valuing Diversity" policy applying to all employees is shared with the entire Human Resources network and is accessible to everyone on the intranet.

Performance

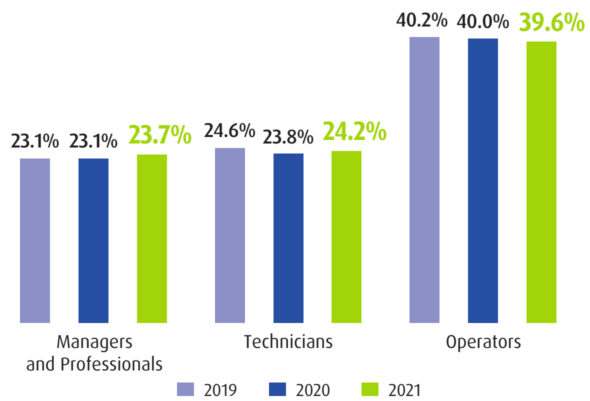
Gender

PERCENTAGE OF WOMEN AMONG NEW HIRES



In 2021, despite efforts made, women represented 36.4% of new hires, a 3 percentage point decline from 39.0% in 2020, reflecting the under-representation of women in the areas in which Valeo recruits, particularly with the very tight job market in 2021.

PROPORTION OF WOMEN PER SOCIO-PROFESSIONAL CATEGORY – REGISTERED HEADCOUNT



The percentage of women in the general population is 32.4%. The percentage of women Managers and Professionals is 23.7%. The percentage of women in R&D is 15.4%. Valeo is committed to promoting and developing female talent. The proportion of women in the executive population(1) increased by 1.7 percentage points, rising from 12.7% to 14.4% between 2020 and 2021. By contrast, the Group saw the percentage of female operators fall by 0.4% between 2020 and 2021, which is a consequence of the drop in the overall percentage of operators in the Group.

(1) The executive population corresponds to employees in the two highest of the six grades in the Managers and Professionals category of the Valeo scale.

Valeo is committed to gender equality

A pioneer in this approach, in March 2019 Valeo decided to extend the Gender Equality Index (mandatory in France) to all countries where it operates. Based on five indicators, the index measures the weighted gaps in pay, pay rises and promotions, as well as the percentage of women in the ten highest paid positions. To improve the continuous monitoring of this index in the various countries, the Group has developed an automated tool for calculating outcomes at all levels (site, country, Business Group).

In 2021, the Group obtained an average score of 86.3/100, an increase of 1.9 percentage points year on year*. The lowest score was 66, and the highest was 90. Thanks to action plans implemented in each country, Valeo has made progress on most criteria, and has achieved its 2020 objective of ensuring that all women returning from maternity leave receive a pay rise. In a longer-term perspective, Valeo's priorities include increasing the proportion of women earning the highest salaries.

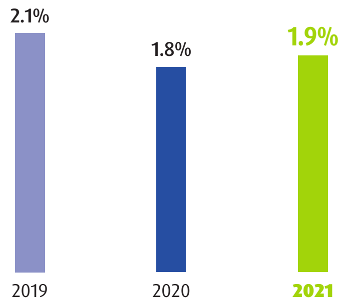
Valeo has set itself the Group objective of achieving an average score of 90/100 by 2025 and 87/100 in 2022.

In addition to this index, Valeo has decided to measure the percentage of women on the management committees of its operating entities. The Group has prepared a "Gender Diversity by Design" program with the ambitious goal of having 32% women on management committees by 2030. In 2021, the rate was 20.8%, up from 19.5% at the end of 2020.

**The data consolidation methodology at Group level changed between 2020 and 2021. Since 2021, the Group has been using the weighted consolidation method based on the number of employees taken into account in the calculation of the index by country. The 2020 result based on this method was 84.8/100.*

Disability

PROPORTION OF EMPLOYEES WITH DISABILITIES WORLDWIDE (DIRECT EMPLOYMENT)



The proportion of employees with disabilities increased by 4% in 2021, from 1.8% of the total workforce in 2020 to 1.9% in 2021. However, the number of disabled workers declined slightly, from 1,805 in 2020 to 1,796 in 2021. In this period of contraction in the workforce, it was harder to replace disabled employees who retired or took early retirement.

Culture

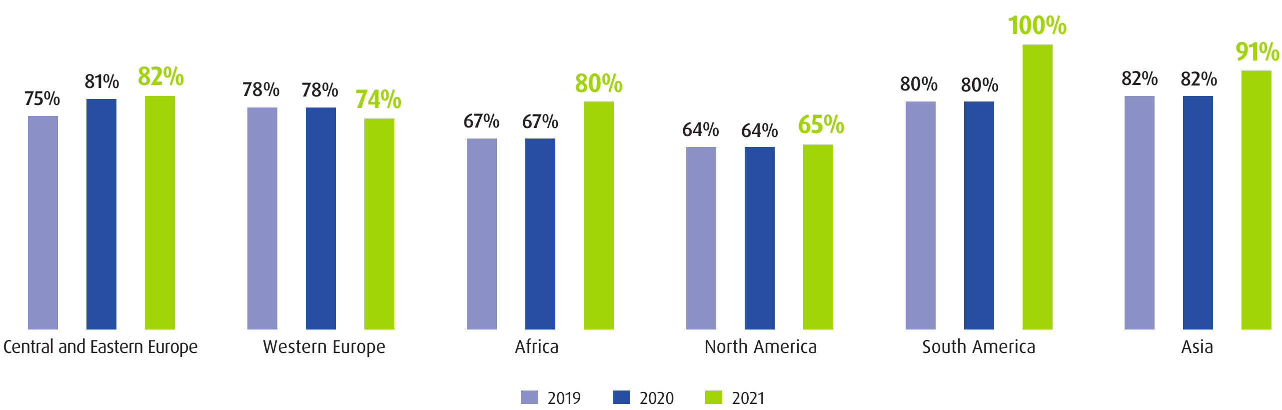
In 2021, Valeo had 218 expatriates in its ranks, compared with 247 in 2020. The decline is encouraged by the Group, which wants to allow local managers to access key management positions. The countries hosting the largest number of expatriates are France (33 expatriates), the United States (26), Japan (25), China (22), and Germany (21).

The proportion of expatriates in the total number of Managers and Professionals was stable compared with 2020 (0.77% in 2020 vs. 0.70% in 2021). French expatriates accounted for 60% of total Valeo expatriates in 2021. Expatriates working in Research and Development account for 20% of the Group's expatriates.

The Group included employees of 138 different nationalities in 2021. The ten most widely represented nationalities within the Group are Chinese, French, Mexican, German, Polish, Indian, Spanish, Japanese, American and Czech.

4

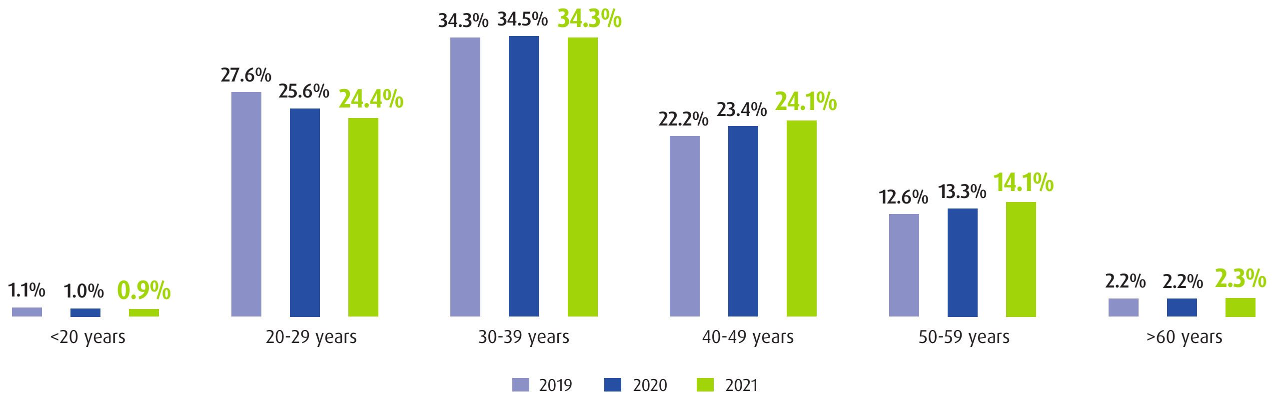
BREAKDOWN OF SITES RUN BY LOCAL DIRECTORS (2021)



In 2021, Valeo continued its efforts to strengthen the ranks of local employees among its directors, with 82% of its sites run by a local director, compared with 85% in 2020. The decline in the percentage of sites run by a local manager in Western Europe is attributable to the departure of a manager who was not replaced by a local. But succession plans allow Valeo to ensure the gradual replacement of expatriate site directors with local directors.

Generational

BREAKDOWN OF REGISTERED HEADCOUNT BY AGE GROUP



At December 31, 2021, Valeo had a total of 15,757 employees aged over 50, and 24,285 aged under 30, representing 16.4% and 25.2% of the registered headcount respectively. In 2020, Valeo had a total of 15,477 employees aged over 50, and 26,525 aged under 30, representing 15.5% and 26.6% of the registered headcount respectively.

- In 2021, Valeo recruited 7,493 employees under the age of 25, representing 38% of new hires.
- The average age of the registered headcount was 38 in December 2021.

Achievements during the year

Gender

Actively in favor of gender equality and the promotion of this facet of diversity, the entire Group achieved the following in 2021:

- 75% of the Group's plants implemented at least one initiative in favor of gender equality: organization of seminars and conferences, organization of photo exhibitions or sports tournaments, etc.;
- particularly attentive to the quality of life at work, 71% of the plants have introduced specific measures for pregnant women: adjustments to workstations or working hours, etc.;
- aware that women are less represented than men in its industry, Valeo continues its partnership with association *Elles Bougent* and had 83 sponsors in 2021.

The Group also brought its employees together for key events during the year. On March 8, International Women's Day, all employees were invited to take part in #ChooseToChallenge by sharing photos of themselves with their hands raised, as a sign of their commitment, on the internal network. A conference on gender equality was also held. Moderated by the gender equality champion, namely Chief Ethics & Compliance Officer Catherine Delhaye, it featured external speakers including Yann Arthus-Bertrand alongside key internal players such as Geoffrey Bouquot, President, Corporate Strategy and Research & Development, and Jacques Aschenbroich, Chief Executive Officer, who shared their vision of gender equality and their recommendations for achieving the Group's objectives. A panel of four women and two men also shared their experiences and advice for a better work-life balance, especially against the backdrop of the pandemic. All employees were invited to take part.

Disability

To develop the approach launched in France in other countries, a new Group approach known as the Disability Management Approach was drafted and implemented in 2019. It is a policy designed to respect the customs of each country in which Valeo operates. To this end, Valeo relies on the United Nations definition (Convention on the Rights of People with Disabilities), plus the concept of the working environment. The Group considers that an employee with a disability is one whose interaction with his/her work environment is undermined by his/her disability or impairment. Valeo is implementing an organization aimed at inclusiveness for all employees. From now on, and based on the existing French model, a duo of disability liaison officers is present on each site. Composed of an employee from Human Resources and a volunteer employee, they have an advisory role for employees identified as workers with disabilities, and oversee their needs.

On December 3, 2021, International Day of Disabled Persons, Valeo organized awareness-raising on disability, open to all. Led by a CSR manager and an external consultant, the idea was to teach participants about the different types of disabilities, regulations and internal policies. An employee with hearing difficulties also shared his personal and professional experience and answered questions from participants.

HandiTech Trophy

In 2021, for the fifth year in a row, Valeo took part in the HandiTech Trophy. Michel Forissier, Valeo's Chief Engineering Officer, was on this year's project selection panel. Sébastien Lecointre, Valeo's Electronics Simulations Leader, took part in selecting the finalists. He brought a different perspective to the other panel members with his expertise and experience with wheelchairs and technical aids. This year, all French employees had a chance to vote in seven project categories.

Culture

In 2021, Valeo continued to promote cultural and social diversity as a real performance driver:

- 61% of the plants implemented at least one initiative in favor of cultural diversity: celebration of the World Day for Cultural Diversity, introduction of pairs formed by employees from different countries, circulation of an e-learning module;
- to attract talented young people from diverse backgrounds, Valeo has launched the Insertion Process. Currently piloted in France, it aims to integrate a greater number of young people from priority neighborhoods in urban policy[(1)], especially for school work experience or work-study programs for college students. To meet its goal of welcoming ninth grade work experience students, Valeo has become a partner of *Tous en Stage*.

Generational

The Group takes care to create an environment in which four generations can work together as the retirement age increases and members of generation Z arrive on the labor market. This generational diversity is a factor of human enrichment for the Group, but it questions the perception of Valeo's management model by each generation. In 2021, Valeo implemented a number of measures in favor of generational diversity:

- 47% of the plants implemented at least one action in favor of generational diversity, especially to mark generational diversity day: activities, workshops, open days for high schools;
- extension of the policy of selective partnerships with higher education institutions at the international level, to promote diversity within teams. These initiatives in favor of youth employment and the integration of young people in the workplace allowed the Group to welcome 842 interns, 1,564 apprentices and trainees, and 49 *Volontariat International en Entreprise* (VIE) program applicants.

A reverse mentoring program to overturn generational stereotypes in the United States

Valeo launched a pilot reverse mentoring program in the United States in 2019. The goal was to create generationally inclusive work environments and drive organizational change by engaging in dialog based on reverse mentoring.

The success of the pilot program prompted Human Resources teams to develop a more extensive program that saw 28 employees take part as either mentors or mentees in September 2021. A new program is already scheduled for October 2022.

Promoting and respecting fundamental rights

Challenges

Valeo believes that employee progress is inseparable from financial performance. As employee trust is essential to its business and development, Valeo has undertaken to respect fundamental rights, and promotes open communication between employers and unions[(2)].

It further believes that the unions are a key extension of management for explaining, discussing and adjusting the Company's action plans. The involvement of all employees through social dialog is a guarantee of success for all the policies undertaken by Valeo.

Approach

The Group is committed to having the CSR report presented and discussed with local unions on all plants.

To promote and ensure respect for fundamental rights, Valeo's goal is to ensure that all of its employees have received the Code of Ethics and signed the relevant statements, and that they have received training on its content.

Social dialog

In 1999, Valeo concluded an agreement to set up a European Works Council. It was renegotiated and renewed when the Group adopted its new status of European company in March 2021. The Works Council provides a forum for exchanging points of view and establishing dialog between management and the 16 employee representatives from each European country in which Valeo has more than 150 employees. A nine-member committee meets quarterly at a European site.

The European Works Council represented 45% of the Group's registered headcount in 2021, or 42,157 employees. Each country sets up specific bodies in line with local laws and regulations.

In 2021, 72% of Valeo plants had formal bodies representing employees and unions. This representation at different levels of the organization has allowed Valeo to develop an active bargaining policy with the unions. Valeo must continue promoting high-quality labor relations that provide a platform for exchanging points of view, fostering mutual understanding and finding well-balanced solutions that are in the interests of all stakeholders. In 2021, 87% of the Group's registered headcount worked in accordance with the working organization and salary condition rules provided for in collective bargaining agreements.

(1) Priority neighborhoods in urban policy are characterized by a significant economic and social development gap with the other parts of the cities in which they are located.

(2) This paragraph deals with the promotion and respect of the fundamental rights of Valeo employees. The risk related to sustainable development practices of tier-one suppliers is addressed in "Risk related to suppliers' sustainable development practices" (see section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to suppliers' sustainable development practices", pages 258 to 262.

Fundamental rights

Valeo has participated in the UN Global Compact since 2004. The Group also aims to comply with the International Labour Organization (ILO) conventions on fundamental principles and rights at work:

- elimination of discrimination in employment and occupation (Conventions 100 and 111);
- prohibition of child labor (Conventions 138 and 182);
- elimination of forced and compulsory labor (Conventions 29 and 105);
- occupational safety and health (Convention 155);
- respect for weekly rest periods (Conventions 14 and 106);
- freedom of association and collective bargaining (Conventions 87 and 98);
- protection of workers' representatives and union members (Convention 135);
- equal rights and opportunities for workers with family responsibilities (Convention 156);
- safety in the use of chemicals at work (Convention 170).

Professional, individual and collective integrity is a key value of the Group. Wishing to ensure that it is embodied by all employees in all their exchanges (internally and externally), Valeo published its Code of Ethics in 2005. It combines the Valeo Values, the 5 Axes and the Valeo Compliance Program. To ensure that all employees understand the commitments made by Valeo in its Code of Ethics, employees receive the document when they join the Group, and are required to sign a statement acknowledging receipt and pledging to uphold it. In 2021, 96% of new employees signed a declaration acknowledging receipt of a copy of the Code.

To ensure the proper application of its policies on child labor, the Group's Internal Audit Department carries out a specific procedure to assess whether the risks associated with the hiring of employees under the legal working age have been addressed and mitigated by Valeo's rules and overall policies. In 2021, 28 sites were audited. The policy on the prohibition of child labor was respected at all such sites.

Valeo has introduced a number of internal procedures to ensure that the commitments made by the Group are rigorously respected and that its policy on promoting and respecting fundamental rights is properly applied. In 2018, the Group conducted an in-depth review of the contents of six Human Resources procedures and policies on respecting and promoting fundamental rights including:

- prevention of harassment and discrimination;
- fight against child labor;
- fight against forced labor;
- promotion of social dialog.

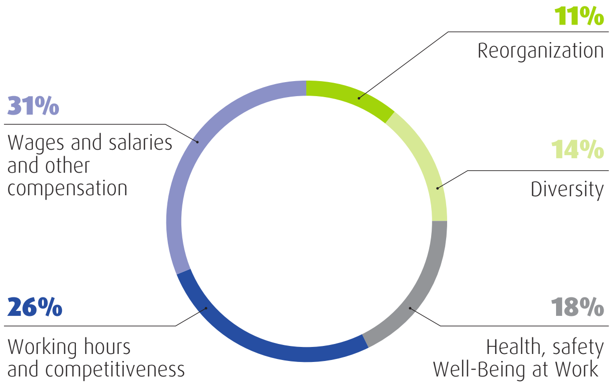
These procedures apply to all of the Group's employees. Each of them sets out Valeo's approach and commitments, specifies the roles of the various stakeholders and determines the follow-up methods implemented by the Group, which are based on specific, quantifiable and auditable criteria.

Performance

Since 2020, the crisis linked to the pandemic has intensified social dialog. For example, the European Works Council met eight times in 2021, whereas it usually met twice a year before 2020. Several agreements were signed, not only at site level but also at country level, including a strategic workforce planning agreement in France, negotiated at the end of 2021 and signed in early 2022. Safety protocols were drawn up in consultation with the unions (with all employees agreeing to them). In addition, the impacts of the health crisis prompted the negotiation of short-term cost variabilization agreements and medium- and long-term competitiveness agreements.

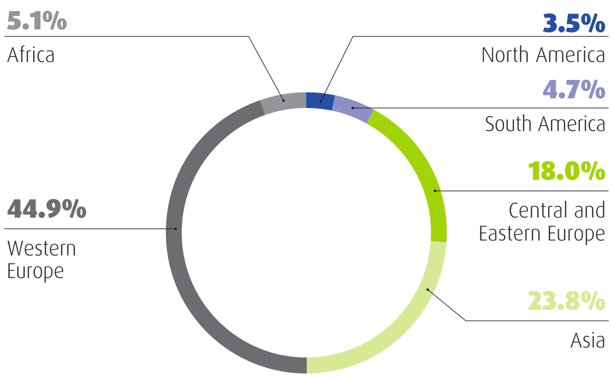
In 2021, 256 collective agreements were in force locally and nationally at Valeo's various sites worldwide. The topics covered by these agreements are as follows:

BREAKDOWN OF AGREEMENTS IN FORCE BY CATEGORY IN 2021



In 2021, the main topics covered were wages and other compensation (31%), working hours and site competitiveness (26%), health, safety and quality of life at work (18%).

BREAKDOWN OF AGREEMENTS SIGNED BY GEOGRAPHIC AREA IN 2021



The vast majority (69%) of agreements were signed in Europe and Asia. The high proportion of agreements signed in Asia demonstrates the Group's determination to promote this type of dialog with labor organizations worldwide.

A Corporate Social Responsibility (CSR) agreement was signed on July 10, 2012 and renewed on November 4, 2016 between the Group's Management and labor organizations. The purpose of this global agreement is to ensure that an appropriate labor framework is in place to accompany the Group's international expansion, in line with its principles of responsibility, Code of Ethics and sustainable development policy. The agreement also seeks to promote labor and environmental practices that go beyond legal and regulatory obligations. The procedures and principles defined in the agreement are being phased in by the subsidiaries at the various national and local levels. This agreement is intended to be a determined reflection of the commitment to universal principles for all of the Group's companies, as well as being pragmatic, by respecting cultural, social and economic differences in the implementation of the principles. In 2021, the CSR report provided for in the CSR agreement was presented and discussed at the European Works Council.

Achievements during the year

Employee relations

In 2021, employee relations were driven by the need to adapt resources to needs and to variabilize expenses and the workforce. Agreements were signed in Poland, Germany and France, where the 2020 agreement on the use of long-term partial working arrangements was renewed. Lastly, in Spain, an agreement was also signed on the use of short-time working arrangements.

Fundamental rights

Ethics is a central value in Valeo's culture and is defined as follows:

- support for the Group's commitment to sustainable development;
- compliance with fair trade practices and irreproachable business conduct;
- respect for individuals.

Respect by employees for these ethical principles is essential for the accomplishment of the Group's objectives. For that reason, each employee's performance is assessed based on his/her respect for Valeo's Values, including ethics, in the end-of-year appraisal.

Moreover, the Code of Ethics was updated in September 2018 in line with the General Data Protection Regulation (GDPR), the Sapin II law[(1)] the duty of care law[(2)] and the extension of the whistleblowing line. The updated code was implemented in early 2019. Inappropriate behavior or breaches of the provisions of the Code of Ethics or Human Resources procedures are grounds for disciplinary action, including dismissal.

The scope of the Valeo whistleblowing line, which has hitherto been used to signal management of non-compliance with internal regulations concerning anti-competitive practices, corruption or fraud, has been extended. It now allows the reporting of any behavior contrary to international laws or agreements, including violations of fundamental rights, environmental breaches or the health or safety of people. Valeo does not tolerate any form of retaliation against people who blow the whistle in good faith, or who take part in investigations, proceedings or hearings. The scope of the whistleblowing line covers all employees and former employees, as well as suppliers.

A specific procedure for the prevention of harassment and discrimination provides for the initiation of an investigation as soon as the facts, proven or not, are reported via the whistleblowing line.

In 2019, Valeo made an e-learning compliance training module mandatory for all new hires. It includes three training courses: antitrust, GDPR and compliance. The objective is to ensure that all employees know and understand Valeo's ethics and compliance rules. In 2021, 96% of new hires were also trained on the Code of Ethics.

The protection of personal data has become a global issue and is an integral part of Valeo's policy of respecting fundamental rights. The Data Protection Program is based on the Valeo Data Protection Principles (VDPPs), applicable worldwide, and specific principles that take local regulations into account. The program was rolled out through a global communication and awareness campaign in 2020. In 2021, all managers were trained in the VDPPs, i.e., more than 42,000 employees.

4

(1) Law No. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization, known as the Sapin II law.

(2) Law No. 2017-399 of March 27, 2017 on the duty of care of parent companies and ordering companies.

4.5.5 Social commitments

Proactive commitment to local communities

Challenges

Consistent with its size and worldwide scope, Valeo takes a firm stance on responsibility and commitment in its relationships with its many and varied stakeholders.

The quality of the initiatives implemented at Valeo's sites is a major factor in Valeo's corporate citizenship endeavor. The table below lists the main initiatives undertaken in 2021.

MAIN CORPORATE CITIZENSHIP INITIATIVES AT VALEO SITES

Commitment	Partners	Focus of the initiatives
Action with local communities	• Local populations • Local government • Local schools (primary/secondary) • Higher education and research organizations	• Support for local economic fabric and development • Partnerships with the world of education and local training • Partnerships with the local research ecosystem
Action with local populations	• Local populations	• Dialog with local stakeholders • Solidarity initiatives through donations to local populations

Approach and achievements during the year

Valeo, a partner in academic research in social fields, in addition to research for the development of its technological mobility solutions

EHESS France-Japan Foundation

In 2014, for the 50th anniversary of the *Maison franco-japonaise* in Tokyo, the EHESS Social Sciences University set up the Advanced French-Japanese Studies Center in Paris, which runs programs inviting Japanese research scientists and specialists from Japan to Paris.

Valeo created and finances the center's "innovative technologies for sustainable transport" chair. The chair's aim is to support exchanges between universities in France and Japan, including visits to France by Japanese academics in the fields of technology companies for an aging society, robotics and human-machine interfaces for connected and automated mobility solutions.

For 2019-2020, the exchange program was awarded to Haruki Sawamura, a doctoral student at the Interdisciplinary Institute for Innovation at the Center for Research in Management (CRG) at École Polytechnique, and a graduate of the School of Engineering of the University of Tokyo and the School of Advanced Science and Engineering of Waseda University. As part of the CEAFJP/Valeo chair, he studied the spread of connectivity technologies such as detection, IT and telecommunications and how these technologies facilitate the move to other automated products and services. His research focuses on the interaction between humans and infrastructure, including information and communication technology (ICT) infrastructure, allowing better access and wider spread of automated products and services within the Company.

For 2020-2021, the exchange program welcomed Kulacha Sirikhan, PhD in Urban Planning from the University of Tokyo, whose research work focuses on the emergence of new mobility technologies and the construction of patterns of sustainable urban mobility in Southeast Asian cities.

In 2021, Valeo continued to fund a Franco-Japanese chair on the future challenges of mobility. Valeo has conducted several workshops on the changes and challenges of mobility in the major cities of Southeast Asia, using the work of a Thai urban planner from the University of Tokyo.

The funding of this chair and its interaction with interested stakeholders are essential to provide a substantial volume of scientific production (publications of papers and doctoral theses), but also to coordinate and lead the program's international team and intensify scientific links between France, Europe and Japan (Japan Science and Technology Agency, JST, University of Tokyo) and Asia (Seoul National University, South Korea). Also in 2021, Valeo's Sustainable Development department took part in two online workshops on autonomy and the challenges of electrification with Japanese academics under the aegis of the JST and the French-Japanese Cultural Institute (Villa Kujoyama in Kyoto). With the research teams of the France-Japan Foundation, Valeo has also contributed to the design of programs for the coming years. The two areas selected are global cities, and health and innovation, both of which are a major focus of Valeo's innovations.

For the 2021-2022 academic year, Valeo will continue to support the development of scientific policy at the *École des Hautes Études en Sciences Sociales* (EHESS), a renowned French doctoral school, through its involvement in the EHESS France-Japan Foundation (see below).

Valeo also maintains special relationships with Japanese economic communities as part of the Franco-Japanese business club that Jacques Aschenbroich, Chairman and Chief Executive Officer of Valeo, has co-chaired since 2013, and whose digital session was held in 2021.

IFRI (French Institute of International Relations)

Valeo has accepted the invitation of the IFRI (French Institute of International Relations) to join the think tank dedicated to the geopolitics of technology, which includes a series of technology groups with ambitions and projections on global issues. The aim here is to develop a research focus on technologies informed by international relations, and to promote interaction with other similar think tanks in Germany, the United States, China and Japan. Financial contributions from companies will fuel the production of papers and studies by the IFRI on such subjects as data management policies in different major regions of the world, connectivity (5G) and space ambitions, technological ambitions of emerging powers (India, African countries and the Middle East), and the scarcity and security of electronic component supplies.

Action by sites with local communities

Valeo has a policy of accountability for its sites, and supports local initiatives around the world. For initiatives in the local economy, Valeo sets the following two guidelines for all Group sites:

- form partnerships with the world of education and local training;
- participate in setting up and running local research ecosystems.

Relationships with local educational and training bodies

As a global group with a strong R&D dimension and structured networks (see section 4.5.2 "Technological commitments", paragraph "Valeo, an actor in the governance of institutional collaborative research organizations", pages 272 to 273), Valeo also encourages the Group's sites to join specific local initiatives covering relationships with local educational and training institutions (engineering schools, universities, technical institutes, etc.).

As such, 80% of sites worldwide initiated partnerships and exchanges with higher education structures (universities/ engineering schools) in 2021. The diversity of relationships and partnerships with these teaching institutions reflects the wide range of relationships sites have with the surrounding area, depending on the specific local teaching and training environment.

The aim of this approach is to promote the Group's visibility, experience-sharing and collaborative relationships beyond the simple opportunity to develop industry-oriented projects.

Valeo is committed to promoting industrial jobs among women

Valeo maintains its well-established link with *Elles Bougent*, an association whose purpose is to promote gender equality and diversity in companies in the industrial and technological sectors. Several projects have been carried out in collaboration with the association, and other partners, on the promotion of the place of women in the industry.

For example, the La Verrière site (France) supported female senior high school students from two schools for an entire academic year, as well as female students from the ESTACA engineering school, giving them an overview of the various professions that exist in automotive and engineering industries.

A total of four meetings were organized during the 2019-2020 school year: one at the Paris Motor Show in October 2019, where Valeo welcomed the students and a delegation brought by *Elles Bougent* to its stand to give them a presentation of automotive industry professions. A further three were organized in 2020, including a visit to the La Verrière site, a visit to ESTACA and a visit to the Polytechnique incubator to close the project.

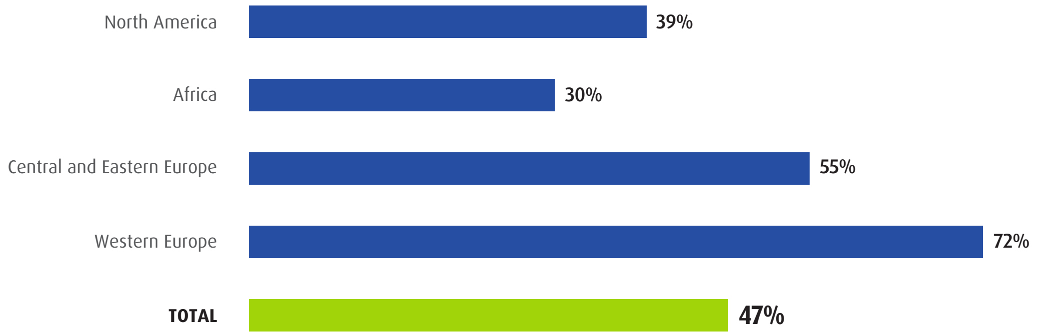
Similarly, in 2020 the Ben Arous site (Tunisia), continued its participation in the EcoWin project and its partnership with the *Deutsche Gesellschaft für Internationale Zusammenarbeit* (GIZ), hosting a group of high school girls for a day of meetings on auto industry professions on its site. These initiatives were maintained in 2021, despite the particular health situation, notably through dedicated awareness-raising initiatives.

SHARE OF SITES PARTNERING WITH LOCAL UNIVERSITIES/ENGINEERING SCHOOLS IN 2021

Similarly, at the primary school level, the Group first called on sites to build closer relationships with elementary and high schools in 2016, as a means of increasing Valeo's visibility as a local economic actor and potential future employer.

The outcomes three years after the introduction of this objective reflect sites' awareness of the importance of visibility for industrial players at all levels of the education system. Collaborations of this nature can take various forms, predominantly site visits and introductions to industrial professions.

SHARE OF SITES PARTNERING WITH LOCAL ELEMENTARY/SECONDARY SCHOOLS IN 2021



Signature of a sponsorship agreement to support the development of the *Espérance Banlieues* school in Angers, France

In December 2019, Valeo signed an agreement to support the development of the *Cours Le Gouvernail* primary school in Angers, a member of the *Espérance Banlieues* network, through the sponsorship of one of the school's classes. *Espérance Banlieues* schools, which are set up in underprivileged neighborhoods, introduce cultural and humanist teaching into the curriculum so that children can find their place in society and grow up with the confidence and desire to succeed. Convinced that perseverance and self-confidence are the drivers of success, and that teaching combined with continuous innovation lead to excellence, Valeo supports the innovative learning methods applied in educating these young people from disadvantaged neighborhoods.

In 2020, support will continue for a second year, with the development of ties between the management of the Angers site and the *Espérance Banlieues* school in Angers.

This sponsorship agreement was renewed for 2021 and 2022. Dedicated meetings will be organized between the *Espérances Banlieues* school in Angers and Valeo's Angers site in 2022.

Relationships with local research ecosystems

Despite a strong industrial footprint in the geography of its sites, Valeo encourages its industrial sites to become more involved in local Research, Development and Innovation (R&D&I) ecosystems. This action serves to support, facilitate and anticipate current and future development needs closer to local markets, particularly in countries with growth potential.

This type of approach is also encouraged by the Group for the knock-on effect it can generate on a local ecosystem in favor of greater cooperation between local skills and expertise, and the gradual emergence of cross-sector synergies.

In 2021, more than one-third of sites in North America (United States, Mexico) were part of a local research ecosystem (local competitiveness clusters, participation in collaborative research projects, etc.). The aim is to increase the numbers in the future.

Valeo employees, actors of CSR initiatives with their regions

As part of the One Plant, One Initiative programs, whose themes are left to the initiative of the employees of the sites in view of local issues, we can note the following initiatives shared by certain sites on the themes of:

- road safety;
- respect for biodiversity, with cleaning operations.

In the context of the Covid-19 health crisis, Valeo took solidarity and support initiatives to meet the needs of healthcare systems in some of the Group's host countries (collection of masks, site solidarity initiatives for healthcare personnel, etc.).

In France, Valeo joined forces with a consortium of manufacturers for the fast-tracked production of ventilators to meet the needs of French and European hospitals (see box below).

Valeo: supporting communities in the fight against Covid-19

- Support for local populations

In addition to the vaccination campaigns organized for our employees, some countries also undertook to help vaccinate local residents. This was the case in Martos (Spain), where Valeo was the first private employer in the Andalusia region to host a vaccination campaign at its plant. The Martos site organized a two-day vaccination campaign (July 15 and 16, 2021) for its employees and subcontractors aged over 30. The San Luis Potosi site in Mexico also became one of the city's vaccination centers, vaccinating 5,000 people over three days.

- Donations to hospitals

2021 also confirmed the entire Group's commitment and tireless mobilization, from top management to the teams in the plants, throughout the crisis. One compelling example is the purchase, donation and shipment of 18 ventilators and 12 oxygen concentrators in under 10 days to public and private hospitals in India, at a time when the country was facing an oxygen shortage.

Plants' initiatives alongside local populations

Valeo sites involved in dialog with local stakeholders

In 2021, more than 72% of employees at Valeo Group sites worldwide volunteered on operations to help local communities, versus 50% in 2020. Their contribution mainly involved time spent on educational activities or as expert speakers at local seminars, schools and universities, as well as at technical training sessions. Initiatives like this are part of local community involvement programs at many Valeo sites.

Open days at Valeo sites

To boost their local operations and their openness to members of local communities, many sites hold annual open days to showcase their activities, unique features and products to local communities. However, no events of this nature were held in 2021 in view of the global health crisis.

Valeo employees, working with the local community

Valeo China, an advocate for children's access to books

Since 2015, Valeo in China has been running a program entitled "The Valeo Library" under which employees of Valeo sites in China are encouraged to donate books allowing libraries to be opened in schools in disadvantaged areas. After opening its thirtieth library in November 2017, Valeo continued this program in 2018, 2019 and 2020, getting even more sites involved and bringing the total number of libraries to 68 at the end of 2021.

Since its inception in 2015, the program has provided access to books suitable for their age to more than 14,000 children, with more than 52,000 books donated.

With a view to establishing a lasting relationship with their local communities, Valeo sites and their employees are committed to solidarity actions in local regions. In 2021, actions of this nature took place on nearly 72% of sites throughout the Group, mainly around the following themes:

- awareness-raising on critical illnesses and disabilities, such as Alzheimer's disease, breast cancer and visual impairment (including on-site testing), and fundraising events including charity races, flea markets and other initiatives;
- support for public health issues, with blood donations organized in some of the Group's host countries worldwide in 2021, or screening tests for Covid-19;
- charity targeting the poorest populations, primarily in the form of donations of clothing, toys and eyeglasses, as well as food bank initiatives;
- awareness-raising around sustainable development, during the "sustainable development week" held every June in a large number of the Group's sites.

These initiatives are the result of proactive commitment by the sites and their employees. They demonstrate the importance of links with local communities.

In addition to solidarity campaigns initiated by site employees and in-kind donation campaigns (basic necessities for disadvantaged populations, school materials, clothing, etc.), 22% of the Group's sites donated money or equipment for local solidarity or charity initiatives in 2021.

Valeo's historic link with the Garches Foundation

The Group is a founding member of *Institut Garches*, which was created in 1988 and became a Foundation in May 2005. Its purpose is to help people with motor or cognitive impairments in their daily lives after a hospital stay.

The Foundation has put together a considerable network of expertise, including teachers, doctors, heads of motor disability associations and heads of partner companies. Valeo works alongside professionals from the foundation's wheelchair selection and test center.

Public and regulatory policies

Challenges

As a major innovator in the automotive industry operating in many countries, Valeo is committed to transforming the automotive industry and to making a positive impact in the regions where it operates.

Approach and achievements during the year

In its relations with public organizations, the approach adopted is to support the Group in becoming involved in the three revolutions that are currently redefining the automotive industry: vehicle electrification, autonomous and connected vehicles, and digital mobility.

Relationships with public bodies

Valeo develops institutional relationships with relevant administrations (at international, national and local levels), through regular dialog, such as:

- dialog with international organizations (UN Global Compact, OECD, World Bank);
- consultations on request:
  - from the European Commission (Directorates-General for Industry, Research, Transport, and the Environment, Directorate-General for Communications Networks, Content and Technology [DG CONNECT]),
  - from ministries of industry (France, China, Spain), the economy (France, Poland, Japan, Germany), research (France, China), energy (France, United States), transportation (France, Germany, United States) and employment (all countries where there are Valeo sites);
- co-construction/co-management of jointly financed projects, especially through participation in the governance bodies of European Union public-private partnerships (European Green Vehicle Initiative Association – EGVI);
- participation in the creation of roadmaps, under Valeo's co-chairmanship (since 2014) of the European Road Transport Research Advisory Council (ERTRAC), the European Commission technology platform (see section 4.5.2 "Technological commitments", paragraph "Valeo, an actor in the governance of institutional collaborative research organizations", page 272).

In 2017, in compliance with the French legal framework(1), Valeo filed an entry in the register of interest groups, which has since been posted online by the French High Authority for Transparency in Public Life (*Haute Autorité pour la Transparence dans la Vie Publique* – HATVP) and is publicly available. For 2021, Valeo sent the HATVP a summary of the activities to be declared.

Organization of the Valeo Group in public affairs and main items of expenditure

Institutional relationships are coordinated under the responsibility of three people at Valeo's headquarters, and relayed locally, as required, by national directorates in the country or region concerned.

Membership of professional organizations

As an independent, global tier-one automotive equipment supplier, Valeo is a member of the main organizations that represent the interests of original equipment and aftermarket equipment suppliers on the world's main automotive markets:

- in Europe: CLEPA (European Association of Automotive Suppliers);
- in the United States: OESA (Original Equipment Supplier Association);
- in France: PFA (*Plateforme de la Filière Automobile*);
- in Germany: VDA (*Verband der Automobilindustrie*);
- in Spain: Sernauto (*Asociación Española de Proveedores de Automoción*);
- in Italy: ANFIA (*Associazione Nazionale Filiera Industria Automobilistica*);
- in Japan: JAPIA (Japan Autoparts Industries Association);
- in Brazil: Sindipeças (*Sindicato Nacional da Indústria de Componentes para Veículos Automotores*).

Valeo is a member of the International transport Forum's Corporate Partnership Board, as well as the French Association of Private Enterprises (AFEP).

It contributed a total of 500,000 euros to these entities during the year.

The Group's main items of expenditure are:

- membership of the main bodies managing the interests of original equipment manufacturers and aftermarket suppliers of the main global automotive markets, which represent Valeo's main financial contribution to interest groups and its only activities that qualify as lobbying;
- personnel expenses of the External Affairs Department (fewer than three FTEs(2) per year).

As in previous years, the Group did not use public affairs consultancy services in 2021. Moreover, in accordance with its Code of Ethics, Valeo does not make any donations or give any support to political parties in any countries where the Group operates.

(1) Law No. 2016-1691 of December 9, 2016 on transparency, anti-corruption and economic modernization.
(2) Full-time equivalent.

4.6 Methodology and international guidelines

4.6.1 Sustainable development reporting methodology

Reporting methodology for environmental indicators

In view of the lack of public guidelines applicable to the automotive supplier business, environmental indicators were reported in compliance with internal procedures developed by the Group. The main methodology rules used to prepare the indicators published in this Universal Registration Document are described below.

Scope and consolidation

Scope

The environmental data reported and the calculation of ISO 14001, ISO 50001 and ISO 45001 certification indicators cover all production sites and distribution platforms managed by Valeo worldwide from the third year of their consolidation within the Group, excluding research centers not located on plants, administrative sites, sites located directly on automakers' sites or nearby (such as front-of-vehicle assembly sites) and the subsidiaries in which the Group has a non-controlling interest. In all, a total of 143 sites report their environmental indicators.

Until 2015, Valeo considered that the reporting year began on December 1 of the prior year and ended on November 30 of the reporting year. In order to publish more reliable data within the required time frame, Valeo amended its reporting period in 2016. It now considers that the reporting year begins on October 1 of the prior year and ends on September 30 of the reporting year. The 2019, 2020 and 2021 figures published in this document correspond to the new year.

Data for sites newly consolidated in a given year (i.e., new sites or sites in which the Group increases its interest and gains control) are only consolidated as of the following year.

Sites that have been sold or shut down during the reporting year are excluded entirely from that year's data. However, their data for previous years are retained.

Consolidation rules

The environmental impacts generated by sites in which Valeo holds an interest of 50% are included on the basis of a 50% share. The impacts of sites in which Valeo holds an interest of more than 50% are included in full. Most indicators are expressed in absolute value terms (total quantity) as well as in relation to sales. 2021 sales are calculated on the basis of a year beginning on October 1, 2020 and ending on September 30, 2021 so as to match the reporting period of the indicators. The ratio per million euros is calculated by dividing total quantity by sales for the relevant sites. Across all indicators, the lowest coverage rate is 98%. The majority of environmental indicators have a response rate of 100%.

Source of data

Environmental data are collected by a centralized online tool (Valeo Environmental Indicators, VEI), except for environmental indicators relating to the consumption of raw materials, ISO 14001, ISO 50001 and ISO 45001 certification and indirect greenhouse gas emissions relating to logistics, inputs and the use of products sold by Valeo. The other aforementioned data are collected from the relevant internal department and consolidated by the Health, Safety and Environment (HSE) Department. Financial data (sales) and those relating to raw materials for the Scope 3 calculation are sent directly by the Group's Finance Department.

Specifications

In view of the French law on the duty of care of parent companies and ordering companies, additional data have been attached to the presentation of environmental, social and labor-related data. Most were taken from internal data sources that existed prior to this law and are published in this document. The information was also subject to an external audit (see below).

Controls and external verification

Consistency checks on data for each site in the scope are performed by the Business Groups' and Valeo Service's HSE managers, the HSE Department and an external service provider. These controls include reviews of year-on-year changes, comparisons between sites in the same Business Group, and an analysis of major events during the year. Furthermore, VEI applies automatic upstream controls designed to prevent data entry errors and allow sites to provide reporting information with regard to material differences versus previous years.

Certain environmental data are also subject to external verification by the Statutory Auditors.

EY & Associés, an independent audit firm, performed an engagement to verify the environmental data which resulted in a report including a statement of completeness and an opinion as to the accuracy of the information contained therein.

Methodological limits

Methodologies relating to certain environmental indicators may be limited due to:

- the absence of harmonized national or international definitions, especially on hazardous substances and waste;
- use of estimates where measurements are not possible, for example for atmospheric VOC[1] emissions;
- the limited availability of external data required in particular for calculating indirect greenhouse gas emissions (logistics and transportation);
- the absence of a confirmed methodology for calculating indirect emissions related to the use of the Group's products.

Precise definitions of indicators included in VEI and user guides have been prepared in French and English, to improve the reliability of reporting and reduce unreliable sources. They are regularly updated and distributed to all contributors.

Reporting methodology for labor-related indicators

The labor-related indicators were prepared using the obligations and recommendations of Articles L.225-102-1 and R.225-105-1 of the French Commercial Code resulting from the "Grenelle II" decree of April 24, 2012.

Scope and consolidation

Scope

The Group includes in its worldwide scope of consolidation its 184 plants, 21 research centers, 43 development centers and 16 distribution platforms located in 31 countries. As such, all countries and Business Groups are concerned, including Valeo Service. Health and safety indicators only cover plants. Valeo reports its labor-related indicators for the calendar year, i.e., January 1 to December 31 of the year in question.

Changes in scope

Sites that have been sold or shut down during the reporting year are excluded entirely from that year's data. However, their data for previous years are retained.

Consolidation rules

Reporting on labor-related indicators only includes the data of fully consolidated companies for which Valeo has operational responsibility.

Source of data

Labor-related indicators are collected by the Business Groups' and Valeo Service's Human Resources departments and the Group's Human Resources Department via a personal data management application, PeopleSoft.

Financial data are sent directly by the Group Finance Department.

Specifications

In view of the French law on the duty of care of parent companies and ordering companies, additional data have been attached to the presentation of environmental, social and labor-related data. Most were taken from internal data sources that already existed before this law and are published in this document. The information was also subject to an external audit (see below).

Controls and external verification

Consistency checks on data for each site in the scope are performed by the site and the Business Group Human Resources Department. The labor-related data provided in the report of the independent third-party on the non-financial information statement has been certified by the independent firm EY & Associés and are also subject to an external audit by the Statutory Auditors. Precise definitions of indicators included in the tool and user guides have been prepared in French and English, to improve the reliability of reporting and reduce unreliable sources. They are regularly updated and distributed to all contributors.

Reporting methodology for social indicators

The social indicators were prepared in accordance with the commitments and recommendations of Articles L.225-102-1 and R.225-105-1 of the French Commercial Code, as well as the Global Reporting Initiative (GRI).

Scope and consolidation

The Group includes in its worldwide scope of consolidation the 184 plants, 21 research centers, 43 development centers and 16 distribution platforms located in 31 countries, except for the Fuzhou Niles Electronic Co. joint venture. As such, all countries and Business Groups are concerned, including Valeo Service. Valeo reports its social indicators for the calendar year, i.e., January 1 to December 31 of the year in question.

Source of data

Social data are collected as follows:

- data on local plant initiatives, which allow the Group to monitor initiatives aimed at local populations and communities, are reported through a single centralized tool used by Human Resources departments. As all the sites surveyed responded to this questionnaire, the published data covers the Group's entire scope of consolidation;
- data concerning Valeo's purchases and suppliers were collected and analyzed jointly by the Purchasing and Sustainable Development and External Affairs departments. The sustainable development performance of the Group's suppliers was assessed based on a survey entitled "Supplier Evaluation on Sustainable Development Practices", with an online questionnaire to be completed by the supplier. Valeo has established a representative sample of its main suppliers, covering 82% of the total value of the Group's production purchasing;

(1) See sustainable development glossary, page 308.

- data concerning fair practices and compliance were collected by the Ethics and Compliance Office. Quantified data on training on risks related to corruption and anti-competitive practices were collected by the Human Resources network, which regularly records training data (see reporting methodology for labor-related indicators).

Specifications

In view of the French law on the duty of care of parent companies and ordering companies, additional data have been attached to the presentation of environmental, social and labor-related data. Most were taken from internal data sources that already existed before this law and are published in this document. The information was also subject to an external audit (see below).

Controls and external verification

The social data provided in the report of the independent third-party on the non-financial information statement has been certified by the independent firm EY & Associés in the form of a statement of completeness and a limited assurance report, and are also subject to verification by the Statutory Auditors.

4.6.2 Cross-reference with national and international guidelines

SASB (Sustainability Accounting Standards Board) industry standard

Sustainability disclosure topics and accounting metrics

Themes	Accounting indicators	Category	Unit of measure	Code	Chapters/Sections	Pages
Energy management	(1) Total energy consumed, (2) share of grid electricity, (3) share of renewable energy	Quantitative	Gigajoules (GJ) Percentage *(%)*	TR-AP-130a.1	4.5.3 – Environmental commitment	274-285
Waste management	(1) Total amount of industrial waste, (2) share of hazardous waste, (3) share of recycled waste	Quantitative	In metric tons *(t)*, Percentage *(%)*	TR-AP-150a.1	4.3.3 – Valeo's non-financial risks 4.5.3 – Environmental commitment	237-262 274-285
Product safety	Number of customer recalls, number of products recalled	Quantitative	Number	TR-AP-250a.1		
Energy-efficient design	Sales derived from products contributing to energy efficiency and/or reducing GHG emissions[(1)]	Quantitative	Euros	TR-AP-410a.1	4.5.3 – Environmental commitment	274-285
Purchases of raw materials	Description of the management of risks associated with the use of hazardous materials	Discussion and Analysis	n/a	TR-AP-440a.1	4.3.3 – Valeo's non-financial risks 4.5.3 – Environmental commitment	237-262 274-285
Material recycling	Share of products sold that are recyclable	Quantitative	Percentage *(%)*	TR-AP-440b.1	4.5.3 – Environmental commitment	274-285
	Share of supplies containing recycled or reconditioned materials	Quantitative	Percentage *(%)*	TR-AP-440b.2	4.5.3 – Environmental commitment	274-285

(1) See Sustainable development glossary, page 308.

Activity metrics

Number of parts produced in 2019 (Code: TR-AP-000.A): 1,345 million.

Activity metric	Category	Unit of measure	Code	Chapters/Sections	Pages
Number of parts produced	Quantitative	Number	TR-AP-000.A		
Weight of parts produced	Quantitative	Metric tons *(t)*	TR-AP-000.B		
Area of manufacturing plants	Quantitative	Square meters *(sq.m)*	TR-AP-000.C		

Cross-reference table with the Global Reporting Initiative (GR)

GRI code		Description of the indicator	Chapters/Sections	Pages
STRATEGY AND ANALYSIS				
G4-1	●	Statement on sustainable development and the Group's strategy by the Chief Executive Officer	4 – Interview with Jacques Aschenbroich	208-209
G4-2	●	Key impacts, risks and opportunities	4.3.3 – Valeo's non-financial risks	237-262
ORGANIZATIONAL PROFILE				
G4-3	●	Name of the organization	7.1.1 – Company name and headquarters	462
G4-4	●	Primary brands, products and services	1.3 – Operational organization	56-75
G4-5	●	Headquarters	7.1.1 – Company name and headquarters	462
G4-6	●	Countries where the organization operates and which are specifically relevant to the sustainability topic covered in the report	7.2 – Information on subsidiaries and affiliates	464
G4-7	●	Ownership and legal form	7.1.2 – Legal structure and governing law 6.6.1 – Changes in share capital	462 456
G4-8	●	Markets served (geographic breakdown, sectors served and types of customers and beneficiaries)	Integrated Report – On the road to cleaner and safer mobility 1.3 – Operational organization	22-27 56-75
G4-9	●	Scale of the organization (number of employees, locations)	Integrated Report – 4 Business Groups positioned on the megatrends shaping tomorrow's mobility 1.3 – Operational organization 4.1.4 – Sustainable development policies	38-39 56-75 218-226
G4-10	●	Breakdown of employees by employment type, employment contract, region and gender	4.1.4 – Sustainable development policies	218-226
G4-11	●	Percentage of total employees covered by collective bargaining agreements	4.5.4 – Employee-related commitments	286-294
G4-12	●	Description of the organization's supply chain	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders 4.1.4 – Sustainable development policies	270-271 218-226
G4-13	●	Significant changes during the reporting period	1.1 – History and development of the Group 5.1.5 – Investments over the past three years 6.4 – Share ownership	54 320-323 449-452
G4-14	●	Precautionary principle and actions in this area	4.3.3 – Valeo's non-financial risks	237-262
G4-15	●	External charters, principles and initiatives to which the Group subscribes	4 – Interview with Jacques Aschenbroich 4.5.4 – Employee-related commitments	208-209 286-294
G4-16	●	Membership of associations and/or advocacy organizations	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders 4.5.5 – Social commitments	270-271 294-299
IDENTIFIED MATERIAL ASPECTS AND BOUNDARIES				
G4-17	●	List of entities included in the consolidated financial statements and list of those not included in the report	4.6.1 – Sustainable development reporting methodology	300-301
G4-18	●	Procedure for defining report content	4.1.2 – Sustainable development challenges and non-financial risks	211-215
G4-19	●	List of material aspects	4.1.2 – Sustainable development challenges and non-financial risks	211-215
G4-20	●	Boundary of each material aspect within the organization	4.1.4 – Sustainable development policies 4.5.5 – Social commitments	218-226 294-299
G4-21	●	Boundary of each material aspect outside the organization	4.1.4 – Sustainable development policies 4.5.5 – Social commitments	218-226 294-299
G4-22	●	Restatements of information provided in previous reports	No restatements in 2020	
G4-23	●	Changes in the scope and aspect boundaries	No substantial changes were observed in 2021	

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GRI code		Description of the indicator	Chapters/Sections	Pages
STAKEHOLDER ENGAGEMENT				
G4-24	●	List of stakeholders	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders	270-271
G4-25	●	Basis for the identification and selection of stakeholders	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders	270-271
G4-26	●	Stakeholder engagement	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders	270-271
G4-27	●	Topics raised through stakeholder engagement and how the organization has responded	4.5.1 – A commitment to sustainable development based on strong relationships with stakeholders	270-271
REPORT PROFILE				
G4-28	●	Reporting period	4.6.1 – Sustainable development reporting methodology	300-301
G4-29	●	Date of most recent previous report	06/04/2021	
G4-30	●	Reporting cycle	4.6.1 – Sustainable development reporting methodology	300-301
G4-31	●	Contact point	6.2 – Investor relations	447-448
G4-32	●	"Compliance" option chosen and GRI G4 index	4.6.2 – Cross-reference with national and international guidelines	302-307
G4-33	●	Independent verifier's report	4.8 – Independent third party's report on non-financial information statement	309-311
GOVERNANCE AND COMMITMENTS				
G4-34	●	Governance structure	4.1.1 – Sustainable development governance	210-211
G4-35	●	Process for delegating authority for economic, environmental and social topics from the Board of Directors to senior executives and other employees	1.3 – Operational organization	56-75
G4-36	●	Senior executives responsible for economic, environmental and social issues, and relationship with the Board of Directors	4.1.1 – Sustainable development governance	210-211
G4-37	●	Stakeholder consultation by the Board of Directors	7.1.10 – Shareholders' Meetings	463
G4-38	●	Composition of the Board of Directors and its committees	3.2 – Composition of the Board of Directors, and preparation and organization of its work	110-159
G4-39	●	Independence of the Chairman of the Board of Directors	3.2.1 – Composition of the Board of Directors	110-139
G4-40	●	Nomination and selection processes for the Board of Directors and its specialized committees, and the experience and expertise of its members	3.2.1 – Composition of the Board of Directors 3.2.2 – Preparation and organization of the Board of Directors' work	110-139 140-151
G4-41	●	Process established by the Board of Directors to avoid and manage conflicts of interest; disclosure of conflicts of interest to stakeholders	3.2.3 – Declarations concerning the Group's corporate officers	152
G4-42	●	Role of the Board of Directors and senior executives in the development, approval and review of the tasks, values or mission statements, strategies, organizational policies and objectives relating to economic, environmental and social impacts	-	
G4-43	●	Measures taken to develop and improve the collective knowledge of the Board of Directors on economic, environmental and social impacts	4.1.1 – Sustainable development governance	210-211
G4-44	●	Evaluation of the Board of Directors on economic, environmental and social topics	4.1.1 – Sustainable development governance	210-211
G4-45	●	Role of the Board of Directors in the identification and management of economic, environmental and social impacts, risks and opportunities	3.2.2 – Preparation and organization of the Board of Directors' work	140-151
G4-46	●	Role of the Board of Directors in reviewing the effectiveness of the organization's risk management processes for economic, environmental and social topics	3.2.2 – Preparation and organization of the Board of Directors' work	140-151

GRI code		Description of the indicator	Chapters/Sections	Pages
G4-47	●	Frequency of reviews of economic, environmental and social impacts, risks and opportunities by the Board of Directors	4.1.1 – Sustainable development governance	210-211
G4-48	●	Committee or highest-level position that formally reviews and approves the sustainable development report	5.6.5 – The Sustainable Development Report is an integral part of the Management Report, reviewed and approved by the Board of Directors	
G4-49	●	Process for communicating critical concerns to the Board of Directors	7.1.10 – Shareholders' Meetings	463
G4-50	●	Nature and total number of critical concerns communicated to the Board of Directors and the mechanism used to address and resolve them	-	
G4-51	●	Compensation policy of the members of the Board of Directors and senior executives; relationship between compensation and performance (including labor-related and environmental performance)	3.3 – Compensation of corporate officers, Board members and other Group executive managers	160-206
G4-52	●	Process of determining compensation and participation in compensation committees	3.3 – Compensation of corporate officers, Board members and other Group executive managers 3.2.2 – Preparation and organization of the Board of Directors' work	160-206 140-151
G4-53	●	Method used to seek and take into account the views of stakeholders on compensation	7.1.10 – Shareholders' Meetings	463
G4-54	●	Ratio of the annual total compensation of the highest-paid individual in the organization to the median total annual compensation	-	
G4-55	●	Ratio of the percentage increase of the annual total compensation of the highest-paid individual in the organization to the median percentage increase in annual total compensation	-	
INNOVATION				
G4-DMA	●	Management approach	Integrated Report	3-52
G4-EN7	●	Reduction in energy requirements of products and services	Integrated Report – Strategy	28-52
G4-DMA	●	Management approach	4.3.3 – Valeo's non-financial risks	237-262
G4-EN2	●	Percentage of materials used that are recycled input materials (packaging only)	4.3.3 – Valeo's non-financial risks	237-262
G4-EN27	●	Extent of mitigation of environmental impacts of products and services	4.3.3 – Valeo's non-financial risks	237-262
G4-EN28	●	Percentage of products sold and their packaging materials that are reclaimed by category	4.5.3 – Environmental commitment	274-285
G4-DMA	●	Management approach	4.1.4 – Sustainable development policies	218-226
G4-EC8	●	Significant indirect economic impacts, including extent of impacts	4.1.4 – Sustainable development policies 4.5.2 – Technological commitment	218-226 271-274
ENVIRONMENTAL ECO-EFFICIENCY				
G4-DMA	●	Management approach	4.5.3 – Environmental commitment	274-285
G4-EN3	●	Direct energy consumption by primary energy source	4.5.3 – Environmental commitment	274-285
G4-EN4	●	Indirect energy consumption by primary energy source	4.5.3 – Environmental commitment	274-285
G4-EN5	●	Energy intensity	4.5.3 – Environmental commitment	274-285
G4-EN6	●	Reduction of energy consumption	4.5.3 – Environmental commitment	274-285
G4-EN15	●	Direct greenhouse gas emissions (Scope 1)	4.5.3 – Environmental commitment	274-285
G4-EN16	●	Energy-related indirect greenhouse gas emissions (Scope 2)	4.5.3 – Environmental commitment	274-285
G4-EN17		Other indirect greenhouse gas emissions (Scope 3)	4.5.3 – Environmental commitment	274-285
G4-EN18	●	Greenhouse gas emissions intensity	4.1.3 – Valeo's Carbon Plan for 2050 4.5.3 – Environmental commitment	216-218 274-285
G4-EN19	●	Reduction of greenhouse gas emissions	4.1.3 – Valeo's Carbon Plan for 2050 4.5.3 – Environmental commitment	216-218 274-285

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GRI code	Description of the indicator	Chapters/Sections	Pages
G4-DMA	Management approach	4.1.3 – Valeo's Carbon Plan for 2050 4.3.3 – Valeo's non-financial risks 4.5.3 – Environmental commitment	216-218 237-262 274-285
G4-EN20	Emissions of ozone-depleting substances (ODS)	4.5.3 – Environmental commitment	274-285
G4-EN21	Emissions of nitrogen oxides (NO_x) and sulfur oxides (SO_x) and other significant atmospheric emissions	4.5.3 – Environmental commitment	274-285
G4-EN22	Total water discharge by quality and destination	4.5.3 – Environmental commitment	274-285
G4-EN23	Total weight of waste by type and disposal method	4.3.3 – Valeo's non-financial risks	237-262
G4-EN24	Total number and volume of significant spills	4.3.3 – Valeo's non-financial risks	237-262
G4-EN25	Weight of transported, imported, exported or treated waste deemed hazardous under the terms of the Basel Convention	4.3.3 – Valeo's non-financial risks	237-262
G4-DMA	Management approach	4.5.3 – Environmental commitment	274-285
G4-EN30	Significant environmental impacts of transporting products and other goods and materials for the organization's operations, and transporting members of the workforce	4.5.3 – Environmental commitment	274-285
G4-EN1	Consumption of raw materials (packaging only)	4.5.3 – Environmental commitment	274-285
G4-DMA	Management approach	4.5.3 – Environmental commitment	274-285
G4-EN8	Total water withdrawal by source	4.5.3 – Environmental commitment	274-285
G4-EN9	Water sources significantly affected by withdrawal of water	4.5.3 – Environmental commitment	274-285
G4-EN10	Percentage and total volume of water recycled and reused	4.5.3 – Environmental commitment	274-285
G4-DMA	Management approach	4.5.3 – Environmental commitment	274-285
G4-EN11	Operational sites owned, leased or managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	4.5.3 – Environmental commitment	274-285
G4-EN12	Description of significant impacts of activities, products and services on biodiversity in protected areas and areas of high biodiversity value outside protected areas	Not disclosed	
G4-EN13	Habitats protected or restored	4.5.3 – Environmental commitment	274-285
G4-EN14	Total number of IUCN Red List species and national conservation list species with habitats in areas affected by the operations of the organization, by level of extinction risk	Not disclosed	
EMPLOYEES			
G4-DMA	Management approach	4.3.3 – Valeo's non-financial risks	237-262
G4-LA5	Percentage of total workforce represented in formal joint management-worker health and safety committees that help monitor and advise on workplace health and safety programs	4.5.4 – Employee-related commitment	286-294
G4-LA6	Type of injury and rates of injury, occupational diseases, lost days, and absenteeism, and total number of work-related fatalities by geographic area and by gender	4.3.3 – Valeo's non-financial risks	237-262
G4-LA8	Health and safety topics covered in formal agreements with trade unions	4.5.4 – Employee-related commitment	286-294
G4-DMA	Management approach	4.3.3 – Valeo's non-financial risks	237-262
-	Response rate to the Employee Feedback Survey	4.3.3 – Valeo's non-financial risks	237-262
G4-LA1	Total number and rates of new employee hires and employee turnover by age group, gender and region	4.3.3 – Valeo's non-financial risks	237-262

GRI code		Description of the indicator	Chapters/Sections	Pages
G4-LA9	●	Average hours of training per year, per employee, by gender and by employee category	4.3.3 – Valeo's non-financial risks	237-262
G4-LA10	●	Programs for competences management and lifelong learning that support the continued employability of employees and assist them in managing career endings	4.3.3 – Valeo's non-financial risks	237-262
G4-LA11	●	Percentage of employees receiving regular performance and career development reviews, by gender and by employee category	4.3.3 – Valeo's non-financial risks	237-262
G4-DMA	●	Management approach	4.5.4 – Employee-related commitments	286-294
G4-LA12	●	Composition of governance bodies and breakdown of employees per employee category according to gender, age group, minority group membership and other indicators of diversity	4.5.4 – Employee-related commitments	286-294
COMMITMENT TO CORPORATE CITIZENSHIP				
G4-DMA	●	Management approach	1.3 Operational organization	56-75
G4-PR1	●	Percentage of significant product and service categories for which health and safety impacts are assessed for improvement	1.3 Operational organization	56-75
G4-DMA	●	Management approach	4.3.3 – Valeo's non-financial risks	237-262
G4-EN32	●	Percentage of new suppliers that were screened using environmental criteria	4.3.3 – Valeo's non-financial risks	237-262
G4-LA14	●	Percentage of new suppliers that were screened using labor practices criteria	4.3.3 – Valeo's non-financial risks	237-262
G4-SO9	●	Percentage of new suppliers that were screened using criteria for impacts on society	4.3.3 – Valeo's non-financial risks	237-262
G4-HR10	●	Percentage of significant suppliers, contractors and other business partners that have undergone human rights screening, and actions taken	4.3.3 – Valeo's non-financial risks	237-262
G4-EC9	●	Policy, practices and proportion of spending on locally based suppliers at significant locations of operation	4.1.4 – Sustainable development policies	218-226
G4-DMA	●	Management approach	4.3.3 – Valeo's non-financial risks	237-262
G4-56	●	Codes of conduct and ethics	4.3.3 – Valeo's non-financial risks	237-262
G4-57	●	Advisory mechanisms (ethical and lawful behavior)	4.3.3 – Valeo's non-financial risks	237-262
G4-58	●	Alert mechanisms (unethical and unlawful behavior)	4.3.3 – Valeo's non-financial risks	237-262
G4-SO4	●	Communication and training on anti-corruption policies and procedures	4.3.3 – Valeo's non-financial risks	237-262
G4-DMA	●	Management approach	4.5.5 – Social commitment	294-299
G4-DMA	●	Management approach	4.5.5 – Social commitment	294-299
G4-SO6	●	Total value of political contributions by country and recipient/beneficiary	4.5.5 – Social commitment	294-299
G4-DMA	●	Management approach	4.5.5 – Social commitment	294-299
G4-SO1	●	Percentage of operations with implemented local community engagement, impact assessments and development programs	4.5.5 – Social commitment	294-299
G4-EC6	●	Proportion of senior executives hired from the local community at significant operation sites	4.5.5 – Social commitment	294-299

Legend:
General elements of information that are part of the core reporting option are in bold.

● *Full indicator.*

● *Partial indicator.*

● *Indicator not applied.*

4.7 Sustainable development glossary

ADEME	French Environment and Energy Management Agency (*Agence de l'environnement et de la maîtrise de l'énergie*): public body undertaking operations with the aim of protecting the environment and managing energy. www.ademe.fr
CDP	Carbon Disclosure Project: an independent, non-profit organization working to drive greenhouse gas emissions reductions for companies and cities by collecting, environmental data and analyzing their carbon emissions policy. www.cdproject.net
CMR	Substances classified as carcinogenic, mutagenic, or reprotoxic.
VOC	Volatile organic compound: VOCs are composed of carbon, oxygen and hydrogen and are readily found as atmospheric gases.
ELV Directive	Directive 2000/53 of the European Parliament and of the Council of September 18, 2000, aiming to reduce end-of-life vehicle waste through prevention, collection, treatment and recycling measures.
NFIS	Introduced by Government order No. 2017-1180 of July 19, 2017 on the disclosure of non-financial information by certain large corporations and groups of corporations, the non-financial information statement (NFIS) reflects the current legal and regulatory framework for the disclosure of sustainable development information for companies in France. It supersedes the sustainable development information disclosure system previously existing in France (known as “Grenelle II” reporting in reference to Law No. 2010-788 of July 12, 2010 on the national commitment for the environment).
GHG	Greenhouse gas: gases which absorb infrared rays emitted by the Earth's surface, contributing to the greenhouse effect.
GRI	Global Reporting Initiative: a non-profit organization that develops globally applicable guidelines on corporate sustainability policy and reporting. www.globalreporting.org
ISO 14001	International standard on environmental management systems.
ISO 50001	International standard on energy management systems.
OHSAS 18001	International standard on occupational health and safety management systems.
Open Innovation	Open Innovation is a concept that involves promoting innovation by deriving the maximum possible benefit from the ecosystem surrounding the Company, primarily through collaboration between various players (governmental organizations, private companies, academic and research companies, innovative start-ups, etc.).
QRQC	Quick Response Quality Control: four-step problem resolution method: Detection, Communication, Analysis and Verification.
REACH Regulation	European Regulation No. 1907/2006 of December 18, 2006 (Registration, Evaluation, Authorisation and Restriction of Chemicals).
RMI	The Responsible Minerals Initiative, formerly the Conflict-Free Sourcing Initiative, helps companies and organizations make informed choices about responsibly sourced minerals in their supply chains. The initiative, which brings together more than 360 companies from ten different industries, has defined common principles and provides shared monitoring of high-risk suppliers.
SAE International	Society of Automotive Engineers International: a US-based association. Similarly to the VDA (see below), this organization has defined six levels of driving automation, from 0 (no automation, the driver must control everything) to 5 (full automation, no driver input required). Levels 3 and 4 correspond respectively to conditional automation driving and high automation driving.
Seveso	The Seveso European Directive requires European Union member states to identify industrial sites which present risks of major accidents. Companies can be Seveso-classified based on the quantities and types of hazardous products on site.
Scopes 1, 2 and 3	Scope 1 covers CO_2 emissions directly emitted by the Group's activities (including combustion emissions from stationary sources on sites, emissions from fuel combustion by Group vehicles, direct emissions from non-energy processes such as the incineration of VOCs, and direct fugitive emissions relating to refrigerant leaks). Scope 2 covers CO_2 emissions related to the consumption of electricity, steam, compressed air and other sources. Scope 3 covers other CO_2 emissions related to purchases of products used in industrial processes, and the transportation of goods and people, as well as indirect CO_2 emissions related to the use of Valeo products.
VDA	*Verband der Automobilindustrie* is a German automotive industry association. Similarly to SAE International (see above), this organization has defined six levels of driving automation, from 0 (no automation, the driver must control everything) to 5 (full automation, no driver input required).

4.8 Independent third party's report on the consolidated non-financial statement

Year ended the December 31st, 2021

This is a free translation into English of the original report issued in the French language 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 standards applicable in France.

To the General Assembly,

In our quality as an independent third party, accredited by the COFRAC under the number n° 3-1681 (scope of accreditation available on the website www.cofrac.fr), and as a member of the network of one of the statutory auditors of your society (hereinafter "entity"), we conducted our work in order to provide a conclusion expressing a limited level of assurance on the compliance of the consolidated non-financial statement for the year ended December 31st, 2021 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code *(Code de commerce)* and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), included in the management report pursuant to the requirements of articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code *(Code de commerce)*.

Conclusion

Based on the procedures performed, as described in "Nature and scope of the work", and on the elements we have collected, we did not identify any material misstatements that would call into question the fact that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement.

Limitations inherent in the preparation of the Information

The information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

The entity's responsibility

It is the responsibility of the Board of Directors to:

- select or establish appropriate criteria for the preparation of the Information;
- prepare a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks as well as the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and to implement the internal control procedures it deems necessary to ensure that the Information is free from material misstatement, whether due to fraud or error.

The Statement has been prepared in accordance with the entity's procedures, the main elements of which are presented in the Statement.

Responsibility of the independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225 105 I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information, as this could compromise our independence.

However, it is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory requirements, in particular the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the French duty of care law and anti-corruption and tax avoidance legislation
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy)
- the compliance of products and services with the applicable regulations.

Regulatory provisions and applicable professional standards

The work described below was performed in accordance with the provisions of articles A. 225-1 et seq. of the French Commercial Code, as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements and with ISAE 3000[1].

Independence and quality control

Our independence is defined by the requirements of article L. 822-11 of the French Commercial Code and the French Code of Ethics *(Code de déontologie)* of our profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional guidance.

Means and resources

Our verification work mobilized the skills of five people and took place between October 2021 and March 2022 on a total duration of intervention of about thirteen weeks.

We conducted three interviews with the persons responsible for the preparation of the Statement including in particular Purchasing, Human Resources, Health and Safety, Environment.

Nature and scope of the work

We planned and performed our work taking into account the risks of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgment enable us to provide a limited level of assurance:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Statement includes each category of social and environmental information set out in article L. 225-102-1 III of the French Commercial Code as well as compliance with human rights and anti corruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as its their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning certain risks (risk of non-compliance with environmental regulations for products, risk related to the sustainable development practices of suppliers and corruption), our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities : Issoire 1, Tanger 1, Bad Rodach 1, Timisoara 1, Kyongju 1, Atsugi-shi 1, Ciudad Juarez 1, Juarez 2;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities and covers between 9% and 7% of the consolidated data relating to the key performance indicators and outcomes selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

(1) *ISAE 3000 - Assurance engagements other than audits or reviews of historical financial information.*

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, the 23rd March 2022

French original signed by

Independent third party
EY & Associés

Éric Mugnier
Partner, Sustainable Development

Appendix 1: The most important information

SOCIAL INFORMATION	
Quantitative Information (including key performance indicators)	**Qualitative Information (actions or results)**
The frequency rate of work-related accidents with lost time, The severity rate of accidents at work, The number of category 1 accidents, The average number of training hours per employee, The absenteeism rate, The voluntary departure rate for engineers and managers.	Health and safety (prevention actions), Training, Employment (attractiveness, retention, absenteeism).
ENVIRONMENTAL INFORMATION	
Quantitative Information (including key performance indicators)	**Qualitative Information (actions or results)**
The quantity of hazardous and non-hazardous waste, Breakdown between recovered and non-recovered waste, The number of accidental spills, The share of products contributing to the reduction of CO_2 emissions, Energy consumption (electricity and natural gas), Scope 1, Scope 2, Scope 3 - Category 1 (Purchases of products and services) and Category 11 (Use of sold products).	The results of the environmental/energy policy (certifications, means), Pollution prevention measures (water, air, soil…), The circular economy (raw materials, energy, waste management, food waste). Greenhouse gas emissions.
SOCIETAL INFORMATION	
Quantitative Information (including key performance indicators)	**Qualitative Information (actions or results)**
The share of production purchases whose suppliers are assessed for their sustainability practices during the year, The percentage of the target population (including newcomers) who have completed the online training module on corruption.	Subcontracting and suppliers (environmental and social issues), Actions taken to prevent corruption.

FINANCIAL AND ACCOUNTING INFORMATION

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

5.1 Analysis of 2021 consolidated results AFR

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB) and endorsed by the European Union. The IFRS as adopted by the European Union can be consulted on the European Commission's website.

The financial statements include the information deemed material as required by the ANC in Standard No. 2016-09.

5.1.1 2021 business review

Global automotive production

Automotive production *(year-on-year change)*	Q4 2021 IHS + CPCA*	H2 2021 IHS + CPCA*	2021 IHS + CPCA*
Europe & Africa	-23%	-27%	-3%
Asia, Middle East & Oceania	-3%	-7%	+8%
o/w China	+1%	-5%	+8%
o/w Japan	-18%	-20%	-4%
o/w South Korea	-7%	-12%	-1%
o/w India	-11%	-4%	+28%
North America	-14%	-21%	—%
South America	-8%	-9%	+16%
TOTAL	**-10%**	**-14%**	**+4%**

* *Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.*

Change in sales

2021 automotive production was up by only 4% year on year. Hit by the Covid crisis in 2020, business was severely disrupted by the electronic components crisis in 2021.

Sales *(in millions of euros)*	As a % of 2021 sales	2021	vs. 2020			vs. 2019		
			2020	LFL* change	Change	2019	LFL* change	Change
Original equipment	82%	14,151	13,810	+4%	+2%	16,360	-11%	-14%
Aftermarket	12%	2,068	1,748	+22%	+18%	1,990	+10%	+4%
Miscellaneous	6%	1,043	878	+20%	+19%	1,127	-3%	-8%
TOTAL	**100%**	**17,262**	**16,436**	**+6%**	**+5%**	**19,477**	**-9%**	**-11%**

* *Like for like[(1)].*

Compared to 2020,

Consolidated sales came in at 17,262 million euros, up 5%. Changes in exchange rates had a negative 1.1% impact, primarily due to the depreciation of the euro against the US dollar and the Japanese yen. Changes in Group structure had a negative 0.2% impact for the period.

Original equipment sales grew by 4% on a like-for-like basis, spurred by a slight rebound in trading. Hit by the Covid crisis in 2020, business was severely disrupted by the electronic components crisis in 2021. Valeo nevertheless managed to supply all of its customers without interruption.

Like-for-like aftermarket sales rose sharply by 22%, driven by price increases and an excellent service rate in the aftermarket business.

"Miscellaneous" sales rose by 20% on a like-for-like basis, supported by customer contributions to R&D.

(1) See financial glossary, page 52.

Q4 sales (in millions of euros)	As a % of Q4 2021 sales	2021 Q4	vs. 2020 Q4 2020	vs. 2020 LFL* change	vs. 2020 Change	vs. 2019 Q4 2019	vs. 2019 LFL* change	vs. 2019 Change
Original equipment	80%	3,456	4,196	-19%	-18%	4,094	-14%	-16%
Aftermarket	12%	518	476	+10%	+9%	508	+9%	+2%
Miscellaneous	8%	330	317	+5%	+4%	327	+26%	+1%
Q4 TOTAL	**100%**	**4,304**	**4,989**	**-15%**	**-14%**	**4,929**	**-9%**	**-13%**

* *Like for like*[(1)].

In fourth-quarter 2021, business was affected by the shortage of electronic components, which disrupted the supply chain and our customers' production schedules, while automotive production fell by 10% compared with 2020. Sales totaled 4,304 million euros, down 15% on a like-for-like basis. Original equipment sales slid by 19% compared with 2020 on a like-for-like basis, reflecting the impact of the electronic components crisis on activity for certain automaker platforms. Like-for-like aftermarket sales rose by 10% compared to 2020.

Change in original equipment sales by destination region

Original equipment sales (in millions of euros)	As a % of 2021 sales	2021	vs. 2020 2020	vs. 2020 LFL* change	vs. 2020 Outperf. vs. IHS/CPCA**	vs. 2019 2019	vs. 2019 LFL* change	vs. 2019 Outperf. vs. IHS/CPCA**
Europe & Africa	45%	6,375	6,389	—%	+3 pts	7,724	-17%	+8 pts
Asia, Middle East & Oceania	34%	4,838	4,527	+8%	0 pts	5,022	-2%	+3 pts
o/w China	16%	2,261	2,082	+5%	-3 pts	1,971	+12%	+12 pts
o/w Japan	7%	1,024	1,028	+6%	+10 pts	1,271	-15%	+4 pts
o/w South Korea	8%	1,084	1,080	+3%	+4 pts	1,311	-14%	-2 pts
o/w India	1%	198	127	+59%	+31 pts	169	+25%	+26 pts
North America	19%	2,677	2,641	+5%	+5 pts	3,234	-13%	+7 pts
South America	2%	261	253	+17%	+1 pts	380	—%	+20 pts
TOTAL	**100%**	**14,151**	**13,810**	**+4%**	**0 PTS**	**16,360**	**-11%**	**+3 PTS**

* *Like for like*[(1)].
** *Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.*

Compared to 2020,

In 2021, original equipment sales outperformed automotive production in all major production regions, despite an unprecedented electronic components crisis disrupting our customers' production schedules. In this environment, the Group posted an overall outperformance of 2 percentage points, excluding the impact of the geographic mix:

- in Europe and Africa, original equipment sales remained stable on a like-for-like basis, outpacing automotive production by 3 percentage points driven in particular by a solid performance from Thermal Systems in electrification;
- in Asia, original equipment sales grew by 8% on a like-for-like basis, in line with growth in automotive production:
  - in China, original equipment sales were up 5% on a like-for-like basis, underperforming automotive production by 3 percentage points. Original equipment sales in China were higher than pre-crisis levels – even though an unfavorable customer mix is affecting growth in the country amid strong performances from certain local automakers,
  - in Japan, original equipment sales were up 6% on a like-for-like basis, representing an outperformance of 10 percentage points, driven in particular by Group subsidiary Ichikoh (Visibility Systems Business Group) and by a favorable customer mix,
  - in South Korea, original equipment sales advanced by 3% on a like-for-like basis, outpacing automotive production by 4 percentage points, driven mainly by the ramp-up of new contracts with Hyundai for 48V and actuation systems;
- in North America, original equipment sales increased by 5% on a like-for-like basis, outperforming automotive production by 5 percentage points, driven mainly by the ramp-up of numerous projects in ADAS for North American and Japanese customers;
- in South America, original equipment sales expanded by 17% on a like-for-like basis, outperforming automotive production by 1 percentage point.

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(1) *See financial glossary, page 52*

Original equipment sales *(in millions of euros)*	As a % of Q4 2021 sales	2021	vs. 2020			vs. 2019		
		Q4	Q4	LFL* change	Outperf. vs. IHS/CPCA**	Q4	LFL* change	Outperf. vs. IHS/CPCA**
Europe & Africa	41%	1,432	1,895	-26%	-3 pts	1,904	-25%	-2 pts
Asia, Middle East & Oceania	38%	1,307	1,453	-10%	-7 pts	1,355	-3%	-6 pts
o/w China	20%	691	722	-6%	-7 pts	591	+11%	+2 pts
o/w Japan	7%	236	299	-19%	-1 pts	309	-18%	-3 pts
o/w South Korea	7%	256	323	-17%	-10 pts	340	-20%	-6 pts
o/w India	2%	52	45	+14%	+25 pts	39	+41%	+32 pts
North America	19%	655	768	-18%	-4 pts	748	-10%	+4 pts
South America	2%	62	80	-18%	-10 pts	87	+4%	+11 pts
Q4 TOTAL	**100%**	**3,456**	**4,196**	**-19%**	**-9 PTS**	**4,094**	**-14%**	**-7 PTS**

* *Like for like*[(1)].
** *Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.*

In fourth-quarter 2021, business continued to be impacted by the electronic components crisis, which caused disruptions in our customers' production schedules. Original equipment sales were 5 percentage points lower than automotive production, excluding the impact of the geographic mix.

Balanced geographic positioning and customer portfolio

Production regions	2021	2020	2019
Western Europe	30%	32%	32%
Eastern Europe & Africa	16%	15%	16%
China	16%	15%	12%
Asia excluding China	17%	17%	18%
United States	8%	9%	9%
Mexico	11%	11%	11%
South America	2%	1%	2%
TOTAL	**100%**	**100%**	**100%**
ASIA AND EMERGING COUNTRIES	**62%**	**59%**	**59%**

Customers	2021	2020	2019
German	30%	30%	30%
Asian	33%	32%	33%
American	18%	19%	18%
French	14%	13%	13%
Other	5%	6%	6%
TOTAL	**100%**	**100%**	**100%**

(1) See financial glossary, page 52.

5.1.2 2021 earnings

The EBITDA margin represented 13.4% of sales, in line with the 2021 guidance (EBITDA margin of between 13% and 13.4% of 2021 sales).

In an environment marked by the shortage of electronic components, this performance underlines the improved operating efficiency of the Group's plants.

		2021	2020	Change	2019	Change
Sales	*(in millions of euros)*	17,262	16,436	+5%	19,477	-11%
Gross margin	*(in millions of euros)*	3,040	2,155	+41%	3,454	-12%
	(as a % of sales)	*17.6%*	*13.1%*	*+4.5 pts*	*17.7%*	*-0.1 pts*
EBITDA*	*(in millions of euros)*	2,308	1,505	+53%	2,496	-8%
	(as a % of sales)	*13.4%*	*9.2%*	*+4.2 pts*	*12.8%*	*+0.6 pts*
Operating margin excluding share in net earnings (losses) of equity-accounted companies	*(in millions of euros)*	699	(372)	N/A	1,034	-32%
	(as a % of sales)	*4.0%*	*(2.3%)*	*+6.3 pts*	*5.3%*	*-1.3 pts*
Share in net earnings (losses) of equity-accounted companies	*(in millions of euros)*	(243)	(278)	-13%	(237)	+3%
	(as a % of sales)	*(1.4%)*	*(1.7%)*	*+0.3 pts*	*(1.2%)*	*-0.2 pts*
Operating margin including share in net earnings (losses) of equity-accounted companies*	*(in millions of euros)*	456	(650)	N/A	797	-43%
	(as a % of sales)	*2.6%*	*(4.0%)*	*+6.6 pts*	*4.1%*	*-1.5 pts*
Net attributable income (loss)	*(in millions of euros)*	175	(1,089)	N/A	313	-44%
	(as a % of sales)	*1.0%*	*(6.6%)*	*+7.6 pts*	*1.6%*	*-0.6 pts*

* *See financial glossary, page 52.*

Compared to 2020,

Despite the disruptions caused by the electronic components shortage, the extra costs resulting from customers abruptly suspending production and the impact of higher raw material prices in the second half of the year, the gross margin represented 17.6% of sales, attesting to the operating efficiency of the Group's plants.

Amid this downturn in business, changes in the gross margin reflect:

- rising raw material prices and transportation costs: negative 0.7 percentage point impact (particularly pronounced in the second half of the year);

more than offset by:

- industrial efficiencies: positive 3.6 percentage point impact;
- higher volumes: positive 0.9 percentage point impact;
- positive contribution of sales of miscellaneous items: positive 0.5 percentage point impact;
- lower fixed costs (mainly depreciation) as a percentage of sales: positive 0.2 percentage point impact.

Gross Research and Development expenditure is under control, increasing 3% year on year to 1,704 million euros. As a result of the 5% increase in sales (outpacing the rise in gross Research & Development expenditure), gross R&D expenditure as a percentage of sales fell by 0.2 percentage points to 9.9%.

		2021	2020	Change	2019	Change
Gross Research and Development expenditure	*(in millions of euros)*	**(1,704)**	**(1,660)**	**+3%**	**(2,054)**	**-17%**
	(as a % of sales)	*(9.9%)*	*(10.1%)*	*+0.2 pts*	*(10.5%)*	*+0.6 pts*
IFRS impact	*(in millions of euros)*	**52**	**(132)**	**N/A**	**364**	**-86%**
Subsidies and grants, and other income	*(in millions of euros)*	142	97	+46%	140	+1%
Research and Development expenditure	*(in millions of euros)*	**(1,510)**	**(1,695)**	**-11%**	**(1,550)**	**-3%**
	(as a % of sales)	*(8.7%)*	*(10.3%)*	*1.6 pts*	*(8.0%)*	*-0.7 pts*
IFRS impact	*(in millions of euros)*	**52**	**(132)**	**N/A**	**364**	**-86%**
	(as a % of sales)	*0.3%*	*(0.8%)*	*+1.1 pts*	*1.8%*	*-1.5 pts*
Capitalized development expenditure	*(in millions of euros)*	586	598	-2%	769	-24%
	(as a % of sales)	*3.4%*	*3.6%*	*-0.2 pts*	*3.9%*	*-0.5 pts*
Amortization and impairment*	*(in millions of euros)*	(534)	(730)	-27%	(405)	+32%
	(as a % of sales)	*(3.1%)*	*(4.4%)*	*+1.3 pts*	*(2.1%)*	*-1.0 pts*

* *Impairment losses recorded in operating margin only.*

Note the reduction of the IFRS impact (net difference between capitalized development expenditure and amortization/ impairment expense) over the last few years, from 2.1 percentage points of sales in 2018 to 1.8 percentage points of sales in 2019 and 0.3 percentage points in 2021 (negative 0.8 percentage points of sales in 2020 due to one-off items). This lower impact is attributable to (i) the decrease in capitalized development expenditure due to the Group's improved R&D efficiencies resulting from the deployment of its new technological platforms and (ii) the increase in amortization expense linked to the start of production on numerous innovative projects.

Research and Development expenditure recorded in the income statement therefore fell 11% year on year to 1,510 million euros, or 8.7% of sales (down 1.6 percentage points).

Thanks to tight control over fixed costs, administrative and selling expenses remained stable at 831 million euros, or 4.8% of sales (down 0.3 percentage points on 2020).

Operating margin excluding the share in net earnings (losses) of equity-accounted companies came in at 699 million euros, or 4.0% of sales.

The EBITDA margin[1] came in at 13.4% of sales, in line with the guidance (EBITDA margin of between 13% and 13.4% of 2021 sales).

The share in net earnings (losses) of equity-accounted companies represented a loss of 243 million euros, and takes into account the share of the loss reported by Valeo Siemens eAutomotive amounting to 255 million euros.

Operating margin including the share in net earnings (losses) of equity-accounted companies[1] amounted to 456 million euros, or 2.6% of sales.

The Group reported operating income of 406 million euros for the year, which includes a negative 50 million euros in other income and expenses, or a negative 0.3% of sales.

Other financial items (which rose 96 million euros) were favorably impacted by the good performance of Group investments in various innovation funds.

The effective tax rate came out at 28.8%.

Net attributable income was 175 million euros, or 1.0% of sales after deducting non-controlling interests in an amount of 70 million euros.

Return on capital employed (ROCE[1]) and return on assets (ROA[1]) stood at 9% and 5%, respectively in 2021.

5.1.3 2021 segment reporting

Change in sales by Business Group

The sales performance for the Business Groups reflects the specific product, geographic and customer mix and the relative weighting of the aftermarket in their activity as a whole.

Sales by Business Group (in millions of euros)	2021	vs. 2020				vs. 2019			
		2020	Change in sales	Change in OE sales*	Outperf. vs. IHS/CPCA**	2019	Change in sales	Change in OE sales*	Outperf. vs. IHS/CPCA**
Comfort & Driving Assistance Systems***	3,417	3,228	+6%	+6%	+2 pts	3,649	-6%	-5%	+9 pts
Powertrain Systems	4,651	4,370	+6%	+4%	— pts	5,121	-9%	-11%	+3 pts
Thermal Systems	3,926	3,703	+6%	+5%	+1 pts	4,582	-14%	-13%	+1 pts
Visibility Systems	5,094	5,024	+1%	—%	-4 pts	6,014	-15%	-14%	— pts

* *Like for like[1].*
** *Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.*
*** *Excluding the Top Column Module (TCM) business.*

Compared to 2020,

The Comfort and Driving Assistance Systems Business Group outperformed global automotive production by 2 percentage points, thanks to the start-up of numerous ADAS projects, notably in North America and China, thereby reinforcing the Group's position as a world leader in this field.

The Powertrain Systems Business Group performed in line with global automotive production, with sales led by growth in Asia (excluding China) in 48V systems and by the increase in the average content per vehicle in transmission systems.

The Thermal Systems Business Group outperformed global automotive production by 1 percentage point, buoyed by accelerating sales in Europe and Asia of technologies related to the thermal management of electrified vehicles (battery cooling systems, dedicated air conditioning systems for electric vehicles, etc.). These solutions offer new growth opportunities for the Business Group. Thermal technologies dedicated to electrified vehicles accounted for almost 57% of the Business Group's order intake in 2021.

The Visibility Systems Business Group underperformed global automotive production by 4 percentage points. In China, the performance was impacted by an unfavorable customer mix amid vigorous growth from certain local automakers. In Europe, the Visibility Systems Business Group was hit by disruptions in production on certain vehicle platforms, and by an unfavorable product mix (lower electronics content) following the electronic components crisis.

(1) See financial glossary, page 52.

Sales by Business Group (in millions of euros)	2021	vs. 2020				vs. 2019			
	Q4	Q4	Change in sales	Change in OE sales*	Outperf. vs. IHS/CPCA**	Q4	Change in sales	Change in OE sales*	Outperf. vs. IHS/CPCA**
Comfort & Driving Assistance Systems***	844	975	-13%	-16%	-6 pts	919	-8%	-10%	-3 pts
Powertrain Systems	1,103	1,323	-17%	-24%	-14 pts	1,307	-16%	-20%	-13 pts
Thermal Systems	989	1,126	-12%	-15%	-5 pts	1,122	-12%	-12%	-5 pts
Visibility Systems	1,306	1,533	-15%	-19%	-9 pts	1,542	-15%	-15%	-8 pts

* Like for like(1).
** Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
*** Excluding the Top Column Module (TCM) business.

EBITDA(1) by Business Group

EBITDA (in millions of euros and as a % of sales by Business Group)	2021	2020	Change	2019	Change
Comfort & Driving Assistance Systems	587	412	+42%	599	-2%
	17.2%	*12.8%*	*+4.4 pts*	*16.4%*	*+0.8 pts*
Powertrain Systems	566	409	+38%	685	-17%
	12.2%	*9.4%*	*+2.8 pts*	*13.4%*	*-1.2 pts*
Thermal Systems	428	247	+73%	502	-15%
	10.9%	*6.7%*	*+4.2 pts*	*11.0%*	*-0.1 pts*
Visibility Systems	675	435	+55%	660	+2%
	13.3%	*8.7%*	*+4.6 pts*	*11.0%*	*+2.3 pts*
Other*	52	2	+2,500%	50	+4%
	N/A	*N/A*	*N/A*	*N/A*	*N/A*
GROUP	**2,308**	**1,505**	**+53%**	**2,496**	**-8%**
	13.4%	**9.2%**	**+4.2 PTS**	**12.8%**	**+0.6 PTS**

* Including the TCM business.

5.1.4 Reconciliation of Valeo and Top Column Module (TCM) business data

The Group decided to withdraw from the TCM segment.

The following table reconciles published consolidated data with data excluding the TCM business:

		2021	TCM*	2021 excluding TCM
Sales	*(in millions of euros)*	17,262	199	17,063
Gross margin	*(in millions of euros)*	3,040	10	3,030
	(as a % of sales)	*17.6%*	*5.0%*	*17.8%*
R&D expenditure	*(in millions of euros)*	(1,510)	(18)	(1,492)
	(as a % of sales)	*(8.7%)*	*(9.0%)*	*(8.7%)*
Selling and administrative expenses	*(in millions of euros)*	(831)	(11)	(820)
	(as a % of sales)	*(4.8%)*	*(5.5%)*	*(4.8%)*
Operating margin excluding share in net earnings (losses) of equity-accounted companies	*(in millions of euros)*	699	(19)	718
	(as a % of sales)	*4.0%*	*(9.5%)*	*4.2%*

* Including intercompany transactions.

(1) See financial glossary, page 52.

5.1.5 Cash flow and financial position

Stockholders' equity

At December 31, 2021, consolidated stockholders' equity amounted to 4,491 million euros versus 3,999 million euros at December 31, 2020. The sharp 471 million euros increase was mainly attributable to (i) consolidated net income for the period of 245 million euros, (ii) a translation adjustment representing a positive 277 million euros, (iii) actuarial gains on pension obligations, net of deferred taxes, of 77 million euros, and to a lesser extent (iv) share-based payments of 28 million euros and (v) the capital increase linked to the 2021 Shares4U employee share ownership plan for 16 million euros. Conversely, the following items reduced stockholders' equity: (i) dividends paid to Group shareholders (72 million euros) and non-controlling interests (29 million euros), (ii) the negative change in cash flow hedges representing 19 million euros, and (iii) the remeasurement of long-term investments for 7 million euros.

Provisions

(in millions of euros)	December 31, 2021	December 31, 2020
Provisions for pensions and other employee benefits[(1)]	1,043	1,113
Provisions for product warranties	401	410
Provisions for restructuring costs	43	66
Provisions for tax-related disputes	40	27
Environmental provisions	13	13
Provisions for onerous contracts	10	39
Provisions for employee-related and other disputes	155	183
PROVISIONS	**1,705**	**1,851**
Of which long-term portion (more than one year)[(1)]	1,311	1,443

(1) *For the year ending December 31, 2020, application of IFRIC interpretations relating to the periods of service to which an entity attributes benefit for certain defined benefit plans, as from January 1, 2020, see below.*

Net provisions for pensions and other employee benefits decreased by 70 million euros between December 31, 2020 and December 31, 2021, with 71 million euros in net actuarial gains before taxes recorded in 2021. Plan assets performed well, generating actuarial gains of 18 million euros, while pension obligations generated actuarial gains of 53 million euros, reflecting the impacts of the decrease in discount rates in the various regions of the world (mainly France, United States and South Korea). In April 2021, the IFRS Interpretations Committee reached a decision, which was endorsed in June 2021 by the International Accounting Standards Board (IASB) on the method for measuring and accounting for service cost under particular defined benefit plans. The application of this decision led the Group to reduce its pension obligations as at January 1, 2020 by 17 million euros.

Provisions for product warranties were virtually stable over the year, at 401 million euros at December 31, 2021, compared with 410 million euros at December 31, 2020, a decrease of 9 million euros.

The total amount of provisions for restructuring costs fell by 23 million euros to 43 million euros at December 31, 2021 versus 66 million euros at December 31, 2020. In 2021, the Group continued its cost reduction plans, launched in 2019 in light of the downturn in the automotive market then stepped up in 2020 in response to the Covid-19 health crisis.

Provisions for tax-related disputes increased during the year, amounting to 40 million euros at December 31, 2021 versus 27 million euros at end-2020. The 2021 amount includes several new provisions relating to customs risks in various regions of the world. Environmental provisions were stable year on year. Provisions for onerous contracts were down by 29 million euros, reflecting both improved business conditions after difficulties linked to the pandemic last year and positive negotiations with customers who had postponed start-up of certain contracts or reduced volumes on certain projects in 2020.

Provisions for employee-related and other disputes decreased by 28 million euros in 2021, mainly after a commercial dispute was resolved during the year. At a total of 155 million euros at end-2021, said provisions cover risks arising in connection with former employees (relating to asbestos), intellectual property disputes and various other disputes related to Valeo's operating activities across the globe, as well as the main risks relating to antitrust investigations.

Cash flows and debt

(in millions of euros)	2021	2020
Gross operating cash flows	2,183	1,631
Income taxes paid	(237)	(188)
Change in operating working capital	(319)	397
NET CASH FLOWS FROM OPERATING ACTIVITIES	**1,627**	**1,840**
Net payments for purchases of intangible assets and property, plant and equipment	(1,264)	(1,439)
Net payments for the principal portion of lease liabilities(1)	(86)	(86)
Elimination of change in non-recurring sales of accounts and notes receivable(2)	15	(21)
FREE CASH FLOW(3)	**292**	**294**
Change in non-recurring sales of accounts and notes receivable(2)	(15)	21
Net change in certain non-current financial asset items(3)	(277)	(211)
Acquisitions of investments with gain of control, net of cash acquired	(8)	(5)
Acquisitions of investments in associates and/or joint ventures	—	—
Disposals of investments with loss of control, net of cash transferred	(31)	(3)
Acquisitions of investments without gain of control	—	(1)
Dividends paid to owners of the Company and to non-controlling interests of consolidated subsidiaries	(101)	(122)
Capital increase in cash	16	15
Sale (purchase) of treasury stock	-	4
Net interest paid/received	(28)	(75)
Loan issue costs and premiums	—	—
NET CASH FLOW(3)	**(152)**	**(83)**

(1) The net cash inflow of 8 million euros in respect of lease receivables was set off against payments for the principal portion of lease liabilities.
(2) Valeo carries out recurring and one-off sales of its accounts and notes receivable to banks. An agreement at a specific date is drawn up for one-off, or non-recurring, transactions of this type. Each contract is analyzed in light of the principles set out in IFRS 9 on the derecognition of financial assets in order to determine whether the risks and rewards inherent to ownership of the receivables has been transferred (see section 5.4.6 of this chapter, Note 5.2 "Accounts and notes receivable" to the 2021 consolidated financial statements, page 345).
(3) See financial glossary, page 52.

Gross operating cash flows rose sharply from 1,631 million euros in 2020 to 2,183 million euros in 2021, resulting from an improvement in net income for the year of 245 million euros, after the 1,070 million euros net loss recorded in 2020. Expenses with no cash impact such as depreciation, amortization and impairment of non-current assets, along with net additions to provisions, decreased by a sharp 774 million euros in 2021, compared to a significant increase of 808 million euros in 2020.

Changes in working capital reflect cash used in an amount of 319 million euros in 2021 compared with cash generated in an amount of 397 million euros in 2020. Working capital was unfavorably impacted in 2021 by the increase in inventories resulting from (i) a voluntary increase in inventories to supply customers without disruption in response to the semiconductor shortage, (ii) the volatility of customer production, and (iii) ocean freight disruptions leading to an increase in "in transit" inventories.

Income taxes paid rose to 237 million euros in 2021 from 188 million euros in 2020.

Net payments for purchases of property, plant and equipment and intangible assets in 2021 generated a net cash outflow of 1,260 million euros, representing a significant year-on-year decrease of 179 million euros (down 12%) thanks to sound management of capital expenditure during the year.

In a difficult environment marked by a global shortage of electronic components, which massively slowed down automotive production in 2021, Valeo generated positive free cash flow[1] of 292 million euros in 2021, virtually stable compared to the free cash flow generated in 2020 of 294 million euros.

(1) See financial glossary, page 52

Free cash flow[1] totaling 292 million euros for the year partly helped to fund:

- the net change in non-current financial assets representing a negative 277 million euros, mainly comprising additional loans granted to equity-accounted companies including the VSeA joint venture (negative 250 million euros impact), long-term investments made during the year for 23 million euros and cash inflows relating to dividends received from an investment fund for 1 million euros;
- disposals of investments with loss of control, net of cash transferred for a negative 31 million euros, including in particular the sale of the Lighting business in South America and the loss of control of South Korean company VSTS;
- dividends paid to Group stockholders in an amount of 72 million euros and to non-controlling interests in consolidated subsidiaries in an amount of 29 million euros;
- net interest paid in 2021, representing an outflow of 28 million euros. The lower cash outflow relating to interest paid in 2021 compared to 2020 (75 million euros outflow) is attributable to a cash inflow of 41 million euros realized on the euro/dollar cross-currency swaps set up to hedge the 575 million US dollar non-dilutive convertible bond issued in 2016 and redeemed in June 2021.

After taking into account the 16 million euros capital increase carried out in connection with the Shares4U employee share plan, net cash flow for the year represented an outflow of 152 million euros in 2021 versus 83 million euros in 2020.

Net cash flows from financing activities in 2021 include (i) subscriptions of long-term loans and borrowings in an amount of 993 million euros, mainly corresponding to a 700 million euros bond issue maturing in August 2028 and the drawdown of a 300 million euros loan from the EIB (European Investment Bank) which in February 2021 approved 600 million euros in financing for Valeo's Research and Development projects in Europe, and (ii) repayments of long-term loans and borrowings for 632 million euros, primarily relating to the 575 million US dollar non-dilutive convertible bond, which matured during the year, and lease liabilities recognized in accordance with IFRS 16 "Leases" for 93 million euros. In order to reflect the Group's cash requirements, short-term financing, which was previously recognized within net cash and cash equivalents, is now presented in net cash flows from financing activities in the consolidated statement of cash flows. Short-term financing mainly includes Negotiable European Commercial Paper (NEU CP). The change in short-term financing in 2021 represents a negative 889 million euros. NEU CP issues were down sharply year on year in 2021, representing 665 million euros at December 31, 2021 versus 1,588 million euros at end-2020. After taking into account these items along with the impact of changes in exchange rates (negative 55 million euros impact), consolidated net cash and cash equivalents decreased by 530 million euros in 2021, compared to an increase of 1,194 million euros in 2020.

Net debt stood at 3,104 million euros at December 31, 2021, an increase of 160 million euros compared to end-2020. The leverage ratio (net debt/EBITDA[1]) came out at 1.34, compared with 1.96 at December 31, 2020, while the gearing ratio (net debt/stockholders' equity) was 84% at end-2020, compared with 91% at end-2020. Net debt at December 31, 2021 amounting to 3,104 million euros includes 510 million euros in lease liabilities and 17 million euros in liabilities resulting from put options granted to non-controlling interests, namely Marco Polo which owns 40% of the Brazilian company Spheros Climatizaçao do Brasil SA and the founders of Asaphus Vision Gmbh, which own a 40% interest in the startup. On December 16, 2020, STEC notified Valeo of its decision to exercise its put option on its entire stake in the company. The exercise price of the option was determined jointly by Valeo and STEC in 2021.

EBITDA[1] can be reconciled to free cash flow[1] as follows:

(in millions of euros)	2021	2020
EBITDA[1]	2,308	1,505
Change in operating working capital*	(460)	266
Restructuring costs	(78)	(62)
Income tax	(237)	(188)
Provisions for pensions and other employee benefits	(18)	(86)
Payments for the principal portion of lease liabilities	(86)	(86)
Other operating items	(28)	274
Investments in property, plant and equipment and intangible assets	(1,109)	(1,329)
FREE CASH FLOW[1]	**292**	**294**
CASH CONVERSION RATE *(% EBITDA)*	**13%**	**20%**

* *Change in working capital excluding (i) changes in non-recurring sales of accounts and notes receivable in a positive amount of 15 million euros compared to a negative amount of 21 million euros in 2020 and (ii) the restatement of cash contributions to R&D reclassified within investments in property, plant and equipment and intangible assets.*

(1) See financial glossary, page 52.

Investments over the past two years

Investments *(in millions of euros)*	2021	2020
Property, plant and equipment	961	943
Intangible assets	604	615
Including capitalized development expenditure	*586*	*598*
TOTAL	**1,565**	**1,558**
as a % of sales	9.1%	9.5%

Investments *(as a % of sales by geographic area)*	2021	2020
Europe & Africa	11.8%	10.5%
North America	5.7%	6.8%
South America	2.0%	4.3%
Asia & other	6.9%	9.0%

2021

Group investments amounting to 1,565 million euros fell by 0.4 percentage points of sales between 2020 and 2021 on all continents except Europe, where investments increased by 1.2 percentage points. However, the overall amount of investments remained lower than in 2019.

By Business Group, investments excluding capitalized development expenditure fell in three Business Groups, with the exception of CDA, which recorded an increase to close to 2019 levels.

Commitments

The table below shows the main commitments given:

(in millions of euros)	December 31, 2021	December 31, 2020	December 31, 2019
Lease commitments(1)	23	85	80
Guarantees given	–	2	3
Non-cancelable asset purchase commitments	416	464	565
Other commitments given	72	28	42
TOTAL	**511**	**579**	**690**

(1) *IFRS 16 took effect on January 1, 2019 and has been applied using the modified retrospective approach. Accordingly, the financial statements published before the date of the first-time application of IFRS 16 have not been restated, which explains the difference between the figures stated for December 31, 2018 and December 31, 2019.*

IFRS 16 – "Leases" came into force on January 1, 2019. It requires lessees entering into contracts that fall within the scope of the standard to recognize a financial liability representing their obligation to make lease payments, and a non-current asset representing their right to use the leased asset. At December 31, 2021, future minimum commitments on outstanding leases excluded from the scope of IFRS 16 and on leases signed but not yet in force, represented 23 million euros compared to 85 million euros at December 31, 2020.

Binding asset purchase commitments given by the Group decreased from 464 million euros at December 31, 2020 to 416 million euros at December 31, 2021, reflecting the plan to adapt to new market conditions.

Other commitments given mainly relate to guarantees granted by Valeo in connection with its operating activities (17 million euros at December 31, 2021 versus 15 million euros at end-2020). Valeo also granted a 24 million euros guarantee to HDI Global SE within the scope of its reinsurance operations, also included in other commitments.

5.2 Subsequent events

On February 9, 2022, Valeo announced that it had signed an agreement with Siemens to hold 100% of Valeo Siemens eAutomotive, which will be integrated within Valeo's Powertrain Systems business after July 1, 2022, subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted. Siemens' 50% stake in Valeo Siemens eAutomotive will be acquired for 277 million euros on a debt-free basis. The impact of the acquisition is an increase of 741 million euros in Valeo's net debt.

In 2021, the European Investment Bank (EIB) approved 600 million euros in financing for Valeo's European R&D projects focused on reducing CO_2 emissions and improving vehicle safety. An initial credit facility of 300 million euros was signed on February 4, 2021. On February 10, 2022, the Group contracted a second 300 million euro loan maturing in 2030 and repayable in six equal annual installments from 2025.

5.3 Trends and outlook

5.3.1 2022 and 2025 outlook

On February 25, 2022, at the presentation of the "Move Up" medium-term plan held in Paris, Valeo unveiled its value creation strategy and its financial objectives built on the sustainable mobility megatrends:

- Acceleration of electrification;
- Acceleration of ADAS;
- Reinvention of the interior experience;
- Lighting everywhere.

Assuming global automotive production of around 98.5 million vehicles[(1)] in 2025 (factoring in the recovery in volumes after the Covid-19 crisis and the end of the electronic component shortage), corresponding to annual growth of 6.3% over the 2021-2025 period, Valeo expects to outperform automotive production by more than 5 percentage points[(1)].

	2022*	2025**
Sales in billions of euros	19.2-20.0	~27.5
EBITDA as a % of sales	11.8%-12.3%	~14.5%
Operating margin as a % of sales	3.2%-3.7%	~6.5%
Free cash flow in millions of euros	~320	800-1,000

** Based on:*
– IHS automotive production estimates (released in February 2022), reduced by 1.5%, corresponding to around 82.9 million vehicles; and
– the integration of Valeo Siemens eAutomotive after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in the joint venture. The transaction is subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted.
– The impacts of applying IAS 37 revised and IFRS 3 in connection with the accounting for the Valeo Siemens eAutomotive acquisition will be presented at a later date.
*** Based on:*
– IHS automotive production estimates (released in February 2022) corresponding to around 98.5 million vehicles; and
– after factoring in the divestiture of non-strategic assets.

(1) Based on IHS estimates (February 2022).

Valeo also set the following 2025 objectives for each of its Business Groups:

	Annual growth in original equipment sales 2021-2025	Outperformance 2021-2025	EBITDA margin in 2025
PTS Acceleration of electrification	15%	>8 points	>11%
THS Acceleration of electrification	11%	>4 points	~13%
CDA Acceleration of ADAS and reinvention of the interior experience	16%	>9 points	~18%
VIS Lighting everywhere	10%	>4 points	~15%

The Group's outlook, which is based in particular on global automotive production assumptions for 2022-2025, is prepared on the basis of the medium-term budgets and plans drawn up by the Group's entities, which are reviewed and validated by Executive Management before being approved by the Board of Directors.

Valeo's future financial performance objectives have been set in line with the principles applied by the Group to prepare its consolidated financial statements. These forward-looking data are based on management's assumptions as of the date of this Universal Registration Document and are subject to known and unknown risks and uncertainties. Future results and performance may be adversely or positively affected and may differ from those set out above due to a variety of factors described in this Universal Registration Document. For more information on the risks faced by the Group, see section 2.1 "Risk factors".

5.3.2 Impacts of the Russia-Ukraine conflict

The Group is closely monitoring the situation and is doing everything it can to support its customers and employees while acting in the strictest compliance with the sanctions imposed by governments around the world.

In 2021, the Group's activities in Russia represented less than 1% of total sales.

As indicated in Valeo's February 25, 2022 press release, published when it presented its "Move Up" strategy, the outlook for 2022-2025 as described above does not take into account the potentially unfavorable impacts of recent developments in the Russia-Ukraine crisis on the economic and financial environment such as a decline in production volumes or an increase in energy or raw material prices to above those seen in early 2022.

5.4 2021 Consolidated Financial Statements AFR

In accordance with Article 19 of Regulation (EU) 2017/1129, of the European Parliament and of the Council of 14 June 2017 the following information is incorporated by reference in this Universal Registration Document:

- the consolidated financial statements and the Statutory Auditors' report for the year ended December 31, 2020, set out on pages 312 to 392 and 393 to 398 of the Universal Registration Document registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 6, 2021 under number D.21-0260;
- the consolidated financial statements and the Statutory Auditors' report for the year ended December 31, 2019, set out on pages 298 to 382 and 383 to 387 of the Universal Registration Document registered with the AMF on April 28, 2020 under number D.20-0385.

5.4.1 Consolidated statement of income

(in millions of euros)	Notes	2021	2020
SALES	**5.1**	**17,262**	**16,436**
Cost of sales	5.3	(14,222)	(14,281)
Research and Development expenditure	5.5.1.2	(1,510)	(1,695)
Selling expenses		(259)	(259)
Administrative expenses		(572)	(573)
OPERATING MARGIN		**699**	**(372)**
as a % of sales		*4.0%*	*(2.3)%*
Share in net earnings (losses) of equity-accounted companies	5.5.3.1	(243)	(278)
OPERATING MARGIN INCLUDING SHARE IN NET EARNINGS (LOSSES) OF EQUITY-ACCOUNTED COMPANIES	**5.5**	**456**	**(650)**
as a % of sales		*2.6%*	*(4.0)%*
Other income and expenses	5.6.2	(50)	(207)
OPERATING INCOME (LOSS) INCLUDING SHARE IN NET EARNINGS (LOSSES) OF EQUITY-ACCOUNTED COMPANIES	**5.6.1**	**406**	**(857)**
Cost of net debt	9.2	(60)	(67)
Other financial income and expenses	9.2	96	(14)
INCOME (LOSS) BEFORE INCOME TAXES		**442**	**(938)**
Income taxes	10.1	(197)	(132)
NET INCOME (LOSS) FOR THE YEAR		**245**	**(1,070)**
Attributable to:			
• Owners of the Company		175	(1,089)
• Non-controlling interests	11.1.3	70	19
Attributable earnings per share:			
• Basic earnings per share *(in euros)*	11.2	0.73	(4.55)
• Diluted earnings per share *(in euros)*	11.2	0.72	(4.55)

The Notes are an integral part of the consolidated financial statements.

5.4.2 Consolidated statement of comprehensive income

(in millions of euros)	2021	2020
NET INCOME (LOSS) FOR THE YEAR	**245**	**(1,070)**
Share of changes in comprehensive income from equity-accounted companies that may subsequently be recycled to income	(5)	1
o/w income taxes	—	—
Translation adjustment	277	(371)
Cash flow hedges:		
• Gains (losses) taken to equity	53	2
• (Gains) losses transferred to income (loss) for the year	(66)	13
o/w income taxes	*2*	*(1)*
OTHER COMPREHENSIVE INCOME (LOSS) THAT MAY SUBSEQUENTLY BE RECYCLED TO INCOME	**259**	**(355)**
Share of changes in comprehensive income from equity-accounted companies that may not subsequently be recycled to income	1	—
o/w income taxes	—	—
Actuarial gains (losses) on defined benefit plans	80	(12)
o/w income taxes	*9*	*(30)*
Remeasurement of long-term investments	(7)	15
o/w income taxes	—	*1*
OTHER COMPREHENSIVE INCOME (LOSS) THAT MAY NOT SUBSEQUENTLY BE RECYCLED TO INCOME	**74**	**3**
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE YEAR, NET OF TAX	**333**	**(352)**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	**578**	**(1,422)**
Attributable to:		
• Owners of the Company	492	(1,413)
• Non-controlling interests	86	(9)

The Notes are an integral part of the consolidated financial statements.

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5.4.3 Consolidated statement of financial position

(in millions of euros)	Notes	December 31, 2021	December 31, 2020 restated(1)
ASSETS			
Goodwill	7.1	2,552	2,512
Other intangible assets	7.2	2,367	2,341
Property, plant and equipment	7.3	4,962	4,919
Investments in equity-accounted companies	5.5.3.2	110	108
Other non-current financial assets	9.1.1	742	641
Assets relating to pensions and other employee benefits	6.3	29	19
Deferred tax assets	10.2	526	440
NON-CURRENT ASSETS		**11,288**	**10,980**
Inventories, net	5.4	1,990	1,582
Accounts and notes receivable, net	5.2	2,377	2,674
Other current assets		664	508
Taxes receivable		27	30
Other current financial assets	9.1.1	74	100
Cash and cash equivalents	9.1.3.2	2,415	2,951
Assets held for sale		—	22
CURRENT ASSETS		**7,547**	**7,867**
TOTAL ASSETS		**18,835**	**18,847**
EQUITY AND LIABILITIES			
Share capital	11.1.1	243	242
Additional paid-in capital	11.1.1	1,560	1,545
Translation adjustment	11.1.2	(14)	(271)
Retained earnings		1,906	1,727
STOCKHOLDERS' EQUITY		**3,695**	**3,243**
Non-controlling interests	11.1.3	796	756
STOCKHOLDERS' EQUITY INCLUDING NON-CONTROLLING INTERESTS		**4,491**	**3,999**
Provisions for pensions and other employee benefits – long-term portion	6.3	990	1,074
Other provisions – long-term portion	8.1	321	369
Long-term portion of long-term debt	9.1.2	4,350	3,869
Other financial liabilities – long-term portion	9.1.1	25	42
Liabilities associated with put options granted to holders of non-controlling interests – long-term portion	9.1.2.2	12	18
Subsidies and grants – long-term portion		99	101
Deferred tax liabilities	10.2	63	67
NON-CURRENT LIABILITIES		**5,860**	**5,540**
Accounts and notes payable		4,633	4,697
Provisions for pensions and other employee benefits – current portion	6.3	82	58
Other provisions – current portion	8.1	341	369
Subsidies and grants – current portion		23	31
Taxes payable		148	132
Other current liabilities		1,697	1,590
Current portion of long-term debt	9.1.2	781	622
Other financial liabilities – current portion	9.1.1	26	90
Liabilities associated with put options granted to holders of non-controlling interests – current portion	9.1.2.2	5	50
Short-term financing	9.1.2.3	748	1,631
Bank overdrafts	9.1.2.3	—	6
Liabilities held for sale		—	32
CURRENT LIABILITIES		**8,484**	**9,308**
TOTAL EQUITY AND LIABILITIES		**18,835**	**18,847**

(1) The consolidated statement of financial position at December 31, 2020 differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).

The Notes are an integral part of the consolidated financial statements.

5.4.4 Consolidated statement of cash flows

(in millions of euros)	Notes	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income (loss) for the year		245	(1,070)
Share in net (earnings) losses of equity-accounted companies		243	278
Net dividends received from equity-accounted companies		17	28
Expenses (income) with no cash effect	12.1	1,421	2,196
Cost of net debt		60	67
Income taxes (current and deferred)		197	132
GROSS OPERATING CASH FLOWS		**2,183**	**1,631**
Income taxes paid		(237)	(188)
Changes in working capital	12.2	(319)	397
NET CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		**1,627**	**1,840**
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of intangible assets		(601)	(616)
Acquisitions of property, plant and equipment		(749)	(862)
Investment subsidies and grants received		25	30
Disposals of property, plant and equipment and intangible assets		61	9
Net change in non-current financial assets		(269)	(203)
Acquisitions of investments with gain of control, net of cash acquired	12.3	(8)	(5)
Acquisitions of investments in associates and/or joint ventures		—	—
Disposals of investments with loss of control, net of cash transferred	12.4	(31)	(3)
NET CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES		**(1,572)**	**(1,650)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid to owners of the Company		(72)	(48)
Dividends paid to non-controlling interests in consolidated subsidiaries		(29)	(74)
Capital increase	11.1.1	16	15
Sale (purchase) of treasury stock		—	4
Issuance of long-term debt	12.5	993	13
Loan issuance costs and premiums		—	—
Interest paid		(99)	(102)
Interest received	12.5	71	27
Repayment of long-term debt	12.5	(632)	(159)
Change in short-term financing	9.1.2.3	(889)	1,386
Short-term investments		—	—
Acquisitions of investments without gain of control		—	(1)
NET CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		**(641)**	**1,061**
CASH AND CASH EQUIVALENTS RELATING TO OPERATIONS HELD FOR SALE	**3.2.1**	**1**	**(1)**
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**55**	**(56)**
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(530)**	**1,194**
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		**2,945**	**1,751**
NET CASH AND CASH EQUIVALENTS AT END OF YEAR		**2,415**	**2,945**
Of which:			
• Cash and cash equivalents		2,415	2,951
• Bank overdrafts		—	(6)

The Notes are an integral part of the consolidated financial statements.

5.4.5 Consolidated statement of changes in stockholders' equity

Number of shares outstanding	*(in millions of euros)*	Share capital	Additional paid-in capital	Cumulative translation adjustment	Retained earnings	Total stockholders' equity including non-controlling interests – restated(1)		
						Stockholders' equity	Non-controlling interests	Total
239,029,111	**STOCKHOLDERS' EQUITY AT DECEMBER 31, 2019**	**241**	**1,531**	**71**	**2,786**	**4,629**	**835**	**5,464**
	Application of IFRIC interpretations – IAS 19	—	—	—	17	17	—	17
239,029,111	**STOCKHOLDERS' EQUITY AT JANUARY 1, 2020(1)**	**241**	**1,531**	**71**	**2,803**	**4,646**	**835**	**5,481**
	Dividends paid(2)	—	—	—	(48)	(48)	(75)	(123)
540,947	Treasury shares	—	—	—	4	4	—	4
680,660	Capital increase	1	14	—	—	15	—	15
	Share-based payment	—	—	—	33	33	—	33
	Put options granted(3)	—	—	—	6	6	5	11
	Other movements	—	—	—	—	—	—	—
	TRANSACTIONS WITH OWNERS	**1**	**14**	**—**	**(5)**	**10**	**(70)**	**(60)**
	Net income (loss) for the year	—	—	—	(1,089)	(1,089)	19	(1,070)
	Other comprehensive income (loss), net of tax	—	—	(342)	18	(324)	(28)	(352)
	TOTAL COMPREHENSIVE INCOME (LOSS)	**—**	**—**	**(342)**	**(1,071)**	**(1,413)**	**(9)**	**(1,422)**
240,250,718	**STOCKHOLDERS' EQUITY AT DECEMBER 31, 2020(1)**	**242**	**1,545**	**(271)**	**1,727**	**3,243**	**756**	**3,999**
	Dividends paid(2)	—	—	—	(72)	(72)	(37)	(109)
618,069	Treasury shares	—	—	—	—	—	—	—
857,378	Capital increase(4)	1	15	—	—	16	—	16
	Share-based payment	—	—	—	28	28	—	28
	Put options granted(3)	—	—	—	1	1	—	1
	Other movements	—	—	—	(13)	(13)	(9)	(22)
	TRANSACTIONS WITH OWNERS	**1**	**15**	**—**	**(56)**	**(40)**	**(46)**	**(86)**
	Net income (loss) for the year	—	—	—	175	175	70	245
	Other comprehensive income (loss), net of tax	—	—	257	60	317	16	333
	TOTAL COMPREHENSIVE INCOME (LOSS)	**—**	**—**	**257**	**235**	**492**	**86**	**578**
241,726,165	**STOCKHOLDERS' EQUITY AT DECEMBER 31, 2021**	**243**	**1,560**	**(14)**	**1,906**	**3,695**	**796**	**4,491**

(1) The consolidated statement of stockholders' equity differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).
(2) A cash dividend of 0.30 euros per share was paid in June 2021, representing a total payout of 72 million euros. The per-share amount paid in July 2020 was 0.20 euros.
(3) This item includes changes in the fair value of liabilities associated with put options granted to holders of non-controlling interests (see Note 9.1.2.2, page 384).
(4) The terms and conditions of the November 16, 2021 capital increase reserved for employees are detailed in Note 11.1.1.1, page 397.

The Notes are an integral part of the consolidated financial statements.

5.4.6 Notes to the consolidated financial statements

NOTE 1 ACCOUNTING POLICIES

The consolidated financial statements of the Valeo Group for the year ended December 31, 2021 include:

- the accounts of Valeo;
- the accounts of its subsidiaries;
- Valeo's share in the net assets and earnings of equity-accounted companies (joint ventures and associates).

Valeo is an independent group fully focused on the design, production and sale of components, systems and services for greener, safer and smarter mobility. As a technology company, Valeo proposes innovative products and systems that contribute to the reduction of CO_2 emissions and to the development of driving assistance systems. Valeo is one of the world's leading automotive suppliers and is a partner to all automakers across the globe.

Valeo is a European company listed on the Paris Stock Exchange. Its head office is located at 100, rue de Courcelles, 75017 Paris, France. The transformation of Valeo into a European Company, as approved by Valeo's Board of Directors on February 20, 2020 and by the Annual Shareholders' Meeting of June 25, 2020, took effect on March 9, 2021, the date on which Valeo's new corporate form was registered with the Trade and Companies Registry. Valeo remains subject to French legislation.

Valeo's consolidated financial statements for the year ended December 31, 2021 were authorized for issue by the Board of Directors on February 24, 2022.

They will be submitted for approval to the next Annual Shareholders' Meeting.

1.1 Accounting standards applied

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board (IASB) and endorsed by the European Union. The standards can be consulted on the European Commission's website[(1)].

The financial statements include the information deemed material as required by the ANC in Standard no. 2016-09.

1.1.1 Standards, amendments and interpretations adopted by the European Union and effective for reporting periods beginning on or after January 1, 2021 and April 1, 2021

The following standards, amendments and interpretations have been published by the IASB and adopted by the European Union:

Standards, amendments and interpretations	**Amendments to IFRS 9, IAS 39 and IFRS 7 – Phase 2** Effective as of January 1, 2021
Impacts and applications for the Group	The European Union adopted these amendments on January 13, 2021. The objective of the Interest Rate Benchmark Reform – Phase 2 is to clarify the accounting impacts of the effective replacement of interest rate benchmarks. The application of Phase 2 had no impact for the Group, as no interest rate benchmarks had actually been replaced in the Group's contracts at December 31, 2021. Phase 1 of the project, adopted by the Group in 2019, enabled the Group to disregard the uncertainties arising from interest rate benchmark reform when measuring the effectiveness of hedging relationships and/or determining whether the hedged risk is highly probable, ensuring that existing or future hedging relationships are secured until this uncertainty is no longer present. During the period, the Group continued its analysis work in order to prepare for the transition to the new interest rate benchmarks and anticipate the impacts of the reform. Interest rate derivatives designated as hedges of borrowings indexed to a benchmark rate are presented in Note 9, pages 378 to 394.
Standards, amendments and interpretations	**IFRIC interpretation on Attributing Benefit to Periods of Service** Effective as of January 1, 2020
Impacts and applications for the Group	In May 2021, the IASB approved the tentative agenda decision on Attributing Benefit to Periods of Service under particular defined benefit plans, that was finalized by the IFRS Interpretations Committee (IFRIC) at its April Meeting. This decision applies to plans under which (i) the lump-sum benefit will be paid to the employee provided they are employed by the entity when they retire and (ii) the amount of the benefit depends on the length of service and is capped at a specified number of consecutive years of service. The application of IAS 19 as recommended by the IFRIC consists in recording a provision for the retirement bonus over the last years of the employee's career that led to the attribution of benefits. This decision differs from the practice applied until now by Valeo in France, the Czech Republic and Tunisia, where the expense was spread over the employee's entire career within the Group. The change in method for attributing benefit for plans with the characteristics described above results in a lower obligation for plans under which the benefit is capped at a specified number of years of service. The application of this decision constitutes a change in accounting method, resulting in a 17 million euros increase in the Group's consolidated reserves at January 1, 2020. The impact on the 2020 consolidated statement of income is not material. The impacts on the Group's pension obligations are presented in Note 6.3.3, pages 358 to 359.

(1) *https://ec.europa.eu/info/law*

The following standards, amendments and interpretations have also been published by the IASB and adopted by the European Union:

Standards, amendments and interpretations effective for reporting periods beginning on or after April 1, 2021	
Amendments to IFRS 16	Covid-19 – Related Rent Concessions beyond June 30, 2021

These new publications did not have a material impact on the Group's consolidated financial statements.

1.1.2 Standards, amendments and interpretations adopted by the European Union and effective for reporting periods beginning on or after January 1, 2022 and not early adopted by the Group

The following standards, amendments and interpretations have been published by the IASB and adopted by the European Union:

Standards, amendments and interpretations	**Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract** Effective as of January 1, 2022
Presentation and general principles	On May 14, 2020, the IASB published amendments to IAS 37 – "Provisions, Contingent Liabilities and Contingent Assets", specifying which costs to include in estimating the cost of fulfilling a contract. These costs include both the incremental costs of fulfilling the contract, such as direct labor costs, and an allocation of other costs that relate directly to fulfilling contracts, such as an allocation of the depreciation charge for equipment used.
Impacts for the Group	An analysis of the main impacts of these amendments was carried out during the second half of the year in order to identify any necessary adjustments. The main change observed relates to the fact that the Group previously used incremental costs to estimate the cost of fulfilling its contracts. The amendments clarified which costs directly relate to a contract and identified other costs such as an allocation of the depreciation charge for generic fixed assets and overheads, which were not previously included in the Group's measurements. At the year-end, based on business forecasts and contracts in force at the transition date, the estimated negative impact on the Group's equity as of January 1, 2022 was around 180 million euros, net of deferred taxes.
Application for the Group	The Group will apply these amendments as of January 1, 2022 without restating comparative data included in the consolidated financial statements published before that date. The impact of the change in method will be recognized in opening equity as of January 1, 2022.

The IASB has also published the following guidance, which is not currently expected to have a material impact on the Group's consolidated financial statements:

Standards, amendments and interpretations effective for reporting periods beginning on or after January 1, 2022	
Annual Improvements to IFRSs 2018-2020 cycle	Various provisions
Amendments to IFRS 3	Updating a Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use

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1.1.3 Standards, amendments and interpretations published by the IASB but not yet adopted by the European Union

The IASB has also published the following guidance, which is not expected to have a material impact on the Group's consolidated financial statements at the date of this document:

Standards, amendments and interpretations		Effective date[1]
Amendments to IAS 1	Presentation of Financial Statements: • Classification of Liabilities as Current or Non-current • Disclosure of Accounting Policies	January 1, 2023
Amendments to IAS 8	Definition of Accounting Estimates	January 1, 2023
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	January 1, 2023

(1) Subject to adoption by the European Union.

1.2 Basis of preparation

The financial statements are presented in euros and are rounded to the nearest million.

Preparation of the financial statements requires Valeo to make estimates and assumptions which could have an impact on the reported amounts of assets, liabilities, income and expenses. These estimates and assumptions concern both risks specific to the automotive supply business, such as those relating to quality and safety, as well as more general risks to which the Group is exposed on account of its industrial operations across the globe.

The Group exercises its judgment based on past experience and all other factors considered to be decisive given the environment and the circumstances. The estimates and assumptions used are revised on an ongoing basis. In view of the uncertainties inherent in any assessment, the final amounts reported in Valeo's future financial statements may differ from the amounts resulting from these current estimates.

In addition to the main events having a material impact on the financial statements for the year, presented in Note 2, the material estimates, judgments and assumptions adopted by the Group to prepare its financial statements for the year ended December 31, 2021 chiefly concern:

- the conditions for capitalizing development expenditure (see Note 5.5.1.1, page 348);
- estimates of provisions, particularly provisions for pensions and other employee benefits and provisions for risks linked to product warranties (see Notes 6.3, pages 356 to 363 and 8.1, page 376);
- the measurement of the recoverable amount of property, plant and equipment and intangible assets (see Note 7, pages 366 to 375);
- lease terms, as regards optional periods, and determination of discount rates (see Note 7.3, pages 368 to 371);
- the likelihood that deferred tax assets will be able to be utilized (see Note 10.2, pages 396 to 397).

NOTE 2 SIGNIFICANT EVENTS OF THE YEAR

Consolidated sales advanced 6.3% on a like-for-like basis compared to 2020, to 17,262 million euros (see Note 5.1, pages 344 to 345). Changes in exchange rates had a negative 1.1% impact, primarily due to the depreciation of the euro against the US dollar and the Japanese yen. Changes in Group structure had a negative 0.2% impact over the period.

During the year, business was impacted by the shortage of electronic components, penalizing the supply chain and our customers' production schedules. Automotive production was up only 2.5% compared with 2020, when production was severely disrupted throughout the year by the global Covid-19 health crisis.

The cost reduction plan launched by the Group in first-half 2019 was extended throughout 2020 and continues to have an impact on the Valeo Group's consolidated financial statements (see Note 5.6.2, page 354).

2.1 Going concern basis and cash management

At December 31, 2021, the Group had 1.7 billion euros available in undrawn credit lines.

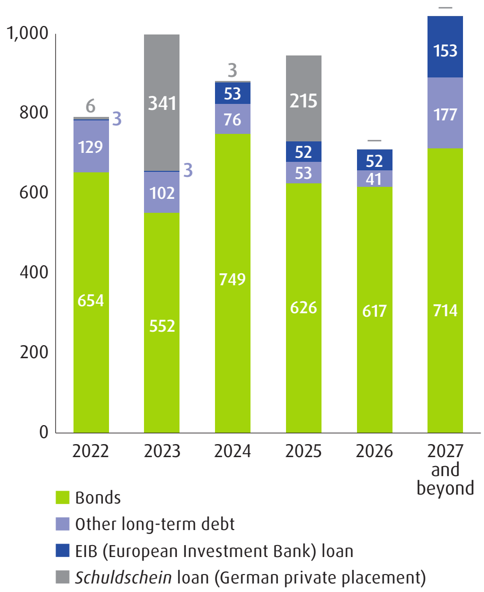
In addition, the Group has a stable financial position:

- net cash and cash equivalents of 2.3 billion euros at December 31, 2021;
- average debt maturity of 3.1 years;
- net debt to EBITDA ratio (EBITDA calculated over a 12-month rolling period) of 1.34 at December 31, 2021, i.e., below the 3.5 threshold.

In managing its liquidity risk, the Group seeks to ensure a balanced long-term debt repayment profile.

Contractual maturity of long-term debt

(in millions of euros)



The future cash outflows presented above, comprising both interest payments and principal repayments, are not discounted. The forward curve at December 31, 2021 was used for variable-rate interest.

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The Group completed several financing transactions in 2021:

- in July 2021, Valeo issued 700 million euros' worth of bonds, maturing in August 2028 and paying a coupon of 1.00%. The bonds are indexed to a December 2025 sustainability objective;
- Valeo drew down the first 300 million euros tranche of the 600 million euros in financing approved by the European Investment Bank (EIB) in February 2021 to finance research and development projects in Europe. The eight-year loan carries fixed-rate interest of 0.885% and is repayable in six equal annual installments from June 2024.

Details of the Group's borrowings and debt and significant transactions during the year are presented in Note 9, pages 378 to 394.

As part of the 600 million euros in financing approved by the EIB in February 2021, the Valeo Group drew down the second 300 million euros tranche in full on February 10, 2022. The loan, which matures in 2030, carries fixed-rate interest of 1.08% and is repayable in six equal annual installments from 2025.

Based on the above, the use of the going concern basis of accounting was appropriate at the date on which the 2021 consolidated financial statements were authorized for issue.

2.2 Lease liabilities

At December 31, 2021, the Group's lease liabilities amounted to 510 million euros, compared with 394 million euros at December 31, 2020 (see Note 9.1.2.1, pages 380 to 384). This 116 million euros increase is mainly attributable to two new leases, one for a building to be used as a laboratory and the headquarters for the Comfort & Driving Assistance Systems Business Group's activities in France (liability of 81 million euros at December 31, 2021) and another for a building housing the new Group headquarters in Paris (liability of 57 million euros at December 31, 2021). In addition, the Group made payments of 94 million euros for the principal portion of its lease liabilities during the year.

2.3 Changes in the scope of consolidation

In 2021, the Group carried out the following main transactions:

- sale of the Lighting business in Brazil in April 2021;
- sale of a portion of the stake held in Japanese company Life Elex in June 2021, reducing its interest from 59.1% to 14.9%;
- acquisition of a controlling interest in Huada Automotive Air Conditioner (Hunan) Co. Ltd in September 2021 after acquiring 21% of the company's shares, bringing its stake to 66%;
- sale of its 97.8% stake in Nitto Manufacturing Co. Ltd in September 2021;
- loss of controlling interest in Valeo Samsung Thermal Systems Co. Ltd following a change in the company's governance structure. After being fully consolidated until September 2021, the company is now accounted for using the equity method;
- acquisition of a controlling interest in Asaphus Vision GmbH in December 2021;
- entire share capital of Valeo Shanghai Automotive Electric Motors & Wiper Systems Co. Ltd now held, after the company's former co-shareholder, STEC, exercised its put option on its entire stake.

The impacts of these transactions on the Group's 2021 consolidated financial statements are presented in Note 3.2.1, page 340.

NOTE 3 SCOPE OF CONSOLIDATION

3.1 Accounting policies relating to the scope of consolidation

3.1.1 Consolidation methods

3.1.1.1 Full consolidation

The accounts of companies under Valeo's direct and indirect control are included in the consolidated financial statements using the full consolidation method. Control is deemed to exist when the Group:

- has power over an investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to affect those returns through its power over the investee's relevant activities.

All intercompany transactions are eliminated, as are gains on intercompany disposals of assets, intercompany profits included in inventories and intercompany dividends.

The earnings of subsidiaries acquired are consolidated as from the date the Group has control.

3.1.1.2 Equity-method accounting for joint ventures and associates

Joint arrangements organize the sharing of control of an entity by two or more parties. An arrangement in which the parties have rights to the net assets of that arrangement is called a joint venture. An arrangement in which the parties have rights to the assets, and obligations for the liabilities, relating to the arrangement, is known as a joint operation.

Valeo also exercises significant influence over certain entities, known as associates. Significant influence is the power to participate in decisions affecting the entity's financial and operating policies, but is not control or joint control over those policies. Significant influence is deemed to exist when Valeo holds over 20% of the voting rights of another entity.

Joint ventures and associates are accounted for using the equity method. Under the equity method, an investment in an equity-accounted company is recognized in the consolidated statement of financial position on the date on which the entity becomes an associate or joint venture.

The investment is initially recognized at cost. In accordance with IFRS 10.25, in the specific case of loss of control of a subsidiary leading to recognition of an interest in a joint venture or associate, the initial cost of this investment is equal to its fair value at the date control is lost. The investment is subsequently adjusted after the acquisition date to reflect the Group's share of the retained comprehensive income of the investee. These items may be adjusted in line with Group accounting policies.

Goodwill arising on the acquisition of associates or joint ventures is included in investments in equity-accounted companies.

The procedure used to measure investments in equity-accounted companies for impairment is governed by IFRS 9 – "Financial Instruments: Recognition and Measurement" and IAS 28 (revised) – "Investments in Associates and Joint Ventures".

Any impairment losses taken against investments in equity-accounted companies, along with any gains or losses on remeasuring the previously-held equity interest at fair value (on acquisition of a controlling interest in an equity-accounted company) are recorded in share in net earnings of equity-accounted companies.

A list of consolidated companies is provided in Note 14, pages 401 to 408.

3.1.2 Foreign currency translation

3.1.2.1 Foreign currency financial statements

The Group's consolidated financial statements are presented in euros.

The financial statements of each consolidated Group company are prepared in its functional currency. The functional currency is the currency of the principal economic environment in which it operates, and is generally the local currency.

The financial statements of foreign subsidiaries whose functional currency is not the euro are translated into euros as follows:

- statement of financial position items are translated into euros at the year-end exchange rate;
- statement of income items are translated into euros at the exchange rates applicable at the transaction dates or, in practice, at the average exchange rate for the period, as long as this is not rendered inappropriate as a basis for translation by major fluctuations in the exchange rate during the period;
- unrealized gains and losses arising from the translation of the financial statements of foreign subsidiaries are recorded under translation adjustment in other comprehensive income that may subsequently be recycled to income.

3.1.2.2 Foreign currency transactions

General principle

Transactions carried out in a currency other than Valeo's functional currency are translated using the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in a foreign currency are translated at the year-end exchange rate. Non-monetary assets and liabilities denominated in a foreign currency are recognized at the historical exchange rate prevailing at the transaction date.

Differences arising from the translation of foreign currency transactions are generally recognized in income.

Net investment

Certain foreign currency loans and borrowings are considered in substance to be an integral part of the net investment in a subsidiary whose functional currency is not the euro when settlement is neither planned nor likely to occur in the foreseeable future. The foreign currency gains and losses arising on these loans and borrowings are recorded under translation adjustment in other comprehensive income for their net-of-tax amount. This specific accounting treatment applies until the disposal of the net investment, or when partial or full repayment of these loans or borrowings is highly probable.

When the net investment is derecognized, the translation adjustment arising after said date is taken to other financial income and expenses in the consolidated statement of income. Translation adjustments previously recognized in other comprehensive income are only recycled to income when the foreign operation is partially or fully disposed of. The Group examines whether these partial or full repayments of loans or borrowings equate to a partial or full disposal of the subsidiary.

3.1.3 Business combinations

Business combinations are accounted for using the acquisition method, whereby:

- the cost of a combination is determined at the acquisition-date fair value of the consideration transferred, including any contingent consideration. After the measurement period, any subsequent changes in the fair value of contingent consideration is recognized in income or in other comprehensive income as appropriate, in accordance with the applicable standards;
- the difference between the consideration transferred and the acquisition-date fair value of the net identifiable assets acquired and liabilities assumed is classified as goodwill within assets in the statement of financial position.

Adjustments to the provisional fair value of identifiable assets acquired and liabilities assumed resulting from independent analyses in progress or supplementary analyses are recognized as a retrospective adjustment to goodwill if they are made within 12 months of the acquisition date ("measurement period") and result from facts and circumstances that existed as of that date. The impact of any adjustments made after the measurement period is recognized directly in income as a change of accounting estimate.

Intangible assets may be recognized in respect of customer relationships that correspond in substance to contracts in progress at the date control is acquired and/ or to relationships with regular customers of the acquired entity (opportunity to enter into new contracts). These intangible assets are measured based on the "excess earnings" method, whereby the value of the intangible asset corresponds to the present value of the cash flows generated by this asset, less a capital charge representing a return on the other assets concerned. Intangible assets may also be recognized in respect of patented or unpatented technologies and trademarks. These assets are measured based on the "royalties" method or "replacement cost" method.

For each business combination in which the acquirer holds less than 100% of the equity interests in the acquiree at the acquisition date, the amount of the non-controlling interest is measured:

- either at fair value: in this case, goodwill is recognized on the non-controlling interest ("full goodwill method");
- or at the proportionate share in the recognized amounts of the acquiree's net identifiable assets, in which case goodwill is recognized only on the interest acquired ("partial goodwill method").

Costs directly attributable to the combination are included within other income and expenses in the period in which they are incurred.

Adjustments to contingent consideration in a business combination are measured at the acquisition-date fair value, even if the consideration is not expected to materialize. After the acquisition date, changes to the estimated fair value of contingent consideration involve an adjustment to goodwill only if they are made within the measurement period (up to 12 months after the date of the combination) and result from facts and circumstances that existed as of that date. In all other cases, such changes are recognized in income or in other comprehensive income as appropriate, in accordance with the applicable standard.

In a business combination achieved in stages, the Group's previously-held interest in the acquiree is remeasured at its acquisition-date fair value in income. To determine goodwill at the acquisition date, the fair value of the consideration transferred (e.g., price paid) is increased by the fair value of any interest previously held by the Group. The amount previously recognized within other comprehensive income in respect of the previously-held interest is recycled to the statement of income.

3.1.4 Transactions involving non-controlling interests

Changes in transactions involving non-controlling interests that do not result in a change of control are recognized in equity. In particular, in the event of an acquisition of additional shares in an entity already controlled by the Group, the difference between the acquisition price of the shares and the additional interest acquired by the Group in consolidated equity is recorded in stockholders' equity. The value of the entity's identifiable assets and liabilities (including goodwill) for consolidation purposes remains unchanged.

3.1.5 Assets and liabilities held for sale and discontinued operations

When the Group expects to recover the value of an asset or a group of assets through its sale rather than through continuing use, such assets are presented separately under assets held for sale in the statement of financial position. Any liabilities related to such assets are presented on the liabilities held for sale line in the statement of financial position. Assets classified as held for sale are valued at the lower of their carrying amount and their estimated sale price less costs to sell, and are therefore no longer subject to depreciation and amortization.

In accordance with IFRS 5, a discontinued operation is a component of an entity that has either been disposed of or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the date of sale or at an earlier date if the business meets the criteria to be recognized as an asset held for sale. Income or losses generated by these operations, as well as any capital gains or losses on disposal, are presented net of tax on a separate line of the statement of income. To provide a meaningful year-on-year comparison, the same treatment is applied to these items in the previous year.

For assets relating to operations that have not been classified as discontinued, any related impairment losses or proceeds from their disposal are recognized through operating income.

3.2 Changes in the scope of consolidation

3.2.1 Transactions completed during the year

On December 25, 2020, Ichikoh signed a sales agreement on a portion of its stake in Life Elex, thereby reducing its interest in the company from 59.1% to 14.9%. The sale was completed at end-June 2021. The business represented sales of 8 million euros in 2021, versus 15 million euros in 2020.

In addition, Valeo sold its Lighting business in Brazil at end-April 2021. The business represented sales of 9 million euros in 2021, versus 23 million euros in 2020.

In September 2021, Valeo sold its entire stake in Nitto Manufacturing Co. Ltd.

These three transactions resulted in an overall capital loss of 10 million euros in 2021 which was recorded in other income and expenses (see Note 5.6.2.1, page 354).

The Group acquired 21% of Huada Automotive Air Conditioner (Hunan) Co. Ltd's share capital, bringing its stake to 66%. The company has been fully consolidated by Valeo since October 31, 2021, the date on which the Group acquired control. The business represented consolidated sales of 5 million euros in 2021.

Valeo Samsung Thermal Systems Co. Ltd, which was previously fully consolidated, has been accounted for using the equity method since September 2021 following a change in its governance structure (see Note 5.5.3.2, page 351). The business represented 42 million euros in sales in the Group's consolidated statement of income for the first eight months of 2021, compared with 50 million euros for the year ended December 31, 2020.

On December 10, 2021, Valeo acquired a controlling interest in Asaphus Vision GmbH. It now holds a 60% stake along with a call option for the remaining share capital, worth 5 million euros. The Group's share in the company's earnings for the year ended December 31, 2021 is presented within share in net earnings (losses) of equity-accounted companies in the Group's consolidated statement of income (see Note 9.1.2.2, page 384).

On December 16, 2020, STEC notified Valeo of its decision to exercise its put option on its entire stake in Valeo Shanghaï Automotive Electric Motors & Wiper Systems Co. Ltd. At that date, STEC held 27% of the Chinese joint venture's share capital. The exercise price was determined at 55 million euros. The exercise of this option had no impact on the Group's net cash position in 2021, but resulted in the recognition of a short-term liability of 55 million euros (see Note 9.1.2.2, page 384).

3.2.2 Subsequent events

On February 9, 2022, Valeo announced that it had signed an agreement with Siemens to acquire Siemens' 50% stake in Valeo Siemens eAutomotive. After July 1, 2022, 100% of Valeo Siemens eAutomotive will be integrated within Valeo's Powertrain Systems Business Group.

3.3 Off-balance sheet commitments relating to the scope of consolidation

3.3.1 Commitments given

3.3.1.1 Put option granted in respect of Detroit Thermal Systems

Valeo and V. Johnson Enterprises set up Detroit Thermal Systems in 2012. At December 31, 2021, Valeo and V. Johnson Enterprises had respective 49% and 51% interests in this company.

V. Johnson Enterprises has a put option that may be exercised if certain contractually defined events – not relating to a level of earnings – occur. For example, the option is exercisable in the event that Valeo is unable to contribute to the financing of the venture or if it sells all or part of its interest to a third party. If the put is exercised, all of the shares owned by V. Johnson Enterprises at that time will be sold to Valeo, with the price to be determined according to the provisions of the agreement defining the company's governance arrangements.

3.3.1.2 Other commitments given

No other commitments had been given at December 31, 2021. In 2020, other commitments given related to guarantees granted by Valeo in connection with divestments and amounted to 5 million euros.

3.3.2 Commitments received

Commitments received totaled 50 million euros at December 31, 2021 (56 million euros at December 31, 2020) and mainly correspond to guarantees granted to Valeo in connection with its acquisition of gestigon.

NOTE 4 SEGMENT REPORTING

In accordance with IFRS 8 – "Operating Segments", the Group's segment information below is presented on the basis of internal reports that are reviewed by the Group's General Management in order to allocate resources to the segments and assess their performance. General Management represents the chief operating decision maker within the meaning of IFRS 8.

Four reportable segments have been identified, corresponding to Valeo's organization into Business Groups. There is no aggregation of operating segments.

The Group's four reportable segments are:

- Comfort & Driving Assistance Systems, which has three Product Groups: Driving Assistance, Connected Cars and Intuitive Interior Controls. Drivers now want their car to form an integral part of their digital lives. At the same time, the regulatory environment demands ever safer vehicles, with automated driving now a reality thanks to increasingly affordable technology. The Comfort & Driving Assistance Systems Business Group focuses on intuitive controls, connectivity and automated driving solutions, making mobility safer and more comfortable for all;
- Powertrain Systems, comprising three Product Groups: Powertrain Electrification Systems, Transmission Systems and Powertrain Actuators. This Business Group is at the heart of the vehicle electrification revolution. Combining the expertise of the Business Group's three Product Groups, Valeo manufactures comprehensive, integrated electric powertrain solutions as well as a range of products for cleaner thermal engines;
- Thermal Systems, comprising five Product Groups: Thermal Climate Control, Thermal Powertrain, Thermal Compressor, Thermal Front End and Thermal Commercial Vehicles. The strategic objectives of the Thermal Systems Business Group address the emerging challenges facing the automotive industry in two fields: intelligent management of thermal systems for all electric vehicles, and passenger health and well-being;
- Visibility Systems, comprising two Product Groups and one Product Line: the Lighting Systems Product Group, the Wiper Systems Product Group and the Electronics for Visibility Systems Product Line. The Visibility Systems Business Group designs and produces innovative, efficient and smart exterior and interior lighting, wiper and sensor cleaning systems to support the driver in all driving situations. These systems enable all vehicles, including automated vehicles, to drive in all conditions and create a highly immersive experience for all vehicle passengers.

Each of these Business Groups is also responsible for production and for some of the distribution of products in the aftermarket segment. A significant portion of income and expenses for Valeo Service, which almost exclusively sells products manufactured by the Group, is reallocated among the Business Groups identified. The external trading operations of Valeo Service and the Top Column Module business are presented within "Other", along with the holding companies and eliminations between the four operating segments.

4.1 Key segment performance indicators

The key performance indicators for each segment as presented in the tables below are as follows:

- sales;
- EBITDA, which corresponds to (i) operating margin before depreciation, amortization and impairment losses (included in operating margin) and the impact of government subsidies and grants on non-current assets, and (ii) net dividends received from equity-accounted companies;
- Research and Development expenditure;
- investments in property, plant and equipment and intangible assets;
- segment assets, comprising property, plant and equipment and intangible assets (including goodwill), investments in equity-accounted companies and inventories.

5

2021

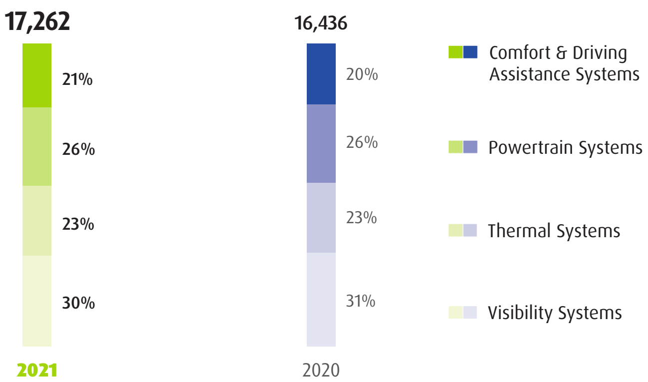
(in millions of euros)	Comfort & Driving Assistance Systems	Powertrain Systems	Thermal Systems	Visibility Systems	Other	Total
Sales						
• segment (excluding Group)	3,396	4,528	3,869	5,038	431	**17,262**
• intersegment (Group)	21	123	57	56	(257)	**—**
EBITDA	**587**	**566**	**428**	**675**	**52**	**2,308**
Research and Development expenditure	(554)	(299)	(253)	(359)	(45)	**(1,510)**
Investments in property, plant and equipment and intangible assets	494	306	264	406	95	**1,565**
Segment assets	2,848	3,310	2,671	2,862	290	**11,981**

2020

(in millions of euros)	Comfort & Driving Assistance Systems	Powertrain Systems	Thermal Systems	Visibility Systems	Other	Total
Sales						
• segment (excluding Group)	3,204	4,223	3,650	4,957	402	**16,436**
• intersegment (Group)	24	147	53	67	(291)	**—**
EBITDA	**412**	**409**	**247**	**435**	**2**	**1,505**
Research and Development expenditure	(676)	(287)	(275)	(422)	(35)	**(1,695)**
Investments in property, plant and equipment and intangible assets	389	344	362	424	39	**1,558**
Segment assets	2,548	3,317	2,586	2,830	181	**11,462**

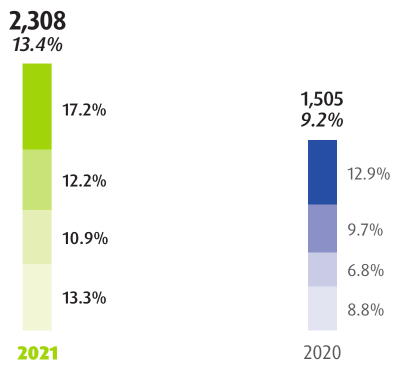
Sales by Business Group (including intersegment sales)

(in millions of euros and as a % of sales)



EBITDA by Business Group

(in millions of euros and as a % of sales)



4.2 Reconciliation with Group data

EBITDA is used by Management to monitor and track Business Group performance (see Note 4.1, pages 341 to 342) and to decide how to allocate resources. The table below reconciles EBITDA with consolidated operating margin:

(in millions of euros)	2021	2020
Operating margin	**699**	**(372)**
Depreciation and amortization of property, plant and equipment and intangible assets, and impairment losses[1]	1,613	1,869
Impact of government subsidies and grants on non-current assets recognized in the statement of income	(21)	(20)
Dividends paid by equity-accounted companies	17	28
EBITDA	**2,308**	**1,505**
as a % of sales	*13.4%*	*9.2%*

(1) Impairment losses recorded in operating margin only.

Total segment assets reconcile to total Group assets as follows:

(in millions of euros)	December 31, 2021	December 31, 2020
Segment assets	**11,981**	**11,462**
Accounts and notes receivable	2,377	2,674
Other current assets	664	508
Taxes receivable	27	30
Financial assets	3,260	3,711
Deferred tax assets	526	440
Assets held for sale	—	22
TOTAL GROUP ASSETS	**18,835**	**18,847**

4.3 Reporting by geographic area

Non-current assets consist of property, plant and equipment, intangible assets (excluding goodwill) and investments in equity-accounted companies. Goodwill balances cannot be broken down by geographic area as they are allocated to Business Groups that operate in several geographic areas.

2021

(in millions of euros)	External sales by market	Sales by production area	Non-current assets
France	960	2,530	1,077
Other European countries and Africa	7,012	5,808	2,811
North America	3,116	3,120	1,061
South America	418	343	26
Asia	5,756	6,021	2,466
Eliminations	—	(560)	(2)
TOTAL	**17,262**	**17,262**	**7,439**

2020

(in millions of euros)	External sales by market	Sales by production area	Non-current assets
France	908	2,508	925
Other European countries and Africa	6,811	5,594	2,816
North America	3,020	3,128	1,093
South America	314	255	29
Asia	5,383	5,513	2,508
Eliminations	—	(562)	(3)
TOTAL	**16,436**	**16,436**	**7,368**

NOTE 5 OPERATING DATA

5.1 Sales

For each automotive project, the three main typically identified promises made by Valeo to an automaker are:

- Product Development, which includes determining the intrinsic technical features of parts and those related to the relevant production process. This promise is usually considered to be related to the Supply of Parts; any contributions from customers in respect of Product Development are therefore recognized in sales over the period of series production as the promise to deliver the parts is fulfilled, within a period of four years. However, the accounting treatment applied may vary based on each project's specific contractual or operational features;
- Supply of Tooling such as molds and other equipment used to manufacture parts:
  - for certain businesses, the supply of molds may be considered to be a distinct promise in view of the manner in which control is transferred. In such cases, sales are recognized at the start of series production for the project,
  - the supply of other equipment used to manufacture parts is considered to be related to the Supply of Parts. Any contributions received in this respect are therefore deferred and recognized over the duration of the manufacturing phase of the project as the promise to deliver the parts is fulfilled, within a period of four years;
- Supply of Parts, sales of which are recognized when control of the parts is transferred to the customer, i.e., generally upon delivery.

In this respect, sales primarily include sales of finished goods and all tooling revenues and customer contributions to Research and Development expenditure and prototypes. Sales are measured at the fair value of the consideration receivable, net of any trade discounts and volume rebates and excluding any VAT or other taxes.

Under specific contracts, analysis of the relationship with the end customer leads Valeo to consider that it acts as agent when it supplies said end customer with "imposed" components. As such, the transactions in which Valeo acts as agent are recognized based on their net amount. This business model primarily concerns the Thermal Front-End operations of the Thermal Systems Business Group.

The price reductions granted upstream to automakers are deferred in the consolidated statement of financial position at the time of payment and subsequently deducted from sales and reported under income on a straight-line basis as from the start of volume production.

In general, customers award Valeo contracts to supply all the parts required for a specific project. Estimated future volumes cannot be included in the order book as defined by IFRS 15 until the customer has placed an order for a firm volume. Accordingly, disclosure of this information is not considered relevant.

Group sales rose 5.0% to 17,262 million euros in 2021, from 16,436 million euros in 2020.

Changes in exchange rates had a negative 1.1% impact, relating mainly to the depreciation of the euro against the US dollar and the Japanese yen, while changes in the scope of consolidation during the year had an unfavorable 0.2% impact. Like for like (comparable Group structure and exchange rate basis), consolidated sales for 2021 advanced by 6.3% compared with 2020.

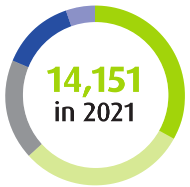
5.1.1 Sales by type

Sales can be analyzed by type as follows:

(in millions of euros)	2021	2020
Original equipment	14,151	13,810
Aftermarket	2,068	1,748
Other	1,043	878
SALES	**17,262**	**16,436**

5.1.2 Original equipment sales by customer portfolio

Original equipment sales can be analyzed by customer portfolio as follows:



(in millions of euros)	2021	2020
33% - Asian automakers	4,712	4,465
30% - German automakers	4,263	4,175
18% - US automakers	2,572	2,597
14% - French automakers	1,890	1,756
5% - Other	714	817
ORIGINAL EQUIPMENT SALES	**14,151**	**13,810**

5.2 Accounts and notes receivable

Accounts and notes receivable are current financial assets which are initially recognized at fair value and subsequently carried at amortized cost, less any accumulated impairment losses. The fair value of accounts and notes receivable is deemed to be their nominal amount, since payment periods are generally less than three months.

Accounts and notes receivable may be written down for impairment. Impairment is recognized when it is probable that the receivable will not be recovered and when the amount of the loss can be measured reliably. The Group uses two impairment testing methods:

- impairment estimated taking into account historical loss experience, the age of the receivables, and a detailed risk assessment;
- impairment estimated taking into account customer credit risk.

Impairment losses are recognized in operating income or in other financial income and expenses if they relate to a credit risk on a debtor.

Accounts and notes receivable may be discounted and sold to banks within the scope of recurring or one-off transactions. In accordance with the principles for derecognizing financial assets, an analysis is performed at the time of these transactions to determine the extent to which the risks and rewards inherent to ownership of the receivables have been transferred, particularly in terms of credit, late payment and dilution risks. If the analysis shows that both the contractual rights to receive the cash flows relating to the receivables and substantially all of the risks and rewards have been transferred, the accounts and notes receivable are removed from the consolidated statement of financial position and all of the rights created or retained on transfer are recognized as appropriate.

If this is not the case, the accounts and notes receivable continue to be carried on the consolidated statement of financial position and a debt is recorded to the extent of the discounted amount.

Accounts and notes receivable can be analyzed as follows:

(in millions of euros)	December 31, 2021	December 31, 2020
Accounts and notes receivable, gross	2,399	2,705
Impairment	(22)	(31)
ACCOUNTS AND NOTES RECEIVABLE, NET	**2,377**	**2,674**

At December 31, 2021, Valeo's largest automotive customer accounted for 11% of the Group's accounts and notes receivable (13% at December 31, 2020).

The average days' sales outstanding stood at 41 days at December 31, 2021, compared to 45 days at December 31, 2020.

The table below presents an aged analysis of accounts and notes receivable at the end of the reporting period:

(in millions of euros)		December 31, 2021	December 31, 2020
94.6%	- Not yet due	2,270	2,528
2.3%	- Less than 1 month past due	55	75
2.3%	- More than 1 month but less than 1 year past due	56	75
0.8%	- More than 1 year past due	18	27
	ACCOUNTS AND NOTES RECEIVABLE, GROSS	**2,399**	**2,705**

Gross accounts and notes receivable not yet due and less than one month past due at December 31, 2021 totaled 2,270 million euros and 55 million euros, respectively, and represented 97% of total gross accounts and notes receivable (96% at end-December 2020). Past due receivables were written down in an amount of 22 million euros at December 31, 2021 (31 million euros at December 31, 2020).

Accounts and notes receivable falling due after December 31, 2021, for which substantially all risks and rewards have been transferred and which are no longer carried in assets in the statement of financial position, break down as follows:

(in millions of euros)	December 31, 2021	December 31, 2020
Receivables sold:		
• Recurring sales of receivables	97	118
• Non-recurring sales of receivables	164	179
ACCOUNTS AND NOTES RECEIVABLE SOLD	**261**	**297**
Financial cost	3	3

5.3 Cost of sales

Cost of sales may include insurance indemnities paid out for claims made within the scope of the Group's operations. These claims can relate to product quality issues or property damage. An insurance gain is recognized in the statement of income at the date of the claim if it is demonstrated that the claim is duly covered by a valid insurance policy. If this right is contingent on the subsequent completion of repairs or on the acquisition of new assets (contingent claim), the associated gain should be recognized at the time the aforementioned repairs or acquisitions are made.

Cost of sales can be analyzed as follows:

(in millions of euros)		December 31, 2021	December 31, 2020
56.5%(1)	- Raw materials consumed	(9,741)	(9,620)
12.9%(1)	- Labor(2)	(2,222)	(2,177)
8.1%(1)	- Direct production costs and production overheads	(1,400)	(1,568)
5.0%(1)	- Depreciation, amortization and impairment losses(3)	(859)	(916)
	COST OF SALES	**(14,222)**	**(14,281)**

(1) *As a % of sales.*
(2) *For 2021, as in 2020, government support in connection with short-time working arrangements and job retention schemes in the context of the Covid-19 health crisis is presented as a deduction from personnel expenses for approximately 22 million euros.*
(3) *This amount does not include amortization and impairment charged against capitalized development expenditure, which is recognized in Research and Development expenditure. It includes the impact of government subsidies and grants on non-current production assets (excluding Research and Development) recognized in the statement of income for the year.*

5.4 Inventories

Inventories are stated at the lower of cost and net realizable value. Impairment losses are booked when the probable realizable value of inventories is lower than their cost price.

Inventories of raw materials and goods for resale are carried at purchase cost.

Inventories of finished products and work-in-progress are carried at production cost. Production cost includes the cost of raw materials, supplies and labor used in production, and other direct production and indirect plant costs, excluding overheads not related to production. These costs are determined by the "First-in-First-out" (FIFO) method which, due to the rapid inventory turnover rate, approximates the latest cost at the end of the reporting period.

Tooling specific to a given project is subject to an economic analysis of the contractual relationship with the automaker in order to determine if control of the tooling is transferred to that automaker. Tooling is capitalized in the consolidated statement of financial position (see Note 7.3 "Property, plant and equipment", pages 368 to 371) when Valeo has control of the tooling, or is otherwise carried in inventories (until control is transferred). A provision is made for any potential loss on the tooling contract (corresponding to the difference between the customer's contribution and the cost of the tooling) as soon as the amount of the loss is known.

At December 31, 2021, inventories break down as follows:

	December 31, 2021			December 31, 2020
(in millions of euros)	Gross carrying amount	Impairment	Net carrying amount	Net carrying amount
Raw materials	1,139	(164)	**975**	616
Work-in-progress	237	(42)	**195**	176
Finished goods and supplies	714	(138)	**576**	494
Specific tooling	254	(10)	**244**	296
INVENTORIES, NET	**2,344**	**(354)**	**1,990**	**1,582**

Impairment losses taken against inventories amounted to 354 million euros at December 31, 2021 (334 million euros at December 31, 2020), including an allowance (net of reversals) of 14 million euros during the year. Allowances for impairment of inventories (net of reversals) amounted to 58 million euros in 2020.

5.5 Operating margin including share in net earnings of equity-accounted companies

Operating margin is equal to sales less costs to sell, Research and Development expenditure and selling and administrative expenses.

Operating margin including share in net earnings of equity-accounted companies corresponds to operating income before other income and expenses.

In 2021, operating margin including share in net earnings (losses) of equity-accounted companies was a positive 456 million euros, or a positive 2.6% of sales, versus a negative 4.0% of sales in 2020.

Share in net earnings (losses) of equity-accounted companies represented a loss of 243 million euros in 2021 and a loss of 278 million euros in 2020. See Note 5.5.3, pages 350 to 353 for more information.

5.5.1 Research and Development expenditure

5.5.1.1 Capitalized development expenditure

Innovation can be analyzed as either research or development. Research is an activity which can lead to new scientific or technical knowledge and understanding. Development is the application of research findings with a view to creating new products, before the start of commercial production.

Research costs are recognized in expenses in the period in which they are incurred.

Development expenditure is capitalized where the Group can demonstrate that:

- it has the intention and the technical and financial resources to complete the development, evidenced in particular by an engagement letter from the customer stating that Valeo has been chosen as supplier for the project;
- the intangible asset will generate future economic benefits in excess of its carrying amount, i.e., based in particular on whether the project is expected to generate an adequate margin;
- and the cost of the intangible asset can be measured reliably.

Capitalized development expenditure recorded in assets in the statement of financial position therefore corresponds to projects for specific customer applications drawing on approved generic standards or technologies already applied in production. These projects are analyzed on a case-by-case basis to ensure they meet the criteria for capitalization as described above. Costs incurred before the formal decision to develop the product are included in expenses for the period. Costs incurred after the launch of series production are considered production costs.

Capitalized development expenditure related to projects that have not yet resulted in the start of series production is tested for impairment at least once a year and whenever there is an indication that it may be impaired. Following the start of series production, capitalized development expenditure is tested on a case-by-case basis in the event of an onerous contract, or otherwise at the level of the cash-generating units (CGUs) (see Note 7.4, pages 371 to 374).

Capitalized development expenditure is amortized on a straight-line basis over a maximum period of four years as from the start of series production.

Changes in capitalized development expenditure in 2020 and 2021 are analyzed below:

(in millions of euros)	2021	2020
GROSS CARRYING AMOUNT AT JANUARY 1	**4,457**	**4,070**
Accumulated amortization and impairment	(2,624)	(1,990)
NET CARRYING AMOUNT AT JANUARY 1	**1,833**	**2,080**
Capitalized development expenditure	586	598
Disposals	—	(1)
Changes in scope	(1)	—
Impairment	(5)	(305)
Amortization	(536)	(483)
Translation adjustment	56	(58)
Reclassifications	—	2
NET CARRYING AMOUNT AT DECEMBER 31	**1,933**	**1,833**

5.5.1.2 Research and Development expenditure

Research and Development expenditure comprises the costs incurred during the period, including amortization charged against capitalized development expenditure, less research tax credits and the portion of Research and Development subsidies granted to the Group and taken to income.

Research and Development expenditure can be analyzed as follows for 2020 and 2021:

(in millions of euros)	2021	2020
Gross Research and Development expenditure	(1,704)	(1,660)
Subsidies and grants, and other income[(1)]	149	102
Capitalized development expenditure	586	598
Amortization and impairment of capitalized development expenditure[(2)]	(541)	(735)
RESEARCH AND DEVELOPMENT EXPENDITURE	**(1,510)**	**(1,695)**

(1) The impact of French research tax credits, or any other similar tax arrangements in other jurisdictions outside the scope of IAS 12, particularly in the United States in 2021, as well as the impact of the subsidy calculated on the loan taken out with the EIB (see Note 9.1.2.1, pages 380 to 384), are presented on this line.
(2) Impairment losses recorded in operating margin only.

The Group continued its Research and Development efforts in 2021 in order to fulfill the order intake recorded over the past few years and in line with its strategy geared to products incorporating innovative technologies.

In 2020, the Group recognized impairment losses on capitalized development expenditure in the amount of 305 million euros, of which 53 million euros resulted from the allocation of impairment losses recognized against CGUs and Brazil (see Note 7.4, pages 371 to 374). These losses were mainly the result of a downward revision of the medium-term outlook for global automotive production and the profitability of certain projects under development.

The research tax credit in France is calculated based on certain research expenditure on "eligible" projects and is paid by the French State, regardless of the entity's income tax position. If the company collecting the research tax credit is liable for income tax, the credit will be deducted from its income tax liability. Otherwise, it will be paid by the French State within a period of three years.

The French research tax credit, or any other similar tax provision in other jurisdictions, does not therefore fall within the scope of IAS 12 – "Income Taxes" and is recognized as a deduction from Research and Development expenditure within the Group's operating margin as and when the related costs are taken to income.

The French research tax credit recognized in income for the year totaled 45 million euros in respect of 2021 (42 million euros in 2020).

5.5.2 Other current assets

Consistent with the treatment for accounts and notes receivable, amounts receivable in respect of the French research tax credit or the former CICE tax credit (*Crédit d'Impôt pour la Compétitivité et l'Emploi*) as well as VAT credits may be discounted and sold to banks. By analogy, the Group has applied the principles for derecognizing financial assets. An analysis is performed to determine the extent to which the risks and rewards inherent to ownership of the receivables are transferred.

If the analysis shows that substantially all of the risks and rewards are transferred, these receivables are removed from the consolidated statement of financial position. If this is not the case, the receivables continue to be carried on the consolidated statement of financial position and a debt is recorded for the discounted amount.

At December 31, 2021, amounts receivable in respect of the CICE tax credit for 2018 and the French research tax credit for 2018, 2019, 2020 and 2021 are no longer carried in the consolidated statement of financial position.

These receivables were transferred as follows:

- the 2018 CICE tax credit receivable on December 19, 2018 for 16 million euros;
- the 2018 research tax credit receivable on June 25, 2019 for 63 million euros;
- the prospective 2019 research tax credit receivable on December 17, 2019 for 60 million euros, and in June 2020 for the remaining 4 million euros;
- the prospective 2020 research tax credit receivable on December 16, 2020 for 48 million euros, and in June 2021 for the remaining 5 million euros;
- the prospective 2021 research tax credit receivable on December 15, 2021 for 51 million euros.

At December 31, 2021 and December 31, 2020, receivables in respect of the VAT credit in France were sold and, as a result, are no longer recorded in the consolidated statement of financial position. Said receivables represented an amount of 18 million euros at December 31, 2021 versus 22 million euros at December 31, 2020.

The cost of selling these receivables, recognized in cost of net debt for the year, was less than 1 million euros for the Group, compared to 1 million euros in 2020.

In Brazil, the Group's sales are recognized net of ICMS tax. Since 2007, Valeo has been in proceedings with the Brazilian courts to enforce its right to deduct ICMS tax from the basis for calculating PIS and COFINS sales taxes. The Group's position was supported by Brazil's federal supreme court in two complementary rulings handed down on March 15, 2017 and May 13, 2021 stating that the ICMS tax should be excluded from the PIS and COFINS tax base. In July 2021, Valeo was notified of a favorable ruling on its individual claim and recognized a receivable of 421 million reals (66 million euros) from the Brazilian State, against which future social security and tax charges will be offset. This receivable is transferable.

5.5.3 Associates and joint ventures

5.5.3.1 Share in net earnings of equity-accounted companies

(in millions of euros)	2021	2020
Share in net earnings (losses) of associates	(1)	—
Share in net earnings (losses) of joint ventures	(242)	(278)
SHARE IN NET EARNINGS (LOSSES) OF EQUITY-ACCOUNTED COMPANIES	**(243)**	**(278)**

All investments accounted for using the equity method, either joint ventures or associates, contribute to the Group's operations and belong to one of its four operating segments. They are included in the Group's internal reporting within the meaning of IFRS 8 and their operating performance is reviewed at the level of the Business Groups to which they belong. Accordingly, the Group considers it appropriate to recognize the share in net earnings of equity-accounted companies within operating margin.

Share in net earnings losses of associates

(in millions of euros)	2021	2020
Detroit Thermal Systems	(1)	1
Other investments in associates	—	(1)
SHARE IN NET EARNINGS (LOSSES) OF ASSOCIATES	**(1)**	**—**

Share in net earnings of joint ventures

(in millions of euros)	2021	2020
Valeo Siemens eAutomotive	(254)	(258)
CloudMade	—	(32)
Chinese joint ventures	14	13
Other	(2)	(1)
SHARE IN NET EARNINGS (LOSSES) OF JOINT VENTURES	**(242)**	**(278)**

5.5.3.2 Investments in equity-accounted companies

Investments in associates

Changes in the investments in associates caption can be analyzed as follows:

(in millions of euros)	2021	2020
INVESTMENTS IN ASSOCIATES AT JANUARY 1	**22**	**32**
Share in net earnings (losses) of associates	(1)	—
Dividend payments	(2)	(3)
Other movements	—	(7)
Translation adjustment	1	—
INVESTMENTS IN ASSOCIATES AT DECEMBER 31	**20**	**22**

The Group's investments in associates are detailed below:

	Percentage interest *(in %)*		Carrying amount *(in millions of euros)*	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Detroit Thermal Systems	49.0	49.0	7	9
APG-FTE automotive Co. Ltd	49.0	49.0	8	8
Kuantic	33.3	33.3	3	3
Other investments in associates	N/A	N/A	2	2
INVESTMENTS IN ASSOCIATES			**20**	**22**

Investments in joint ventures

Changes in the investments in joint ventures caption can be analyzed as follows:

(in millions of euros)	2021	2020
INVESTMENTS IN JOINT VENTURES AT JANUARY 1	**86**	**120**
Share in net earnings (losses) of joint ventures[1]	24	(8)
Dividend payments	(15)	(25)
Impact of changes in scope of consolidation	(2)	—
Other movements	1	(1)
Translation adjustment	(4)	—
INVESTMENTS IN JOINT VENTURES AT DECEMBER 31	**90**	**86**

(1) *As its share in the losses of Valeo Siemens eAutomotive exceeds its interest in the joint venture, the Group has discontinued recognizing the losses in accordance with IAS 28 and allocates them to other assets held by the Group in the joint venture.*

The Group's investments in joint ventures are detailed below:

	Percentage interest *(in %)*		Carrying amount *(in millions of euros)*	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Valeo Siemens eAutomotive[1]	50.0	50.0	—	—
Chinese joint ventures	N/A	N/A	64	70
CloudMade	50.0	50.0	—	—
Other	N/A	N/A	26	16
INVESTMENTS IN JOINT VENTURES			**90**	**86**

(1) *As its share in the losses of Valeo Siemens eAutomotive exceeds its interest in the joint venture, the Group has discontinued recognizing the losses in accordance with IAS 28 and allocates them to other assets held by the Group in the joint venture.*

5

5.5.3.3 Financial information on equity-accounted companies

This information is presented based on a 100% holding and according to IFRS.

Information for equity-accounted associates and joint ventures is provided on an aggregate basis since the entities are not material taken individually, with the exception of the Valeo Siemens eAutomotive joint venture, for which information is presented separately below.

Associates

Aggregate financial data in respect of associates is set out below:

(in millions of euros)	December 31, 2021	December 31, 2020
Non-current assets	41	45
Current assets	77	80
Non-current liabilities	(23)	(25)
Current liabilities	(70)	(68)

(in millions of euros)	2021	2020
Sales	288	284
Operating expenses	(289)	(276)

Valeo Siemens eAutomotive

Condensed financial data in respect of the Valeo Siemens eAutomotive joint venture is set out below. This data was taken from the joint venture's IFRS financial statements, as adjusted by the Group for the purposes of equity accounting.

The impact of applying the amendments to IAS 37 (see Note 1.1.2, page 333) to the joint venture's financial statements as of January 1, 2022 is currently being assessed, using the same methodology as that applied by the Group.

Under IAS 28, applying these amendments to IAS 37 as of January 1, 2022 will result in an increase in impairment charged against the Group's loans to the Valeo Siemens eAutomotive joint venture of around 170 million euros.

(in millions of euros)	December 31, 2021	December 31, 2020
Non-current assets	923	884
Current assets	374	366
Non-current liabilities	(2,563)	(1,432)
Current liabilities	(268)	(794)

(in millions of euros)	2021	2020
Sales	773	526
Income (loss) from continuing operations	(508)	(516)
Post-tax income (loss) from discontinued operations	—	—
NET INCOME (LOSS) FOR THE YEAR	**(508)**	**(516)**
Other comprehensive income (loss) attributable to owners of the Company	(23)	(1)
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	**(531)**	**(517)**

As its share in the losses of Valeo Siemens eAutomotive exceeds its interest in the joint venture, the Group allocates it to the other components of its share in the joint venture, in accordance with IAS 28. Accordingly, the Group charged 267 million euros against the loans granted to the joint venture in 2021, in addition to the 498 million euros charged in previous years. There was no uncertainty as regards the recoverability of these financial assets at December 31, 2021: an independent expert assessed the joint venture based on the discounted future cash flows projected by its general management in its multi-year business plan (discount rate of 9.15%). A 100-basis point increase in the discount rate used would have no impact on the positions reflected in the Group's financial statements at December 31, 2021.

Joint ventures excluding Valeo Siemens eAutomotive

Aggregate financial data in respect of joint ventures excluding Valeo Siemens eAutomotive is set out below:

(in millions of euros)	December 31, 2021	December 31, 2020
Non-current assets	157	138
Current assets	344	291
Non-current liabilities	64	(56)
Current liabilities	364	(305)

(in millions of euros)	2021	2020
Sales	652	591
Operating expenses	(625)	(567)

5.5.3.4 Transactions with equity-accounted companies (related parties)

The consolidated financial statements include transactions carried out in the normal course of operations between the Group and its associates and joint ventures. These transactions are carried out at arm's length.

Transactions with associates

(in millions of euros)	December 31, 2021	December 31, 2020
Accounts and notes receivable	4	4
Accounts and notes payable	(9)	(6)
Financial receivables/(net debt)	20	20

(in millions of euros)	2021	2020
Sales of goods and services	18	27
Purchases of goods and services	(42)	(34)

Transactions with joint ventures

(in millions of euros)	December 31, 2021	December 31, 2020
Accounts and notes receivable	84	88
Accounts and notes payable	(12)	(22)
Financial receivables/(net debt)	1,111	820

(in millions of euros)	2021	2020
Sales of goods and services	170	204
Purchases of goods and services	(65)	(68)

5.6 Operating income (loss) and other income and expenses

5.6.1 Operating income (loss)

Operating income (loss) includes all income and expenses other than:

- interest income and expense comprising cost of net debt;
- other financial income and expenses;
- income taxes.

In 2021, the Group recorded operating income including share in net earnings (losses) of equity-accounted companies of 406 million euros, versus a loss of 857 million euros in 2020.

5.6.2 Other income and expenses

In order to facilitate interpretation of the statement of income and Group performance, unusual items that are material to the consolidated financial statements are presented separately within operating income under other income and expenses.

This caption mainly includes:

- transaction costs and capital gains and losses arising on changes in the scope of consolidation;
- major litigation and disputes unrelated to the Group's operations (excluding, therefore, the cost of any disputes relating to the quality of products sold, customers, suppliers or contract losses);
- net costs relating to restructuring plans;
- impairment losses on fixed assets chiefly recognized as a result of impairment tests on CGUs and goodwill.

Other income and expenses can be analyzed as follows in 2020 and 2021:

(in millions of euros)	Notes	2021	2020
Transaction costs and capital gains and losses arising on changes in the scope of consolidation	5.6.2.1	(10)	(5)
Claims and litigation	5.6.2.2	(23)	(11)
Restructuring plans	5.6.2.3	(30)	(73)
Reversals of/(additions to) impairment of fixed assets	5.6.2.4	13	(118)
OTHER INCOME AND EXPENSES		**(50)**	**(207)**

5.6.2.1 Transaction costs and capital gains and losses arising on changes in the scope of consolidation

In particular, this item includes the additional impacts of the sale of (i) the Lighting business in Brazil and (ii) Nitto Manufacturing in Japan (see Note 3.2.1, page 340).

5.6.2.2 Claims and litigation

In 2021, this item includes the impacts of various disputes and the related legal advisory costs.

5.6.2.3 Restructuring plans

Restructuring costs for 2021, as in 2020, mainly comprise expenses relating to early retirement plans in Germany and additional costs incurred in connection with restructuring plans launched by the Group in 2019 and 2020 in light of the downturn in the automotive market and the Covid-19 health crisis.

5.6.2.4 Impairment of fixed assets

As a result of the impairment tests carried out on CGUs in 2021, an impairment loss recognized against the Compressors Product Group was reversed in an amount of 12 million euros, thereby increasing the carrying amount of the assets concerned up to the value that would have been determined (net of depreciation and amortization) had no impairment loss been recognized against the CGU. This impairment loss had been recognized in 2016 for a total of 49 million euros (see Note 7.4.2, page 373).

In 2020, the Group recognized impairment losses of 20 million euros against the Air Charging Systems Product Line CGU and 41 million euros against the Top Column Module Product Line CGU. In addition, a non-recurring impairment loss was recognized against the Group's Brazilian assets in an amount of 49 million euros (see Note 7.4.6, page 374). Within the scope of the Group's restructuring plans, impairment losses of 8 million euros were also recognized against assets that were no longer used.

NOTE 6 PERSONNEL EXPENSES AND EMPLOYEE BENEFITS

6.1 Headcount

Including temporary staff, the Group's headcount is as follows:

	2021	2020
Total employees at December 31	103,300	110,300
Average employees during the year	104,500	108,425

6.2 Employee benefits

Employee benefits are measured in accordance with IAS 19. They comprise both short- and long-term benefits.

Group employees are entitled to short-term benefits such as paid annual leave, paid sick leave, bonuses and other benefits (other than termination benefits), payable within 12 months of the end of the period in which the corresponding services are rendered.

These benefits are shown in current liabilities and expensed in the period in which the related service is rendered by the employee.

Long-term benefits cover two categories of employee benefits:

- post-employment benefits, which include statutory retirement bonuses, supplementary pension benefits, and coverage of certain medical costs for retirees and early retirees;
- other long-term benefits payable (during employment), corresponding primarily to long-service bonuses.

Benefits offered to each employee depend on local legislation, collective bargaining agreements, or other agreements in place in each Group entity.

These benefits are broken down into:

- defined contribution plans, under which the employer pays fixed contributions on a regular basis and has no legal or constructive obligation to pay further contributions. These are recognized in expenses based on calls for contributions;
- defined benefit plans, under which the employer guarantees a future level of benefits. An obligation under defined benefit plans (see Note 6.3, pages 356 to 363) is recognized in liabilities in the statement of financial position.

The statement of income presents personnel expenses by function. They include the following items:

(in millions of euros)	2021	2020
Wages and salaries(1)(2)	2,991	3,032
Social security charges	626	599
Share-based payment	28	34
Pension expenses under defined contribution plans	134	110
TOTAL	**3,779**	**3,775**

(1) Including temporary staff.
(2) Government support in connection with short-time working arrangements and job retention schemes in the context of the Covid-19 health crisis represented a total amount of nearly 22 million euros in 2021, presented as a deduction from personnel expenses.

Pension expenses under defined benefit plans are set out in Note 6.3, pages 356 to 363.

Provisions for restructuring plans and employee disputes are set out in Note 8.1, page 376.

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6.3 Provisions for pensions and other employee benefits

As indicated in Note 6.2, page 355, long-term benefits arising under defined benefit plans give rise to an obligation which is recognized in provisions for pensions and other employee benefits.

The pension provision is equal to the present value of Valeo's future benefit obligation less, where appropriate, the fair value of plan assets in funds allocated to finance such benefits. An asset is only recognized on overfunded plans if it represents future economic benefits that are available to the Group.

The provision for other long-term benefits is equal to the present value of the future benefit obligation. The expected cost of these benefits is recorded in personnel expenses over the employee's working life in the Company.

The calculation of these provisions is based on valuations performed by independent actuaries using the projected unit credit method and end-of-career salaries. These valuations incorporate both macroeconomic assumptions specific to each country in which the Group operates (discount rate, increases in salaries and medical costs) and demographic assumptions, including rate of employee turnover, retirement age and life expectancy.

Discount rates are determined by reference to market yields at the valuation date on high-quality corporate bonds with a term consistent with that of the employee benefits concerned.

The effects of differences between previous actuarial assumptions and what has actually occurred (experience adjustments) and the effect of changes in actuarial assumptions (assumption adjustments) give rise to actuarial gains and losses. Actuarial gains and losses arising on long-term benefits payable during employment are recognized immediately in income. However, actuarial gains and losses arising on post-employment benefits are taken directly to other comprehensive income net of deferred tax.

Past service costs resulting from the adoption of a new plan, amendments to an existing plan or amendments to an existing defined benefit plan are recognized immediately in income.

The expense recognized in the statement of income includes:

- service cost for the period, past service costs, actuarial gains and losses arising on long-term benefits payable during employment and the impact of any plan curtailments, amendments or settlements;
- net interest cost on pension obligations recognized in financial income (including the impact of unwinding) and the expected yield on hedging assets.

6.3.1 Description of the plans in force within the Group

The Group has set up a large number of defined benefit plans covering most of its current and former employees. The specific characteristics of these plans (benefit formula, funded status) vary depending on the laws and regulations prevailing in each country in which its employees work. At December 31, 2021, 94% of provisions are related to post-employment benefits, while the remaining 6% cover other long-term benefits.

The main post-employment defined benefit plans concern:

- supplementary pension benefits in Germany, the United States, Japan and the United Kingdom, which top up the statutory pension plans in force in those countries:
  - pension entitlement is calculated based on end-of-career salaries and number of years' service within the Group. Certain plans are pre-funded due to local legal requirements in some countries (United States/South Korea/United Kingdom) or as a result of the choice made by the company on setting up the plan (Japan),
  - most plans in the United States have been frozen and no longer give rise to any additional benefits;
- retirement termination benefits in France or severance benefits in South Korea, Mexico and Italy:
  - these benefits are fixed amounts and are calculated depending on the number of years' service and the employee's annual compensation, either at the retirement date (as in France) or at the date the employee leaves the company for whatever reason (retirement, resignation or redundancy) (as in South Korea, Mexico and Italy);
- health cover during retirement in the United States:
  - Valeo pays into health plans and life insurance plans for certain retired employees in the United States. These plans are not funded and have all been frozen (the last plan was frozen as of January 1, 2012). Accordingly, no additional benefits have since been offered by these plans to plan participants still working for the Group;
- top-up retirement plans for certain Group managers and executives in France:
  - these plans are now closed to new entrants (the last plan in force concerning a specific level of Valeo management (*cadres hors catégorie*) was closed to new entrants on June 30, 2017). With effect from July 3, 2019, no further conditional top-up pension rights may accrue under these defined benefit plans in respect of employment periods beyond January 1, 2020. For retirees, these plans are covered by an insurance company. A provision has been recognized in respect of the related obligation based on the probable present value of the future benefits payable, determined considering the number of years' service at the year-end relative to the number of years' service at retirement, it being specified that the beneficiaries must still finish their careers at Valeo. A new plan that does not include a presence condition was rolled out in 2021 and the impacts are reflected in the consolidated financial statements for rights relating to 2020. The new plan applies with retroactive effect as from January 1, 2020,
  - the portion of the obligation relating to the Group's executive managers is detailed in Note 6.5, page 365.

The table below shows the average duration of the Group's main plans and the employees covered by these plans in each region at December 31, 2021:

	France	Other European countries	North America	Asia	Total
Active Valeo employees	12,247	19,895	12,433	9,400	**53,975**
Active employees having left the Group	—	2,457	910	584	**3,951**
Retirees	4	5,135	5,127	1,500	**11,766**
TOTAL EMPLOYEES	**12,251**	**27,487**	**18,470**	**11,484**	**69,692**
Average duration of post-employment benefit plans *(in years)*	9	19	12	9	**14**

The Group also grants other long-term benefits, chiefly long-service bonuses or loyalty awards in France, Germany, South Korea and Japan.

All of these plans are accounted for as described above.

6.3.2 Actuarial assumptions

The discount rates used for each geographic area are determined by reference to expected benefit payments under the plans and a yield curve based on a diverse basket of investment-grade (AA-rated) corporate bonds. In countries where the market for investment-grade corporate bonds is insufficient, discount rates are determined by reference to the yield on government bonds.

The discount rates used to measure obligations in the countries representing the Group's most significant obligations were as follows:

Country	December 31, 2021	December 31, 2020
Eurozone	1.35	1.00
United Kingdom	1.70	1.70
United States	2.60	2.45
Japan	0.70	1.05
South Korea	2.85	2.55

The weighted average long-term salary inflation rate was around 2% at December 31, 2021, stable compared with December 31, 2020.

The sensitivity of the Group's main obligations to a 0.5-point rise or fall in discount rates and the inflation rate is set out in Note 6.3.7, page 362.

6.3.3 Breakdown and movements in obligations

Pension obligations and provisions break down as follows by major geographic area:

2021

(in millions of euros)	France	Other European countries	North America(1)	Asia	Total
Present value of unfunded obligations	170	547	106	127	**950**
Present value of funded obligations	50	191	416	195	**852**
Market value of plan assets	(15)	(118)	(415)	(211)	**(759)**
NET PROVISIONS RECOGNIZED AT DECEMBER 31, 2021	**205**	**620**	**107**	**111**	**1,043**
Permanent employees at December 31, 2021(2)	12,228	31,875	15,429	20,945	**80,477**

(1) Unfunded pension obligations in North America include medical plans in the United States representing 63 million euros.

(2) Permanent employees shown in the table above do not include permanent staff in South America, for which no obligation was recognized in respect of pensions or other long-term benefits. The Group's pension obligations in North America are significant with regard to the Group's permanent employees in this region, since a large portion of these obligations relates to retired personnel or employees having left the Group.

2020

(in millions of euros)	France	Other European countries	North America(2)	Asia	Total
Present value of unfunded obligations	174	584	102	124	**984**
Present value of funded obligations	51	188	401	205	**845**
Market value of plan assets	(15)	(106)	(386)	(209)	**(716)**
NET PROVISIONS RECOGNIZED AT DECEMBER 31, 2020(1)	**210**	**666**	**117**	**120**	**1,113**
Permanent employees at December 31, 2020(3)	12,502	32,498	15,767	21,394	**82,161**

(1) The data presented for full-year 2020 differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).

(2) Unfunded pension obligations in North America include medical plans in the United States representing 64 million euros.

(3) Permanent employees shown in the table above do not include permanent staff in South America, for which no obligation was recognized in respect of pensions or other long-term benefits. The Group's pension obligations in North America are significant with regard to the Group's permanent employees in this region, since a large portion of these obligations relates to retired personnel or employees having left the Group.

Movements in obligations in 2021 and 2020 are shown in the tables below by major geographic area:

2021

(in millions of euros)	France	Other European countries	North America	Asia	Total
BENEFIT OBLIGATIONS AT JANUARY 1, 2021	**225**	**772**	**503**	**329**	**1,829**
Actuarial gains and losses recognized in other comprehensive income	(10)	(36)	(4)	(3)	**(53)**
Benefits paid	(16)	(23)	(32)	(28)	**(99)**
Translation adjustment	—	5	40	(5)	**40**
Changes in scope	—	—	—	(3)	**(3)**
Expenses (income) for the year:	21	20	15	32	**88**
• *Service cost*	*22*	*16*	*4*	*26*	***68***
• *Interest cost*	*2*	*7*	*11*	*4*	***24***
• *Other*(1)	*(3)*	*(3)*	—	*2*	***(4)***
BENEFIT OBLIGATIONS AT DECEMBER 31, 2021	**220**	**738**	**522**	**322**	**1,802**

(1) "Other" mainly includes actuarial gains and losses recognized immediately in income, past service costs and gains on settlements.

Actuarial gains totaling 53 million euros in 2021 primarily reflect the impacts of an increase in discount rates in most regions of the world.

2020

(in millions of euros)	France	Other European countries	North America	Asia	Total
BENEFIT OBLIGATIONS AT DECEMBER 31, 2019	**283**	**766**	**522**	**362**	**1,933**
Attribution of benefit to periods of service for particular defined benefit plans(3)	(16)	(1)	—	—	**(17)**
BENEFIT OBLIGATIONS AT JANUARY 1, 2020(3)	**267**	**765**	**522**	**362**	**1,916**
Actuarial gains and losses recognized in other comprehensive income	2	14	44	(13)	**47**
Benefits paid	(14)	(22)	(36)	(38)	**(110)**
Translation adjustment	—	(8)	(46)	(13)	**(67)**
Reclassifications(1)	—	—	—	(2)	**(2)**
Expenses (income) for the year:	(30)	23	19	33	**45**
• *Service cost*	*28*	*16*	*4*	*28*	***76***
• *Interest cost*	*2*	*8*	*15*	*4*	***29***
• *Other*(2)	*(60)*	*(1)*	—	*1*	***(60)***
BENEFIT OBLIGATIONS AT DECEMBER 31, 2020(3)	**225**	**772**	**503**	**329**	**1,829**

(1) Obligations relating to Life Elex were reclassified within liabilities held for sale at December 31, 2020 (see Note 3.2.1, page 340).
(2) "Other" mainly includes actuarial gains and losses recognized immediately in income, past service costs and gains on settlements as well as the impacts in France of amendments to retirement plans and long-service bonuses as part of the agreements signed in September 2020 generating a decrease of 63 million euros in provisions for pensions and other employee benefits.
(3) The data presented for full-year 2020 differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).

Actuarial losses totaling 47 million euros in 2020 primarily reflect the impacts of a decrease in discount rates in the different regions of the world.

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6.3.4 Movements in provisions

Movements in provisions in 2021 and 2020, including assets relating to pensions and other employee benefits, are shown in the table below:

(in millions of euros)	France	Other European countries	North America	Asia	Total
NET PROVISIONS AT DECEMBER 31, 2019	**272**	**667**	**157**	**145**	**1,241**
Attribution of benefit to periods of service for particular defined benefit plans(1)	(16)	(1)	—	—	**(17)**
NET PROVISIONS AT JANUARY 1, 2020(1)	**256**	**666**	**157**	**145**	**1,224**
Actuarial gains and losses recognized in other comprehensive income	2	5	(16)	(9)	**(18)**
Amounts utilized during the year	(18)	(22)	(21)	(40)	**(101)**
Translation adjustment	—	(4)	(12)	(6)	**(22)**
Reclassifications(2)	—	—	—	(1)	**(1)**
Expenses (income) for the year:	(30)	21	9	31	**31**
• *Service cost*	*28*	*16*	*4*	*28*	***76***
• *Net interest cost*	*2*	*6*	*5*	*2*	***15***
• *Other*	*(60)*	*(1)*	—	*1*	***(60)***
NET PROVISIONS AT DECEMBER 31, 2020(1)	**210**	**666**	**117**	**120**	**1,113**
Actuarial gains and losses recognized in other comprehensive income	(10)	(40)	(16)	(5)	**(71)**
Amounts utilized during the year	(16)	(23)	(10)	(34)	**(83)**
Translation adjustment	—	(1)	8	(1)	**6**
Changes in scope	—	—	—	2	**2**
Expenses (income) for the year:	21	18	8	29	**76**
• *Service cost*	*22*	*16*	*4*	*26*	***68***
• *Net interest cost*	*2*	*5*	*4*	*1*	***12***
• *Other*	*(3)*	*(3)*	—	*2*	***(4)***
NET PROVISIONS AT DECEMBER 31, 2021	**205**	**620**	**107**	**111**	**1,043**
Of which current portion (less than one year)	37	23	7	15	**82**

(1) The data presented for full-year 2020 differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).

(2) Provisions relating to Life Elex were reclassified within liabilities held for sale at December 31, 2020 (see Note 3.2.1, page 340).

An expense of 76 million euros was recognized in 2021 in respect of pensions and other employee benefits (up compared to 2020); 61 million euros were included in operating margin and 15 million euros in other financial income and expenses. This increase is mainly due to past service costs resulting from amendments to retirement plans and long-service bonuses in France as part of the agreements signed in September 2020.

6.3.5 Breakdown and movements in plan assets

The breakdown of plan assets at December 31, 2021 and 2020 is shown in the tables below:

2021

(in millions of euros)	France	Other European countries(1)	North America	Asia(1)	Total
Cash at bank	—	1	4	79	**84**
Shares	15	46	162	28	**251**
Government bonds	—	46	187	72	**305**
Corporate bonds	—	23	62	28	**113**
Real estate	—	2	—	2	**4**
Other	—	—	—	2	**2**
BREAKDOWN OF PLAN ASSETS AT DECEMBER 31, 2021	**15**	**118**	**415**	**211**	**759**

(1) *At December 31, 2021, plans in Japan, South Korea and Europe were overfunded, with the fair value of the plan assets exceeding the amount of the obligation. The Group therefore recognized non-current financial assets for the amount of the surplus, i.e., 29 million euros, as it considers the right to a refund is unconditional for each plan within the meaning of IFRIC 14.*

2020

(in millions of euros)	France	Other European countries(1)	North America	Asia(1)	Total
Cash at bank	—	1	4	85	**90**
Shares	15	41	150	24	**230**
Government bonds	—	42	174	62	**278**
Corporate bonds	—	19	58	35	**112**
Real estate	—	—	—	3	**3**
Other	—	3	—	—	**3**
BREAKDOWN OF PLAN ASSETS AT DECEMBER 31, 2020	**15**	**106**	**386**	**209**	**716**

(1) *At December 31, 2020, plans in Japan, South Korea and Europe were overfunded, with the fair value of the plan assets exceeding the amount of the obligation. The Group therefore recognized non-current financial assets for the amount of the surplus, i.e., 19 million euros, as it considers the right to a refund is unconditional within the meaning of IFRIC 14.*

These assets are managed by specialized asset management companies.

In managing the risk arising on these assets, the diversification of the funds among the different asset classes (equities, bonds, cash equivalents or other) is defined by the investment committees or trustees specific to each country concerned, acting on recommendations from external advisors. Asset allocation decisions depend on the market outlook and the characteristics of the pension obligations. These committees carry out regular reviews of the investments made and of their performance.

The Group is not exposed to margin calls on its pension obligations due to the nature of its plan assets.

Movements in the value of plan assets in 2021 and 2020 can be analyzed as follows:

2021

(in millions of euros)	France	Other European countries	North America	Asia	Total
PLAN ASSETS AT JANUARY1, 2021	**15**	**106**	**386**	**209**	**716**
Expected return on plan assets	—	2	7	3	**12**
Contributions paid to external funds	6	4	2	19	**31**
Benefits paid	(6)	(4)	(24)	(13)	**(47)**
Actuarial gains and losses	—	4	12	2	**18**
Translation adjustment	—	6	32	(4)	**34**
Changes in scope	—	—	—	(5)	**(5)**
PLAN ASSETS AT DECEMBER 31, 2021	**15**	**118**	**415**	**211**	**759**

The increase in the fair value of plan assets in 2021 is chiefly attributable to a good fund performance. The actual return on plan assets in the year was 30 million euros, driven by the positive impact of a stronger US dollar.

Contributions totaling 31 million euros were paid to external funds in 2021, down 20 million euros compared to estimates. Contributions are estimated at 18 million euros for 2022.

2020

(in millions of euros)	France	Other European countries	North America	Asia	Total
PLAN ASSETS AT JANUARY1, 2020	**11**	**99**	**365**	**217**	**692**
Expected return on plan assets	—	2	10	2	**14**
Contributions paid to external funds	4	4	11	21	**40**
Benefits paid	—	(4)	(26)	(19)	**(49)**
Actuarial gains and losses	—	9	60	(4)	**65**
Translation adjustment	—	(4)	(34)	(7)	**(45)**
Reclassifications(1)	—	—	—	(1)	**(1)**
PLAN ASSETS AT DECEMBER 31, 2020	**15**	**106**	**386**	**209**	**716**

(1) *Assets relating to Life Elex were deducted from the related obligations and the net provision was reclassified within liabilities held for sale at December 31, 2020 (see Note 3.2.1, page 340).*

The increase in the fair value of plan assets in 2020 was chiefly attributable to a good fund performance. The actual return on plan assets in the year was 79 million euros, offset by the adverse impact of fluctuations in the US dollar.

6.3.6 Data for previous years

Benefit obligations, financial assets and actuarial gains and losses for previous years can be analyzed as follows:

(in millions of euros)	2021	2020(1)	2019	2018	2017
Benefit obligations	1,802	1,829	1,933	1,768	**1,750**
Financial assets	(759)	(716)	(692)	(617)	**(619)**
NET BENEFIT OBLIGATIONS	**1,043**	**1,113**	**1,241**	**1,151**	**1,131**
Actuarial (losses) gains recognized in other comprehensive income	71	18	(94)	(18)	69

(1) *The data presented for full-year 2020 differs from that presented in the 2020 consolidated financial statements published in February 2021 since it has been adjusted to reflect the impacts of retrospectively applying IFRIC interpretations relating to the periods of service to which an entity attributes benefit for particular defined benefit plans, as from January 1, 2020, with restatement of comparative periods (see Note 1.1.1, page 332).*

Actuarial gains and losses recognized in other comprehensive income in 2021 reflected:

- 58 million euros in actuarial gains on changes in financial assumptions, chiefly due to the rise in discount rates in the United States, South Korea and the eurozone, partially offset by lower discount rates in Japan;
- 5 million euros in actuarial losses resulting from experience adjustments;
- 18 million euros in actuarial gains arising on the return on plan assets.

6.3.7 Sensitivity of obligations

The discount rates and inflation rates applied in each geographic area or country have a significant impact on the amount of the Group's benefit obligations.

A 0.5-point increase or decrease in these rates would have the following impact on the projected benefit obligation at December 31, 2021:

(in millions of euros)	France	Other European countries	North America	Asia	Total
Discount rate					
Impact of a 0.5-point increase	(10)	(66)	(29)	(13)	**(118)**
Impact of a 0.5-point decrease	10	71	31	13	**125**
Salary inflation rate					
Impact of a 0.5-point increase	9	1	2	5	**17**
Impact of a 0.5-point decrease	(10)	(1)	(2)	(5)	**(18)**

At December 31, 2021, the value of the Group's benefit obligation is less sensitive to changes in the salary inflation rate than to changes in the discount rate, particularly in the United States and the United Kingdom. This is due to the existence of plans that have now been frozen and that only bear obligations in relation to the Group's former employees.

Changes in the discount and inflation rates only have a limited impact on 2021 service cost. A 0.5-point decrease in the discount rate would lead to an additional expense of 3 million euros, while a 0.5-point increase in the discount rate would reduce the expense by 3 million euros.

6.3.8 Estimated payouts over the next ten years

Payouts due over the next ten years by the Group in respect of pension plans and other employee benefits can be estimated as follows:

(in millions of euros)	France	Other European countries	North America	Asia	Total
2022	33	18	7	9	**67**
2023	15	19	6	9	**49**
2024	9	20	7	7	**43**
2025	13	21	7	9	**50**
2026	14	23	7	10	**54**
2027/2031	103	122	43	49	**317**
TOTAL	**187**	**223**	**77**	**93**	**580**

6.4 Share-based payment

Some Group employees receive equity-settled compensation in the form of share-based payment.

Free share plans

The fair value of the benefit granted to employees within the scope of free share plans is estimated based on the share price at the grant date, taking into account a discount corresponding to the dividends forfeited over the vesting period and a discount to reflect the lock-up period requirement, calculated using the approach set out in the French national accounting board's (CNC) December 2004 statement.

The overall cost of equity-settled plans is calculated and fixed at the grant date of the plan concerned. The number of instruments that Valeo expects to remit to beneficiaries factors in the turnover of the beneficiary populations concerned by each plan.

Since the final allotment of free shares is subject to a presence condition, this personnel expense is recognized against equity on a straight-line basis over the vesting period of the rights. The Group periodically reviews the number of free shares to be allotted in light of expectations as regards the achievement of performance conditions. Where appropriate, the consequences of revising the number of free shares are reflected in the statement of income. The number of free shares that may be allotted based on total shareholder return (TSR) is determined on the date on which the plan is approved by the Board of Directors.

Free shares are included in the calculation of diluted earnings per share, as described in Note 11.2, page 398.

An expense of 28 million euros was recognized in 2021 in respect of free share plans, compared to an expense of 34 million euros in 2020.

6.4.1 Free share plans

The terms and conditions of the shareholder-approved employee free share plans operated by the Valeo Group at December 31, 2021 were as follows:

Year in which plan was set up	Number of free shares authorized	of which subject to conditions(1)	December 31, 2021	Year of vesting(2)
2017	1,012,043	466,551	162,517	2020/2021/2022
2018	1,234,623	570,123	678,384	2021/2022/2023
2019	1,699,281	779,496	1,296,185	2022/2024
2020	2,342,306	1,134,116	1,965,100	2023/2025
2021	2,070,829	904,339	1,621,498	2024/2026
TOTAL	**8,359,082**	**3,854,625**	**5,723,684**	

(1) *These free shares are subject to the Group meeting performance conditions over the three years following their allotment, with the exception of the 2017 and 2018 plans, for which it has been decided that the assessment period for the performance conditions subject to which the performance shares will vest to their beneficiaries will only be effective after a period of four years following their allotment, with no holding period.*

(2) *The year of vesting varies depending on the country in which the beneficiaries of plans set up prior to 2019 are resident. For the 2019 to 2021 plans, only free shares allotted to the Chairman and Chief Executive Officer and Deputy Chief Executive Officer are subject to a two-year holding period.*

The main data and assumptions underlying the valuation of the 2021 free share plan at fair value were as follows:

Free shares	2021	
	Chairman and Chief Executive Officer and Deputy Chief Executive Officer	Other employees
Share price at authorization date *(in euros)*	26.5	26.5
Risk-free rate *(in %)*	(0.41)	(0.42)
Dividend rate *(in %)*	4.5	N/A
FAIR VALUE OF EQUITY INSTRUMENTS *(IN EUROS)*	**22.4**	**24.0**

6.4.2 Movements in free share plans

Movements in free share plans in 2021 are detailed below:

	Number of free shares
FREE SHARES OUTSTANDING AT JANUARY 1, 2021	**4,973,207**
Free shares granted	1,854,433
Free shares canceled	(317,551)
Free shares expired	(104,846)
Free shares remitted	(603,341)
Free shares – Changes related to performance conditions	(78,218)
FREE SHARES OUTSTANDING AT DECEMBER 31, 2021	**5,723,684**

6.4.3 Employee share ownership plan: Shares4U

In countries that meet the Group's eligibility criteria and where permitted by local laws and regulations, Valeo offers eligible employees the opportunity to become shareholders through an employee share issue carried out specifically for this purpose.

As has been the case since 2016, a new standard plan was offered to employees during second-half 2021, under which they could subscribe to Valeo shares directly or through a Company mutual fund, at a subscription price set by the Group's Chairman and Chief Executive Officer acting on the authority of the Board of Directors on September 17, 2021. The subscription price of 18.73 euros corresponds to the average of the Group's opening share price on the 20 trading days preceding the date of the decision, less a 20% discount. The shares are locked up for five years (except in the case of an early release event provided for by the applicable local law).

Employees bear the risk of fluctuations in the share price relative to the subscription price.

By subscribing to shares within the scope of the Group Employee Savings Plan (*Plan d'Epargne de Groupe* – PEG), employees can benefit from a contribution from their employer. Outside France, employees are allotted free shares subject to certain conditions, governed by the regulations applicable to the Group-approved free share plan. The free shares allotted are existing Valeo shares repurchased on the market.

In all, 857,378 shares were subscribed at a price of 18.73 euros each, representing a 16 million euros capital increase on November 16, 2021 (see Note 11.1, page 397).

The cost of this plan was estimated in accordance with the CNC statement, taking into account the applicable five-year lock-up period for employees.

The assumptions used to value the equity instruments were as follows:

	2021	2020
Date rights granted	October 8	October 9
Reference price *(in euros)*	25.85	27.01
Face value discount *(in %)*	20	20
Subscription price *(in euros)*	18.73	21.61
Beneficiary's 5-year interest rate *(in %)*	5.60	3.75
Risk-free interest rate *(in %)*	(0.14)	(0.44)
Repo rate *(in %)*	0.580	0.320

Including a discount to reflect the lock-up period requirement, the total cost of the Shares4U 2021 plan was 11 million euros, of which 5 million euros was recognized in personnel expenses for 2021 (including social security charges).

6.5 Executive compensation (related party transactions)

The Group's key management personnel include the Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, the members of the Board of Directors, and the members of the Operations Committee. At December 31, 2021, this Committee had 14 members (including the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer).

On October 27, 2020, Valeo's Board of Directors unanimously approved the succession plan for Jacques Aschenbroich, Chairman and Chief Executive Officer. In accordance with the succession plan:

- Jacques Aschenbroich served as Chairman and Chief Executive Officer until January 26, 2022, when he then became Chairman of the Board of Directors of Valeo;
- Christophe Périllat, Group Chief Operating Officer since 2011, was appointed Associate Chief Executive Officer of Valeo as of October 27, 2020, then Deputy Chief Executive Officer as of May 26, 2021, before being appointed Chief Executive Officer of Valeo on January 26, 2022.

The following section sets out the agreements signed and commitments made in favor of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer until January 26, 2022.

Information concerning Jacques Aschenbroich in his capacity as Chairman and Chief Executive Officer until January 26, 2022

Valeo's Board of Directors approved a number of agreements resulting in the Chairman and Chief Executive Officer's eligibility for the following benefits:

- life insurance covering death, disability, or the consequences of any accidents occurring during business travel;
- a defined benefit pension plane falling within the scope of Article L. 137-11 of the French Social Security Code (*Code de la Sécurité sociale*) (the "Closed Plan"), including the option of paying over benefits to the surviving beneficiary in the event of death if the main beneficiary is still working and if the event occurs after the legal voluntary retirement age. The supplementary pension is capped at 20% of the reference end-of-career salary. The reference salary takes into account the basic fixed compensation and the variable compensation received in each year of vesting. Since February 18, 2016, the vesting of additional rights under the Closed Plan has been subject to a performance condition. The extent to which this performance condition is met is assessed each year. In accordance with the PACTE law, no additional rights may vest under the Closed Plan as from January 1, 2020. The vesting of rights under the Closed Plan until that date remains conditional on the presence of Jacques Aschenbroich within Valeo at the time of his retirement;
- a new pension plan (the "New Plan"), effective as of January 1, 2020, which includes the same ceilings and performance conditions as the Closed Plan. Under this New Plan, the rights will vest without condition of presence in the Company at the end of his career.

The non-competition agreement no longer provides for the payment of any compensation, following the Chairman and Chief Executive Officer's decision to waive his right to such compensation in 2019.

Information concerning Christophe Périllat in his capacity as Deputy Chief Executive Officer from May 26, 2021 to January 26, 2022

The Valeo Board of Directors has authorized various agreements to provide the Deputy Chief Executive Officer with benefits in kind, including life insurance covering death, disability or the consequences of any accidents occurring during business travel.

As indicated in Christophe Périllat's compensation policy in his capacity as Deputy Chief Executive Officer, as a Valeo employee he benefited from defined benefit pension plans (one plan which closed on December 31, 2019, and a new commitment falling within the scope of Article L. 137-11-2 of the French Social Security Code, which continued throughout his term of office as Deputy Chief Executive Officer, during which his employment contract was suspended). His employment contract, which was suspended during his term of office as Deputy Chief Executive Officer, also provided for termination benefits and non-compete compensation.

Compensation and other benefits accruing to the members of the Board of Directors and to the members of the Operations Committee can be analyzed as follows:

(in millions of euros)	2021	2020
SHORT-TERM BENEFITS		
• Fixed, variable, exceptional and other compensation	13	14
• Directors' compensation	1	1
OTHER BENEFITS		
• Post-employment benefits	2	9
• Share-based compensation	5	8

At December 31, 2021, provisions included in the Group's statement of financial position in respect of pension obligations accruing to executive managers amounted to 26 million euros, compared with 25 million euros in 2020.

NOTE 7 INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

7.1 Goodwill

Goodwill is initially recognized on business combinations as described in Note 3.1.3, page 338.

Goodwill is not amortized but is tested for impairment at least once a year and whenever there is an indication that it may be impaired. In 2021, impairment tests were carried out as described in Note 7.4, pages 371 to 374.

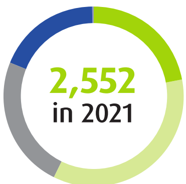
Changes in goodwill in 2021 and 2020 are analyzed below:

(in millions of euros)	2021	2020
NET CARRYING AMOUNT AT JANUARY 1	**2,512**	**2,571**
Acquisitions during the year	14	—
Disposal during the year	(3)	—
Translation adjustment	29	(59)
Other	—	—
NET CARRYING AMOUNT AT DECEMBER 31	**2,552**	**2,512**
Including accumulated impairment losses at December 31	—	—

The increase in goodwill in 2021 mainly reflects the appreciation in the year-end exchange rate of the US dollar (27 million euros) and the Chinese renminbi (10 million euros) against the euro between December 31, 2020 and December 31, 2021. These impacts were partially offset by the depreciation in the Japanese yen (10 million euros) against the euro over the same period.

The decrease in goodwill in 2020 mainly reflected the depreciation in the US dollar (30 million euros) and the Japanese yen (11 million euros).

Goodwill can be broken down by Business Group as follows:



(in millions of euros)	December 31, 2021	December 31, 2020
22% - Comfort & Driving Assistance Systems	564	563
35% - Powertrain Systems	903	901
23% - Thermal Systems	603	590
19% - Visibility Systems	475	451
1% - Other	7	7
GOODWILL	**2,552**	**2,512**

7.2 Other intangible assets

Separately acquired intangible assets are initially recognized at cost. Intangible assets acquired as part of a business combination are recognized at fair value, separately from goodwill. Intangible assets are subsequently carried at cost, less accumulated amortization and impairment losses. They are tested for impairment using the methodology described in Note 7.4, pages 371 to 374.

Capitalized development expenditure recognized within other intangible assets in the statement of financial position corresponds to projects for specific customer applications that draw on approved generic standards or technologies already applied in production. These projects are analyzed on a case-by-case basis to ensure they meet the criteria for capitalization described in Note 5.5.1.1, page 348.

Costs incurred before the formal decision to develop the product are included in expenses for the period. Costs incurred after the launch of series production are considered production costs.

Intangible assets are amortized on a straight-line basis over their expected useful lives:

• software	3 to 5 years
• patents and licenses	based on their useful lives or duration of protection
• capitalized development expenditure	4 years
• customer relationships acquired	up to 25 years
• other intangible assets	3 to 5 years

Other intangible assets can be analyzed as follows:

(in millions of euros)	December 31, 2021 Gross carrying amount	December 31, 2021 Amortization and impairment losses	December 31, 2021 Net carrying amount	December 31, 2020 Net carrying amount
Software	438	(392)	46	59
Patents and licenses	246	(172)	74	91
Capitalized development expenditure	4,708	(2,775)	1,933	1,833
Customer relationships and other intangible assets	656	(342)	314	358
OTHER INTANGIBLE ASSETS	**6,048**	**(3,681)**	**2,367**	**2,341**

Changes in intangible assets in 2021 and 2020 are analyzed below:

2021

(in millions of euros)	Software	Patents and licenses	Capitalized development expenditure	Customer relationships and other intangible assets	Total
GROSS CARRYING AMOUNT AT JANUARY1, 2021	**421**	**249**	**4,457**	**673**	**5,800**
Accumulated amortization and impairment	(362)	(158)	(2,624)	(315)	**(3,459)**
NET CARRYING AMOUNT AT JANUARY 1, 2021	**59**	**91**	**1,833**	**358**	**2,341**
Acquisitions	15	1	586	2	**604**
Disposals	—	—	—	—	**—**
Changes in scope	—	—	(1)	—	**(1)**
Reversals of/(additions to) impairment	—	—	(5)	1	**(4)**
Amortization	(28)	(18)	(536)	(44)	**(626)**
Translation adjustment	—	—	56	—	**56**
Reclassifications	—	—	—	(3)	**(3)**
NET CARRYING AMOUNT AT DECEMBER 31, 2021	**46**	**74**	**1,933**	**314**	**2,367**

2020

(in millions of euros)	Software	Patents and licenses	Capitalized development expenditure	Customer relationships and other intangible assets	Total
GROSS CARRYING AMOUNT AT JANUARY1, 2020	**416**	**251**	**4,070**	**700**	**5,437**
Accumulated amortization and impairment	(335)	(142)	(1,990)	(276)	**(2,743)**
NET CARRYING AMOUNT AT JANUARY 1, 2020	**81**	**109**	**2,080**	**424**	**2,694**
Acquisitions	14	1	598	2	**615**
Disposals	(1)	—	(1)	—	**(2)**
Reversals of/(additions to) impairment	—	—	(305)	1	**(304)**
Amortization	(34)	(19)	(483)	(47)	**(583)**
Translation adjustment	(2)	(1)	(58)	(8)	**(69)**
Reclassifications	1	1	2	(14)	**(10)**
NET CARRYING AMOUNT AT DECEMBER 31, 2020	**59**	**91**	**1,833**	**358**	**2,341**

7.3 Property, plant and equipment

Separately acquired property, plant and equipment are initially recognized at cost. Cost includes expenses directly attributable to the acquisition of the asset and the estimated cost of the Group's obligation to rehabilitate certain assets, where appropriate. Property, plant and equipment acquired as part of a business combination are recognized at fair value, separately from goodwill.

Property, plant and equipment are subsequently carried at cost, less accumulated depreciation and impairment losses. Material revaluations, recorded in accordance with the laws and regulations applicable in the countries in which the Group operates, have been eliminated in order to ensure that consistent valuation methods are used for all capital assets in the Group.

Any subsequent costs incurred in respect of property, plant and equipment are expensed as incurred, unless they are designed to extend the asset's useful life.

Property, plant and equipment are tested for impairment using the methodology described in Note 7.4, pages 371 to 374.

Depreciation method and useful life

All property, plant and equipment except land are depreciated over their estimated useful lives using the components approach.

Depreciation is calculated on a straight-line basis over the following estimated useful lives:

• buildings	20 years
• fixtures and fittings	8 years
• machinery and industrial equipment	8 to 15 years
• other property, plant and equipment	3 to 8 years

Tooling

Depending on its nature, tooling specific to a given project is subject to an economic analysis of the contractual relationship with the automaker in order to determine if control of the tooling is transferred to that automaker. Tooling is capitalized in the consolidated statement of financial position when Valeo has control of the tooling, or is otherwise carried in inventories (until control is transferred).

Any financing received from customers in respect of capitalized tooling is recognized under liabilities in the statement of financial position and taken to income under sales in line with the depreciation charged against the related assets.

Tooling is depreciated on a straight-line basis over its estimated useful life, not exceeding four years.

Tax credits

In certain countries, the government can contribute to the Group's investment expenditure in the form of tax credits. The tax credits received are analyzed to determine whether they fall within the scope of IAS 12 – "Income Taxes" or whether they should be considered as a government subsidy. In the latter case, the tax credit is recognized in income over the period during which the subsidized assets are depreciated, as a deduction from depreciation expense.

Property, plant and equipment can be analyzed as follows:

(in millions of euros)	December 31, 2021 Gross carrying amount	December 31, 2021 Depreciation and impairment losses	December 31, 2021 Net carrying amount	December 31, 2020 Net carrying amount
Land	331	(20)	**311**	326
Buildings	2,519	(1,443)	**1,076**	996
Machinery and industrial equipment	9,120	(6,151)	**2,969**	2,949
Specific tooling	2,424	(2,050)	**374**	390
Other property, plant and equipment	779	(573)	**206**	230
Property, plant and equipment in progress	26	—	**26**	28
PROPERTY, PLANT AND EQUIPMENT	**15,199**	**(10,237)**	**4,962**	**4,919**

Certain items of property, plant and equipment were pledged as security at December 31, 2021 (see Note 7.5.2, page 375).

Changes in property, plant and equipment in 2021 and 2020 are analyzed below:

2021

(in millions of euros)	Land	Buildings	Machinery and industrial equipment	Specific tooling	Other property, plant and equipment	Property, plant and equipment in progress	Total
GROSS CARRYING AMOUNT AT JANUARY 1, 2021	**343**	**2,298**	**8,555**	**2,303**	**818**	**28**	**14,345**
Accumulated depreciation and impairment	(17)	(1,302)	(5,606)	(1,913)	(588)	—	**(9,426)**
NET CARRYING AMOUNT AT JANUARY 1, 2021	**326**	**996**	**2,949**	**390**	**230**	**28**	**4,919**
Acquisitions	5	208	498	135	99	16	**961**
Disposals	(4)	(25)	(20)	(5)	(3)	(1)	**(58)**
Changes in scope	(13)	2	(9)	(3)	—	—	**(23)**
Reversals of/(additions to) impairment	—	—	15	(1)	—	—	**14**
Depreciation	(2)	(155)	(592)	(174)	(66)	1	**(988)**
Translation adjustment	(2)	33	92	10	2	(1)	**134**
Reclassifications	1	17	36	22	(56)	(17)	**3**
NET CARRYING AMOUNT AT DECEMBER 31, 2021	**311**	**1,076**	**2,969**	**374**	**206**	**26**	**4,962**

2020

(in millions of euros)	Land	Buildings	Machinery and industrial equipment	Specific tooling	Other property, plant and equipment	Property, plant and equipment in progress	Total
GROSS CARRYING AMOUNT AT JANUARY 1, 2020	**359**	**2,343**	**8,380**	**2,339**	**860**	**39**	**14,320**
Accumulated depreciation and impairment	(15)	(1,223)	(5,239)	(1,912)	(585)	—	**(8,974)**
NET CARRYING AMOUNT AT JANUARY 1, 2020	**344**	**1,120**	**3,141**	**427**	**275**	**39**	**5,346**
Acquisitions	30	81	589	145	92	6	**943**
Disposals	(1)	(16)	(18)	(7)	(3)	(1)	**(46)**
Reversals of/(additions to) impairment	—	(3)	(89)	(10)	(1)	—	**(103)**
Depreciation	(2)	(155)	(610)	(160)	(70)	—	**(997)**
Translation adjustment	(14)	(48)	(139)	(17)	(8)	(1)	**(227)**
Reclassifications	(31)	17	75	12	(55)	(15)	**3**
NET CARRYING AMOUNT AT DECEMBER 31, 2020	**326**	**996**	**2,949**	**390**	**230**	**28**	**4,919**

Leases

For leases falling within the scope of IFRS 16 – "Leases", the lessee recognizes:

- a financial liability representing its obligation to pay for the right to use the asset, in the consolidated statement of financial position;
- a non-current asset representing its right to use the leased asset, in the consolidated statement of financial position;
- depreciation of the right-of-use asset and interest expenses on the lease liability, in the consolidated statement of income.

Lease liabilities

At the lease commencement date, the lease liability is measured at the present value of the minimum lease payments outstanding at that date, plus payments under any options that the lessee is reasonably certain to exercise.

The lease term used to calculate the lease liability is determined based on an economic analysis of any early termination, extension or renewal options or any options to purchase the underlying asset included in the enforceable term of the lease.

This amount is then measured at amortized cost using the effective interest rate. The carrying amount of the lease liability is subsequently increased by the interest due on the lease liability and reduced by the lease payments made.

The discount rates are determined based on the Group's incremental borrowing rate, plus a spread to reflect the economic conditions in each country, the currency, and the duration of the lease.

Right-of-use assets

At the lease commencement date, the right-of-use asset is measured at cost. The cost of the right-of-use asset comprises (i) the initial lease liability, (ii) any prepaid lease payments made, less any lease incentives received, (iii) any initial direct costs incurred by the lessee in establishing the lease, and (iv) an estimate of costs to be incurred by the lessee in dismantling or rehabilitating the underlying asset as required by the terms and conditions of the lease.

It is subsequently reduced by depreciation and any impairment losses. The right-of-use asset is depreciated on a straight-line basis. Any non-removable leasehold improvements are depreciated over either the adopted lease term or the estimated period of use, whatever is shorter.

If the lease transfers ownership of the underlying asset to the lessee or when the lease includes a purchase option that the lessee is reasonably certain to exercise, the right-of-use asset is depreciated over the useful life of the underlying asset under the same conditions as those applied to assets owned by the lessee. In all other cases, the right-of-use asset is depreciated over the reasonably certain useful life of the underlying asset.

Subsequently, the lease liability and the right-of-use asset are remeasured to reflect the following:

- changes in the lease term;
- changes in the assessment of an option;
- changes in the amounts expected to be payable under residual value guarantees;
- changes in the rates or indexes used to determine the lease payments;
- changes in the lease payments.

The main exemptions provided under IFRS 16 and adopted by the Group are:

- exclusion of short-term leases;
- exclusion of leases of low-value assets.

Lease payments on leases excluded from the scope of IFRS 16 and any variable payments not included in the initial measurement of the lease liability are recognized in operating expenses and presented within net cash flows from operating activities in the consolidated statement of cash flows.

For leases falling within the scope of IFRS 16, payments for the interest portion of the lease liability and payments for the principal portion are recorded under cash flows from financing activities in the consolidated statement of cash flows. Payments for the principal portion of the lease liability are added back to calculate free cash flow.

Movements in right-of-use assets included within property, plant and equipment can be analyzed as follows:

	Right-of-use assets					
(in millions of euros)	Land	Buildings	Machinery and industrial equipment	Specific tooling	Other property, plant and equipment	Total
GROSS CARRYING AMOUNT AT JANUARY 1, 2021	**11**	**421**	**54**	**24**	**88**	**598**
Accumulated depreciation and impairment	(2)	(121)	(31)	(24)	(46)	**(224)**
NET CARRYING AMOUNT AT JANUARY 1, 2021	**9**	**300**	**23**	**—**	**42**	**374**
New contracts/Renewals/ Modifications	6	146	11	—	36	**199**
Depreciation	(2)	(71)	(6)	—	(25)	**(104)**
Translation adjustment	—	9	1	—	1	**11**
Reclassifications	—	2	—	—	—	**2**
NET CARRYING AMOUNT AT DECEMBER 31, 2021	**13**	**386**	**29**	**—**	**54**	**482**

In 2021, the expenses recorded with the respect to payments on leases excluded from the scope of IFRS 16 and any variable payments amounted to 59 million euros.

7.4 Impairment of fixed assets

Property, plant and equipment and intangible assets with definite useful lives are tested for impairment whenever objective indicators exist that they may be impaired. Goodwill and intangible assets not yet ready to be brought into service are tested for impairment at least once a year and whenever there is an indication that they may be impaired.

Cash-generating units (CGUs) and goodwill

CGUs are operating entities that generate independent cash flows. Based on the Group's organizational structure, CGUs generally correspond to groups of plants belonging to the same Product Line or Product Group. At December 31, 2021, there was a total of 23 CGUs.

CGUs represent the level at which all property, plant and equipment and intangible assets are tested for impairment if there is an indication that they may be impaired. However, specific impairment tests may be carried out on certain idle property, plant and equipment and intangible assets. Valeo may review the value in use of certain assets and recognize non-recurring impairment losses where appropriate, if significant, prolonged adverse factors arise for the Group such as a deterioration in a country's economic environment or in one of the Group's plants, or contractual disputes.

Goodwill is tested for impairment at the level of the Business Groups, as set out in Note 4 "Segment reporting", pages 341 to 343. The Business Groups are groups of CGUs and correspond to the level at which management monitors goodwill.

At the end of the year, goodwill is tested for impairment using the same methodology and assumptions as those used for CGUs and as described below.

Impairment tests

Impairment tests compare the recoverable amount of a fixed asset with its net carrying amount. If the asset's carrying amount is greater than its recoverable amount, it is written down to its recoverable amount. The recoverable amount of an asset or group of assets is the higher of its fair value less costs to sell and its value in use.

Fair value less costs to sell is determined using available information allowing Valeo to establish a best estimate of the selling price net of the costs necessary to make the sale, between knowledgeable, willing parties in an arm's length transaction.

Value in use corresponds to the present value of the future cash flows expected to be derived from an asset or group of assets, taking into account its residual value.

Since there is seldom a reliable basis to measure the fair value less costs to sell of a group of assets belonging to Valeo, the Group uses value in use for CGU and goodwill impairment tests to determine the recoverable amount of an asset or group of assets, unless otherwise specified.

The value in use of CGUs and goodwill is determined as follows:

- post-tax cash flow projections covering a period of five years, prepared on the basis of the budgets and medium-term business plans drawn up by Group entities and approved by General Management, are discounted;
- cash flows beyond the five-year period are extrapolated by applying a perpetuity growth rate to normative forecast cash flows, corresponding to the last year of the medium-term business plan adjusted where applicable for non-recurring items;
- cash flows are discounted based on a rate which reflects current market assessments of the time value of money and the risks specific to the asset (or group of assets). This rate corresponds to the post-tax weighted average cost of capital (WACC). The use of a post-tax rate applied to post-tax cash flows results in recoverable amounts that are similar to those that would have been obtained by applying pre-tax rates to pre-tax cash flows.

Since the application of IFRS 16 – "Leases", the Group has applied the following methodology:

- the capital employed tested does not include right-of-use assets and lease liabilities;
- recoverable amount is calculated based on post-tax cash flows, including payments for the principal portion of lease liabilities (corresponds to the Group's definition of cash flow);
- post-tax WACC does not include the impact of IFRS 16.

Impairment losses recognized for goodwill cannot be reversed.

Impairment losses recognized for assets other than goodwill may only be reversed if there are indications that the impairment may no longer exist or may have decreased. If this is the case, the carrying amount of the asset is increased to its revised estimated recoverable amount. The increased carrying amount of an asset attributable to a reversal of an impairment loss cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset.

7.4.1 Impairment testing

The tests are carried out using the following assumptions:

- the projections used are based on past experience, macroeconomic data for the automotive market, order intake and products under development;
- a perpetuity growth rate of 1.5%, which is the same as that used in 2020 and is in line with the average long-term growth rate for the Group's business sector;
- a post-tax discount rate (WACC) of 9.5% (stable compared to 2020), calculated using the discount rate method reviewed by an independent expert. The sample of comparable companies was reviewed in 2020 and adjusted in order to better reflect the Group's technological dimension as well as its geographic exposure. It includes around ten companies from the automotive equipment industry. The main components of WACC are a market risk premium, a risk-free rate corresponding to the average yield on long-term government bonds, and beta calculated based on a sample of companies in the industry, which came out at 1.13 (1.08 in 2020).

The key assumptions underpinning the perpetuity growth rate and the discount rate are the same for each group of CGUs to which goodwill has been allocated. Business Groups were created in the organization set up in 2010 to adapt to the increasing globalization of automotive markets and customers. Business Groups are largely similar in terms of market and positioning, and enjoy a global geographic base as well as relations with the world's leading automakers.

To prepare the medium-term business plans and the budget used to perform impairment tests on CGUs and goodwill, the Group based itself on projected data for the automotive market, as well as its order intake and its development prospects on emerging markets.

Forecasts are made at the smallest level (for each CGU), based on detailed projections of the automotive market by automaker, country, model and powertrain, taking into account expected product developments in the CGU's official and potential order intake. Valeo is committed to addressing the challenges currently shaping the automotive industry, with the aim of meeting the expectations of consumers and international regulators in terms of reducing CO_2 emissions. The medium-term business plan is based on the assumption that the share of electrification solutions in the Group's sales will increase throughout the term of the plan.

The medium-term business plans for 2022-2026 are underpinned by the following assumptions:

- global automotive production of 85.6 million light vehicles in 2022 and 99 million light vehicles in 2026, representing average annual growth of a 10.3% for 2021-2023 and 1.9% for 2023-2026. This production assumption is consistent with those underlying several independent external forecasts and has been revised upwards slightly compared with the 2020 forecasts owing to the electronic component shortage, the impacts of which should no longer be felt from 2023. The 2023-2025 market assumptions are higher, based on a more dynamic market, recovering 2019 production volumes in 2023. At the end of the period covered by the new business plan, Asia and the Middle East should represent 54% of global production, Europe and Africa 25%, North America 17% and South America 4%;
- exchange rate assumptions are based on projections of a panel of banks. The exchange rates used for the main currencies featured in the business plan are 1 euro for: 1.20 US dollars, 7.68 Chinese renminbi, 125 Japanese yen, 1,296 South Korean won and 6.96 Brazilian real at the end of the plan;
- Group sales were forecast based on the orders known at the time the business plan was drawn up and by reference to an estimate of the orders to be taken over the term of the business plan. These target order numbers represent around 27% of cumulative original equipment sales over the five-year forecast period and around 50% of original equipment sales for the final year.

7.4.2 Property, plant and equipment and intangible assets (excluding goodwill)

The Group carries out impairment tests on CGUs that (i) have been written down in previous periods and remain sensitive to the criteria set out in Note 7.4.3, pages 373 to 374, and (ii) present evidence of impairment.

The main impairment indicators used by the Group as the basis for impairment tests of CGUs are a negative operating margin for 2021, a fall of more than 20% in 2021 sales compared to 2020, and a recurring substantial shortfall with respect to the objectives set in the medium-term business plans. Any CGUs experiencing strong growth and whose value in use was significantly above their capital employed were excluded from the scope of the impairment tests.

Based on the above, seven CGUs were tested for impairment at December 31, 2021:

- the Air Charging Systems Product Line (part of the Powertrain Systems Business Group);
- the Powertrain Actuator Systems Product Group (part of the Powertrain Systems Business Group);
- the Valeo Telematics & Acoustics Product Line (part of the Comfort & Driving Assistance Systems Business Group);
- the Switches and Smart Controls Product Line (part of the Comfort & Driving Assistance Systems Business Group);
- the Top Column Module Product Line, which has formed a separate CGU since 2019, when the Group decided to withdraw from this business;
- the Thermal Powertrain Product Group (part of the Thermal Systems Business Group);
- the Thermal Compressor Product Group (part of the Thermal Systems Business Group).

For the Thermal Compressor Product Group, the assumptions in the medium-term business plan have been revised to account for an increase in orders. As a result of the impairment test carried out on this basis, an impairment loss recognized against the CGU in 2016 was reversed in an amount of 12 million euros, thereby increasing the carrying amount of the assets concerned to the value that would have been determined (net of the depreciation and amortization that would have been recorded) had no impairment loss been recognized against the CGU. This reversal was recognized under other income and expenses in the consolidated statement of income (see Note 5.6.2.4, page 354). The impairment tests carried out on the other CGUs did not result in the recognition of any impairment losses.

7.4.3 Sensitivity of CGU impairment tests

Changes in the following assumptions were used to check the sensitivity of CGU impairment tests assuming an infinite time period (Powertrain Actuator Systems Product Group CGU, Valeo Telematics & Acoustics Product Line CGU, Switches and Smart Controls Product Line CGU and Thermal Powertrain Product Group CGU):

- 1-point increase in the discount rate;
- 0.5-point decrease in the perpetuity growth rate;
- 0.7-point decrease in the rate of operating income over sales used to calculate the terminal value.

The headroom of the tests, representing the difference between the value in use and the net carrying amount, as well as the impacts of changes in key assumptions on this headroom, are presented in the table below:

	Headroom of the test	Impact on the headroom of the test			
(in millions of euros)	Based on 2021 assumptions	WACC of 10.5% (+1 pt)	Perpetuity growth rate of 1% (-0.5 pt)	0.7-pt decrease in the rate of operating income used to calculate the terminal value	Combination of all three factors
Powertrain Actuator Systems Product Group CGU	408	(90)	(37)	(42)	(152)
Valeo Telematics & Acoustics Product Line CGU	57	(22)	(10)	(22)	(47)
Switches and Smart Controls Product Line CGU	413	(66)	(31)	(48)	(129)
Thermal Powertrain Product Group CGU	752	(127)	(58)	(96)	(250)

5

Since the impairment test on the Top Column Module Product Line CGU assumes a finite time period, its sensitivity to changes in the following assumptions was verified:

- 1-point increase in the discount rate;
- 5% fall in sales for each year of the plan, with no variabilization of fixed costs;
- 0.5-point decrease in the materials consumption rate for each year of the plan.

	Headroom of the test	Impact on the headroom of the test			
(in millions of euros)	Based on 2021 assumptions	WACC of 10.5% (+1 pt)	5% fall in sales for each year	0.5-pt decrease in the materials consumption rate	Combination of all three factors
Top Column Module Product Line CGU	8	(2)	(3)	(4)	(9)

The net carrying amount of the Air Charging Systems Product Line, for which the impairment test assumes a finite time period, was not material at December 31, 2021.

7.4.4 Goodwill

No impairment losses were recognized against goodwill in 2021 as a result of the impairment tests carried out at the level of the Business Groups in line with the methodology described above. This was also the case in 2020.

7.4.5 Sensitivity of goodwill impairment tests

A one-year pushback in medium-term business plans would have no impact on the results of goodwill impairment tests.

The following changes in the three main assumptions were also used to check the sensitivity of goodwill impairment tests:

- 1-point increase in the discount rate;
- 0.5-point decrease in the perpetuity growth rate;
- 0.7-point decrease in the rate of operating income over sales used to calculate the terminal value.

No additional impairment losses would be recognized as a result of these changes in assumptions, either individually or taken as a whole.

The headroom of the tests, representing the difference between the value in use and the net carrying amount, as well as the impacts of changes in key assumptions on this headroom, are presented by Business Group in the table below:

	Headroom of the test	Impact on the headroom of the test			
(in millions of euros)	Based on 2021 assumptions	WACC of 10.5% (+1 pt)	Perpetuity growth rate of 1% (-0.5 pt)	0.7-pt decrease in the rate of operating income used to calculate the terminal value	Combination of all three factors
Comfort & Driving Assistance Systems Business Group	2,824	(589)	(269)	(308)	(1,045)
Powertrain Systems Business Group	1,863	(504)	(203)	(305)	(905)
Thermal Systems Business Group	2,027	(435)	(192)	(271)	(802)
Visibility Systems Business Group	2,501	(515)	(226)	(327)	(953)

7.4.6 Impairment of Brazilian assets

The Group faces a particularly adverse environment in Brazil, which has led to significant operating losses for its businesses in the region. Production forecasts were also revised drastically downwards in 2020. The amount of cash flows generated by the continuing use of the South American assets was considered minimal.

In response to this situation, the Group recognized a 49 million euros impairment loss in 2020. The impairment loss was allocated to fixed assets, except those with a recoverable amount such as land, buildings and other machinery.

Since cash flow forecasts remain very weak and the environment is uncertain in this region, in 2021 the Group maintained the impairment losses that had been recognized against its Brazilian assets within other income and expenses in the 2020 consolidated statement of income (see Note 5.6.2.4, page 354).

7.5 Off-balance sheet commitments relating to leases and investments

7.5.1 Leases

At December 31, 2021, future minimum commitments on outstanding leases excluded from the scope of IFRS 16 and on leases signed but not yet in force are as follows:

(in millions of euros)	December 31, 2021
Less than 1 year	12
1 to 5 years	10
More than 5 years	1
TOTAL	**23**

7.5.2 Other commitments given

Valeo had given binding asset purchase commitments totaling 416 million euros at December 31, 2021, versus 464 million euros at December 31, 2020, as well as other commitments relating to operating activities in the amount of 18 million euros.

The following items recognized in assets in the Group's statement of financial position have been pledged as security:

(in millions of euros)	December 31, 2021	December 31, 2020
Financial assets	–	2
TOTAL	**–**	**2**

NOTE 8 OTHER PROVISIONS AND CONTINGENT LIABILITIES

8.1 Other provisions

A provision is recognized when:

- the Group has a present legal, contractual or constructive obligation resulting from a past event;
- it is probable that future outflows of resources embodying economic benefits will be necessary to settle the obligation; and
- the amount of the obligation can be estimated reliably.

Provisions are measured in accordance with IAS 37 and take into account assumptions deemed most probable at the end of the reporting period.

Provisions for customer warranties are set aside to cover the estimated cost of returns of goods sold and are computed either on a statistical basis or based on specific quality risks. Statistical warranty provisions cover risks related to contractual warranty obligations, and are determined based on both historical data and probability calculations. The provision for specific quality risks covers costs arising in specific situations not covered by usual warranties. The corresponding expense is recognized in cost of sales.

Commitments resulting from restructuring plans are recognized when an entity has a detailed formal plan and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or by announcing its main features.

A provision for onerous contracts is recognized when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received by the Group under said contracts. The estimated potential impacts of the amendments to IAS 37, applicable as of January 1, 2022, are described in Note 1.1.2, page 333.

Provisions intended to cover commercial, tax and employee-related risks and disputes arising in the ordinary course of operations are also included in this caption.

When the Group expects all or part of the expenditure required to settle a provision to be reimbursed, it recognizes a receivable, if and only if the reimbursement is virtually certain.

Provisions relating to events that are expected to materialize in more than one year or whose timing cannot be reliably determined are classified within other provisions – long-term portion.

Movements in provisions in 2021 are shown in the table below:

(in millions of euros)	Provisions for product warranties	Provisions for restructuring costs	Other provisions	Total
PROVISIONS AT JANUARY 1, 2021	**410**	**66**	**262**	**738**
Additions	129	19	59	**207**
Amounts utilized during the year	(122)	(39)	(59)	**(220)**
Reversals	(25)	(2)	(48)	**(75)**
Changes in scope	1	(1)	—	**—**
Reclassifications	—	—	1	**1**
Translation adjustment and other movements	8	—	3	**11**
PROVISIONS AT DECEMBER 31, 2021	**401**	**43**	**218**	**662**
Of which current portion (less than one year)	229	25	87	**341**

At December 31, 2020, the Group recognized a material accrued income item with respect to product warranties. In 2021, the Group did not recognize any other individually material income items offsetting expected outflows of resources in respect of the other provisions mentioned above.

At December 31, 2021 and 2020, provisions break down as follows:

(in millions of euros)		December 31, 2021	December 31, 2020
61%	- Provisions for product warranties	401	410
6%	- Provisions for restructuring costs	43	66
6%	- Provisions for tax-related disputes	40	27
2%	- Provisions for environmental risks	13	13
2%	- Provisions for onerous contracts	10	39
23%	- Provisions for employee-related and other disputes	155	183
	PROVISIONS FOR OTHER CONTINGENCIES	**662**	**738**

Provisions for employee-related and other disputes, which totaled 155 million euros at December 31, 2021, cover risks arising in connection with former employees (in particular relating to asbestos), intellectual property disputes and various other disputes related to Valeo's operating activities across the globe, as well as the main risks relating to antitrust investigations. Each known dispute was reviewed at the date on which the consolidated financial statements were authorized for issue. Based on the advice of the Group's legal counsel, where appropriate, the provisions deemed necessary were set aside to cover the estimated outflows of resources. They take into account any compensation agreements signed between the various stakeholders.

8.2 Antitrust investigations

At the end of July 2011, antitrust investigations were initiated against several automotive suppliers (including Valeo) by the US and European antitrust authorities related to components and systems supplied to the automotive industry.

In the United States, the Department of Justice and Valeo's Japanese subsidiary, Valeo Japan Co. Ltd, reached a settlement of the Department of Justice's investigation into conduct involving climate control products on September 20, 2013 as part of which Valeo Japan Co. Ltd agreed to pay a fine of 13.6 million US dollars. This settlement agreement, which was ratified by the United States District Court for the Eastern District of Michigan on November 5, 2013, terminated any proceedings instituted or likely to be instituted by the US federal authorities against the Valeo Group for practices that came to light during their investigations. Separately, the Department of Justice investigated conduct involving access mechanism products, but granted Valeo amnesty and so did not fine Valeo for this conduct.

Also in the United States, three class actions were filed by automotive dealers, direct purchasers, and automotive end-payers against Valeo Group companies with the United States District Court for the Eastern District of Michigan, for alleged antitrust violations involving the sale of climate control products. Each of these class actions was settled with court approval. Separately, Valeo reached court-approved settlement agreements in connection with two prospective actions relating to access mechanisms over which automotive dealers and end customers were threatening to file claims. Certain customers opted out of the aforementioned US settlement agreements, and Valeo has reached settlements with some of these customers.

In Europe, the European Commission issued a decision on March 8, 2017, fining certain automotive air conditioning and engine cooling suppliers for conduct involving thermal systems products. Valeo was fined a total of 26.8 million euros. On June 21, 2017, the European Commission issued a further decision fining automotive lighting system suppliers and marking an end to all its investigations involving Valeo. Valeo was among those identified by the Commission in the automotive lighting systems case, but was granted immunity and was therefore not fined.

Valeo is in contact with a number of European automakers regarding claims for damages resulting from the European Commission's proceedings. One of those, BMW on November 25, 2019, filed a complaint with the Munich Regional Court in Germany naming Denso and Valeo and seeking compensation for alleged damages based, in Valeo's view, on unfounded claims related to conduct identified in the European Commission's March 2017 Thermal Systems decision.

There were no developments in the ongoing class actions in Canada. At the present time, the Group is not aware of any findings or conclusions that could have adverse consequences for Valeo.

Additional actions for damages can or may be brought further to the aforementioned antitrust investigations. The Group sets aside provisions whenever the payment of compensation is likely and can be quantified.

8.3 Contingent liabilities

Unlike a provision (see definition above), a contingent liability is:

- a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability.

The Group has contingent liabilities relating to legal, arbitration or regulatory proceedings arising in the normal course of its business. Known or ongoing claims and litigation involving Valeo or its subsidiaries were reviewed at the date on which the consolidated financial statements were authorized for issue. Based on the advice of legal counsel, all provisions deemed necessary have been made to cover the related risks.

8.4 Off-balance sheet commitments

At December 31, 2021, the amount of guarantees granted by the Group came to 54 million euros, of which 24 million euros was granted to HDI Global SE in connection with the Group's reinsurance operations.

NOTE 9 FINANCING AND FINANCIAL INSTRUMENTS

9.1 Financial assets and liabilities

Financial assets and liabilities mainly comprise:

- long-term debt, liabilities associated with put options granted to holders of non-controlling interests, short-term financing and bank overdrafts, which make up gross debt (see Note 9.1.2, pages 380 to 385);
- loans and other non-current financial assets (see Note 9.1.3.1, page 386);
- cash and cash equivalents (see Note 9.1.3.2, page 386);
- derivative instruments (see Note 9.1.4, pages 387 to 392);
- other current and non-current financial assets and liabilities (see Note 9.1.5, pages 392 to 393).

9.1.1 Fair value of financial assets and liabilities

(in millions of euros)	2021 carrying amount under IFRS 9			December 31, 2021	December 31, 2020
	Amortized cost	Fair value through OCI	Fair value through income	Carrying amount	Carrying amount
ASSETS					
Non-current financial assets:					
• Long-term investments	—	35	255	**290**	216
• Long-term loans and receivables (including accrued interest)	362	—	—	**362**	327
• Deposits and guarantees	31	—	—	**31**	31
• Other non-current financial assets	6	—	—	**6**	6
• Hedging derivatives	—	53	—	**53**	19
• Trading derivatives	—	—	—	**—**	42
Assets relating to pensions and other employee benefits	—	29	—	**29**	19
Accounts and notes receivable	2,377	—	—	**2,377**	2,674
Other current financial assets:					
• Hedging derivatives	—	20	—	**20**	83
• Trading derivatives	—	—	50	**50**	15
• Accrued interest and other current financial assets	—	—	4	**4**	2
Cash and cash equivalents	—	—	2,415	**2,415**	2,951
LIABILITIES					
Non-current financial liabilities:					
• Hedging derivatives	—	20	—	**20**	11
• Trading derivatives	—	—	5	**5**	31
Bonds	3,661	—	—	**3,661**	3,413
Schuldschein loan (German private placement)	547	—	—	**547**	547
European Investment Bank (EIB) loan	293	—	—	**293**	—
Other long-term debt	630	—	—	**630**	531
Liabilities associated with put options granted to holders of non-controlling interests	—	17	—	**17**	68
Accounts and notes payable	4,633	—	—	**4,633**	4,697
Other current financial liabilities:					
• Hedging derivatives	—	12	—	**12**	45
• Trading derivatives	—	—	14	**14**	45
Short-term financing	748	—	—	**748**	1,631
Bank overdrafts	—	—	—	**—**	6

IFRS 13 establishes a hierarchy of valuation techniques for financial instruments based on the following categories:

- Level 1: inputs directly based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3: prices established using valuation techniques drawing on non-observable inputs.

The fair value of bonds is calculated based on prices quoted on an active bond market. This method corresponds to Level 1 in the fair value hierarchy.

For the *Schuldschein* private placement and the EIB loans, fair value is measured by discounting future cash flows at the market interest rate at the reporting date. This method corresponds to Level 2 in the fair value hierarchy.

The fair value of other components of Group debt, as well as of accounts and notes payable and receivable, is equal to their carrying amount.

	December 31, 2021			December 31, 2020		
(in millions of euros)	Carrying amount	Fair value	Level	Carrying amount	Fair value	Level
ASSETS						
Cash and cash equivalents	2,415	2,415	1-2	2,951	2,951	1-2
Derivative financial instruments(1)	123	123	2-3	159	159	2-3
LIABILITIES						
Bonds	3,661	3,783	1	3,413	3,330	1
Schuldschein loan (German private placement)	547	547	2	547	555	2
European Investment Bank (EIB) loan	293	294	2	—	—	N/A
Other long-term debt	630	630	2	531	531	2
LOANS RECOGNIZED AT AMORTIZED COST	**5,131**	**5,254**		**4,491**	**4,416**	
Short-term financing	748	748	1-2	1,631	1,631	1-2
Bank overdrafts	—	—	1-2	6	6	1-2
Derivative financial instruments(1)	51	51	2-3	132	132	2-3
Put options granted to holders of non-controlling interests	17	17	3	68	68	3

(1) The method used to estimate the fair value of derivative financial instruments recorded in assets and liabilities corresponds to Level 2 in the fair value hierarchy for derivatives hedging foreign currency, commodity and interest rate risks. The method used to estimate the fair value of other derivative financial instruments corresponds to Level 2 or Level 3 in the fair value hierarchy.

5

IFRS 13 prescribes the methods for assessing fair value and for taking into account the credit risk on derivatives, through:

- a Credit Value Adjustment (CVA), which is a component of the market value of a derivative financial instrument that reflects the exposure in the event of counterparty default;
- a Debit Value Adjustment (DVA), which is an adjustment to fair value reflecting the entity's own credit risk.

The credit risk on derivatives is calculated according to historical probabilities of default and a recovery rate, as observed on the market.

At December 31, 2020 and 2021, this has only a minimal impact on the Group.

9.1.2 Gross debt

Gross debt includes long-term debt, liabilities associated with put options granted to holders of non-controlling interests, short-term financing and bank overdrafts.

At December 31, 2021, the Group's gross debt can be analyzed as follows:

	December 31, 2021			December 31, 2020		
(in millions of euros)	Non-current	Current	Total	Non-current	Current	Total
Long-term debt	4,350	781	**5,131**	3,869	622	**4,491**
Put options granted to holders of non-controlling interests	12	5	**17**	18	50	**68**
Short-term financing	—	748	**748**	—	1,631	**1,631**
Bank overdrafts	—	—	**—**	—	6	**6**
GROSS DEBT	**4,362**	**1,534**	**5,896**	**3,887**	**2,309**	**6,196**

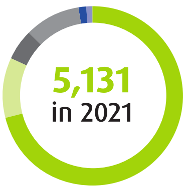
9.1.2.1 Long-term debt

Long-term debt primarily includes bonds, private placements, EIB loans, lease liabilities and other borrowings.

Bonds and other borrowings are valued at amortized cost. The amount of interest recognized in financial expenses is calculated by multiplying the loan's effective interest rate by its carrying amount. Any difference between the expense calculated using the effective interest rate and the actual interest payment impacts the value at which the loan is recognized.

Lease liabilities are measured as described in Note 7.3, pages 368 to 371.

Breakdown of long-term debt



(in millions of euros)	December 31, 2021	December 31, 2020
71% - Bonds	3,661	3,413
11% - *Schuldschein* loan (German private placement)	547	547
6% - European Investment Bank (EIB) loan	293	—
10% - Lease liabilities	510	394
1% - Other borrowings	68	92
1% - Accrued interest	52	45
LONG-TERM DEBT	**5,131**	**4,491**

Change in and characteristics of long-term debt

(in millions of euros)	Bonds	*Schuldschein* loan (German private placement)	European Investment Bank (EIB) loan	Lease liabilities	Other borrowings	Accrued interest	Total
CARRYING AMOUNT AT JANUARY 1, 2021	**3,413**	**547**	**—**	**394**	**92**	**45**	**4,491**
Increases/Subscriptions	696	—	293	2	2	—	**993**
New contracts/Renewals/Modifications	—	—	—	195	—	—	**195**
Redemptions/Repayments	(515)	—	—	(94)	(23)	—	**(632)**
Changes in scope	—	—	—	1	—	—	**1**
Value adjustments	22	—	—	—	—	—	**22**
Translation adjustment	46	—	—	11	(1)	—	**56**
Other movements	(1)	—	—	1	(2)	7	**5**
CARRYING AMOUNT AT DECEMBER 31, 2021	**3,661**	**547**	**293**	**510**	**68**	**52**	**5,131**

In June 2021, the Group redeemed the 575 million US dollar non-dilutive bond issued in 2016. The euro/dollar cross-currency swaps set up to hedge the bond matured at the same date, resulting in a cash inflow of 41 million euros, classified under interest received in the consolidated statement of cash flows.

On July 27, 2021, Valeo issued 700 million euros' worth of bonds maturing in August 2028 and paying a coupon of 1.00%. The bonds are indexed to a December 2025 sustainability objective, as part of the Group's commitment to achieving carbon neutrality by 2050, with an initial milestone in 2030. In 2020, 94% of original equipment sales were derived from technologies that help to reduce CO_2 emissions and improve road safety.

In February 2021, the EIB approved 600 million euros in financing for Valeo's research and development projects focused on technologies that reduce CO_2 emissions and improve active vehicle safety. The funds are to be allocated to Valeo's Europe-based R&D projects, primarily in France, but also in Germany, the Czech Republic and Ireland.

In June 2021, the Group drew down the entire amount of the first 300 million euros tranche. The eight-year loan carries fixed-rate interest of 0.885%, repayable in six equal annual installments from June 2024.

In accordance with IAS 20, when the Group receives public financing at lower-than-market interest rates, a subsidy is calculated as the difference between the market interest rate for a similar loan at the date the loan was granted, and the interest rate granted by the lender. The amount of the subsidy is recognized in liabilities in the statement of financial position. It is subsequently taken to income as a deduction from the costs financed by the subsidy as and when the costs are themselves recognized in the consolidated statement of income.

The amount of the subsidy for the initial 300 million euros tranche drawn down on the EIB financing was measured at 7 million euros. The impact of the subsidy on the statement of income for the year ended December 31, 2021 totaled 2 million euros, recognized in Research and Development expenditure (see Note 5.5.1.2, pages 348 to 349).

At December 31, 2021, the key terms and conditions of long-term debt were as shown below:

Type	Outstanding at Dec. 31, 2021 *(in millions of euros)*	Issuance	Maturity	Nominal *(in millions)*	Nominal amount outstanding *(in millions of euros)*	Currency	Nominal interest rate	Other information
Bond (EMTN program)	600	September 2017	September 2022	600	600	EUR	0.3752%	-
Bond (EMTN program)	499	January 2017	January 2023	500	500	EUR	0.625%	-
Bond (EMTN program)	672	January 2014	January 2024	700	700	EUR	3.25%	-
Bond (EMTN program)	598	June 2018	June 2025	600	600	EUR	1.50%	-
Bond (EMTN program)	596	March 2016	March 2026	600	600	EUR	1.625%	-
Bond (EMTN program)	696	July 2021	August 2028	700	700	EUR	1.00%	Bonds indexed to a sustainability objective
Schuldschein loan (German private placement)								
Tranche 1	115	April 2019	April 2023	115	115	EUR	0.95%	-
Tranche 2	220	April 2019	April 2023	221	221	EUR	6-month Euribor +0.95%	Swap exchanging a variable coupon for a fixed rate of -0.041%
Tranche 3	90	April 2019	April 2025	90	90	EUR	1.291%	-
Tranche 4	122	April 2019	April 2025	122	122	EUR	6-month Euribor +1.15%	Swap exchanging a variable coupon for a fixed rate of 0.145%
European Investment Bank (EIB) loan	293	June 2021	June 2029	300	300	EUR	0.885%	Reduced-rate loan repayable in six annual installments of 50 million euros as from June 2024
Lease liabilities	510	—	—	—	510	—	—	—
Other long-term debt(1)	120	—	—	—	120	—	—	—
LONG-TERM DEBT	**5,131**							

(1) Other long-term debt chiefly comprises debt contracted by Ichikoh entities in an amount of 42 million euros and debt contracted by Group subsidiaries at reduced rates in Spain along with accrued interest.

At December 31, 2021, the Group had drawn an amount of 3.7 billion euros (up 700 million euros compared with December 31, 2020) under its Euro Medium Term Note financing program capped at 5 billion euros.

The Group also has confirmed bank credit lines with an average maturity of 4.6 years, representing an aggregate amount of 1.7 billion euros. None of these credit lines had been drawn down at December 31, 2021. These bilateral credit lines were taken out with ten leading banks with an average rating of A from S&P and A1 from Moody's.

Maturity of long-term debt

(in millions of euros)	Carrying amount	Maturity <1 year	≥1 year and ≤5 years 2023	2024	2025	2026	>5 years 2027 and beyond
Bonds	**3,661**	599	499	672	598	595	698
Schuldschein loan (German private placement)	**547**	—	335	—	212	—	—
European Investment Bank (EIB) loan	**293**	—	—	49	49	49	146
Lease liabilities	**510**	102	80	65	51	36	176
Other borrowings	**68**	28	21	11	2	5	1
Accrued interest	**52**	52	—	—	—	—	—
LONG-TERM DEBT	**5,131**	**781**	**935**	**797**	**912**	**685**	**1,021**

Contractual maturity of long-term debt

In managing its liquidity risk, the Group seeks to ensure a balanced long-term debt repayment profile. At December 31, 2021, the average maturity of Valeo's (the parent company) debt was 3.1 years, up from 3 years at December 31, 2020.

The future cash outflows presented below, comprising both interest payments and principal repayments, are not discounted. The forward interest rate curve at December 31, 2021 was used for variable-rate interest.

(in millions of euros)	Carrying amount	Contractual cash flows <1 year	≥1 year and ≤5 years 2023	2024	2025	2026	>5 years 2027 and beyond	Total
Bonds	**3,661**	654	552	749	626	617	714	**3,912**
Schuldschein loan (German private placement)	**547**	6	341	3	215	—	—	**565**
European Investment Bank (EIB) loan	**293**	3	3	53	52	52	153	**316**
Other long-term debt	**630**	129	102	76	53	41	177	**578**
LONG-TERM DEBT	**5,131**	**792**	**998**	**881**	**946**	**710**	**1,044**	**5,371**

Off-balance sheet commitments relating to Group financing

Certain financing contracts include early repayment clauses in the event of failure to comply with specified financial ratios. The table below sets out the main covenant:

Financing agreements	Ratio	Thresholds	Ratio at December 31, 2021[(1)]
Credit lines European Investment Bank (EIB) loan *Schuldschein* loan (German private placement)	Consolidated net debt/consolidated EBITDA	<3.5	1.34

(1) Calculated over 12 months.

Bonds issued within the scope of the Euro Medium Term Note financing program and most bank credit lines include an option granted to bondholders who can request early repayment or redemption of their bonds in the event of a change of control at Valeo leading to a withdrawal of the rating or a downgrade in the rating to below investment grade (assuming that the bonds were previously rated investment grade). If Valeo's bonds had previously been rated below investment grade, bondholders may request the early repayment or redemption of their bonds in the event of a change of control at Valeo resulting in a one-category downgrade in the rating (e.g., from Ba1 to Ba2).

The *Schuldschein* loan and the European Investment Bank loan also include a change of control clause under which investors can request early repayment.

The credit lines set up by the Group's subsidiaries include early repayment clauses in the event of failure to comply with specified financial ratios. Based on the due diligence performed, the Group believes that the subsidiaries concerned complied with these covenants at December 31, 2021.

The Group's bank credit lines and long-term debt include "cross default" clauses. This means that if a given amount of debt is deemed to be in default, then the other debt amounts may also be deemed to be in default.

At the date these consolidated financial statements were authorized for issue, the Group expects to comply with all debt covenants over the next few months.

Group credit ratings

The Group is rated by several credit rating agencies. Moody's rating confirms Valeo's investment grade status.

Rating agency	Publication date	Long-term debt	Outlook	Short-term debt
Standard & Poor's	July 31, 2020	BB+	Stable	B
Moody's	August 30, 2021	Baa3	Stable	P-3

9.1.2.2 Liabilities associated with put options granted to holders of non-controlling interests

The Group may grant put options to third parties holding non-controlling interests, on all or some of their shares. These puts are considered by the Group as non-interest bearing debt.

This debt is recognized at the present value of the option exercise price. The offsetting entry for the debt associated with these commitments is a decrease in stockholders' equity – non-controlling interests.

The difference between the present value of the exercise price of the options granted and the carrying amount of non-controlling interests is recorded in stockholders' equity as a deduction from consolidated retained earnings.

The amount of the debt is adjusted at the end of each period in order to reflect changes in the option exercise price and a corresponding entry is recorded in stockholders' equity.

(in millions of euros)	Total	Valeo Shanghai Automotive Electric Motors & Wiper Systems Co. Ltd	Spheros Climatização do Brasil SA	Asaphus Vision GmbH
LIABILITIES AT JANUARY 1, 2020	**79**	**59**	**20**	**—**
Fair value adjustments recognized against non-controlling interests	**(5)**	(2)	(3)	—
Fair value adjustments recognized in retained earnings	**(6)**	(7)	1	—
LIABILITIES AT DECEMBER 31, 2020	**68**	**50**	**18**	**—**
New options	**5**	—	—	5
Fair value adjustments recognized against non-controlling interests	**—**	—	—	—
Fair value adjustments recognized in retained earnings	**(6)**	—	(6)	—
Exercise of options	**(50)**	(50)	—	
LIABILITIES AT DECEMBER 31, 2021	**17**	**—**	**12**	**5**

On December 16, 2020, STEC, then a shareholder of Valeo Shanghai Automotive Electric Motors & Wiper Systems Co. Ltd, notified Valeo of its decision to exercise its put option on its entire 27% stake in the company. The exercise price of the option was determined jointly by Valeo and STEC based on a valuation report as contractually agreed and will be paid in 2022.

On December 10, 2021 Valeo acquired a controlling interest in Asaphus Vision GmbH. It now holds a 60% stake along with a call option for the remaining 40%, worth 5 million euros.

At December 31, 2021, Valeo and Marco Polo owned 60% and 40%, respectively, of Spheros Climatização do Brasil SA. Marco Polo has been granted a put option which it may exercise at any time following an agreed period of one year.

The maturity of these financial liabilities is as follows:

		Maturity						
				≥1 year and ≤5 years				>5 years
(in millions of euros)	Carrying amount	On demand	<1 year	2023	2024	2025	2026	2027 and beyond
Liabilities associated with put options granted to holders of non-controlling interests	17	—	5	12	—	—	—	—

9.1.2.3 Short-term financing and bank overdrafts

Short-term debt mainly includes Negotiable European Commercial Paper (NEU CP) (previously "commercial paper") issued by Valeo for its short-term financing needs. NEU CP has a maturity of between one and five months and is valued at amortized cost.

In order to reflect the Group's cash requirements, short-term financing, which was previously recognized within net cash and cash equivalents, is now presented in net cash flows from financing activities in the consolidated statement of cash flows.

(in millions of euros)	December 31, 2021	December 31, 2020
Negotiable European Commercial Paper	665	1,588
Other short-term financing	83	43
Bank overdrafts	—	6
SHORT-TERM FINANCING AND BANK OVERDRAFTS	**748**	**1,637**

Valeo has a short-term commercial paper financing program for a maximum amount of 2.5 billion euros. At December 31, 2021, a total of 665 million euros had been drawn on this program, compared with 1,588 million euros at December 31, 2020.

9.1.3 Net debt

Net debt includes all long-term debt, liabilities associated with put options granted to non-controlling interests (see Note 9.1.2.2, page 384), short-term financing and bank overdrafts, less loans and other long-term financial assets, cash and cash equivalents, and the fair value of derivative instruments hedging interest rate and currency risks associated with these items (see Note 9.1.4, pages 387 to 392).

	December 31, 2021			December 31, 2020		
(in millions of euros)	Non-current	Current	Total	Non-current	Current	Total
Long-term debt	4,350	781	**5,131**	3,869	622	**4,491**
Put options granted to holders of non-controlling interests	12	5	**17**	18	50	**68**
Short-term financing	—	748	**748**	—	1,631	**1,631**
Bank overdrafts	—	—	**—**	—	6	**6**
GROSS DEBT	**4,362**	**1,534**	**5,896**	**3,887**	**2,309**	**6,196**
Long-term loans and receivables (including accrued interest)	(275)	(87)	**(362)**	(277)	(50)	**(327)**
Accrued interest	—	(4)	**(4)**	—	(1)	**(1)**
Cash and cash equivalents	—	(2,415)	**(2,415)**	—	(2,951)	**(2,951)**
Derivative instruments associated with interest rate and foreign currency risks(1)	(2)	(9)	**(11)**	1	26	**27**
NET DEBT	**4,085**	**(981)**	**3,104**	**3,611**	**(667)**	**2,944**

(1) *At end-December 2021 and end-December 2020, the fair value of derivative instruments associated with an item of net debt comprises the fair value of derivatives hedging financial currency risk and the fair value of derivatives hedging interest rate risk.*

5

9.1.3.1 Long-term loans and receivables

This category consists essentially of long-term loans, which are measured on an amortized cost basis using the effective interest rate. They are shown in the statement of financial position as non-current financial assets.

9.1.3.2 Cash and cash equivalents

Cash and cash equivalents are comprised of marketable securities such as money market and short-term money market funds, deposits and very short-term risk-free securities which can be readily sold or converted into cash, and cash at bank.

The cash equivalents included in this line are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value. These current financial assets are carried at fair value through income and are held with a view to meeting short-term cash requirements.

(in millions of euros)	December 31, 2021	December 31, 2020
Marketable securities	942	1,401
Cash	1,473	1,550
CASH AND CASH EQUIVALENTS	**2,415**	**2,951**

Cash and cash equivalents totaled 2,415 million euros at December 31, 2021, consisting of 942 million euros of marketable securities with a low price volatility risk, and 1,473 million euros in cash. Marketable securities consist solely of money market mutual funds (FCP).

These items were measured using Level 1 and 2 inputs of the fair value hierarchy.

Short-term liquidity management

Cash is pooled whenever this is permitted by local legislation. In such cases, subsidiaries' surplus cash or financing requirements are pooled and invested or funded by Valeo, the parent company. The Group has set up a cross-border, multi-currency cash pooling arrangement in euros, Hungarian forint and Czech koruna for European subsidiaries, in US dollars for US subsidiaries, and in Chinese renminbi for Chinese subsidiaries. This arrangement enables day-to-day cash to be managed on a centralized basis. In other countries, local cash pooling arrangements exist and loans and borrowings are regularly taken out with the parent company (Valeo). In some countries, these cross-border transactions can give rise to tax issues or may be subject to specific regulations and require approval from the local tax authorities.

The Group also manages liquidity by ensuring that dividends from subsidiaries are systematically transferred to Valeo.

Bank counterparty risk management

The Group invests its surplus liquidity according to the same principles, with asset management companies that are subsidiaries of leading banks. Securities are held by leading custodians.

9.1.3.3 Analysis of net debt by currency

Net debt can be analyzed as follows by currency:

(in millions of euros)	December 31, 2021	December 31, 2020
Euro	3,208	2,583
US dollar	6	457
Japanese yen	74	89
Brazilian real	(37)	(51)
South Korean won	(133)	(61)
Chinese renminbi	(45)	(85)
Other currencies	31	12
TOTAL	**3,104**	**2,944**

9.1.4 Derivative financial instruments

The Group uses derivative financial instruments to manage and reduce its exposure to foreign exchange and commodity risks.

Derivatives are recognized in the statement of financial position at fair value under other non-current financial assets or other non-current financial liabilities when the underlying transaction matures beyond one year, and under other current financial assets or other current financial liabilities when the underlying transaction matures within one year.

The accounting impact of changes in the fair value of these derivative instruments depends on whether or not hedge accounting is applied.

When hedge accounting is applied:

- for fair value hedges of assets and liabilities recognized in the statement of financial position, the hedged item of these assets or liabilities is stated at fair value. Changes in fair value are recognized through income and offset (for the effective portion of the hedge) by symmetrical changes in the fair value of the derivative;
- for future cash flow hedges, changes in the fair value of the derivatives relating to the effective portion of the hedge are recognized directly in other comprehensive income, while the ineffective portion is taken to other financial income and expenses. The amounts recognized in other comprehensive income are recycled to income when the hedged risk itself affects income.

Changes in the fair value of derivatives that do not qualify for hedge accounting are recognized in other financial income and expenses.

Foreign currency derivatives

Although they may act as hedges, foreign currency derivatives hedging balance sheet positions do not always meet the criteria for hedge accounting (automatic hedging). In these cases, changes in the fair value of the derivatives are recognized in financial income and expenses and are generally offset by changes in the fair value of the underlying receivables and payables. However, foreign currency hedges of foreign currency financing are designated as fair value hedges in order to be eligible for the option available under IFRS 9 whereby forward points are amortized (on a straight-line basis over the term of the hedge) and recognized in the statement of income within cost of net debt.

Foreign currency derivatives hedging highly probable future transactions that are generally material and will impact operating margin are classified as hedges. In these cases, changes in the fair value of the derivatives are recognized in other comprehensive income for the effective portion of the hedge, and subsequently taken to operating income when the hedged item itself affects operating income. The ineffective portion of the hedge is recognized in other financial income and expenses.

Commodity derivatives

In principle, the Group applies cash flow hedge accounting to commodity derivatives. Gains and losses relating to the effective portion of the hedge are reclassified from other comprehensive income to operating margin when the hedged position itself affects income. Gains and losses relating to the ineffective portion of the hedge are recognized in other financial income and expenses. When a forecast transaction is no longer highly probable, the cumulative gains and losses carried in other comprehensive income are transferred immediately to other financial income and expenses.

Interest rate derivatives

Variable interest rate hedges protect the Group against the impact of fluctuations in interest rates on its interest payments. These hedges are eligible for cash flow hedge accounting.

The Group elected to early adopt, as of January 1, 2019, the amendments to IFRS 9, IAS 39 and IFRS 7 published by the IASB in September 2019 in the context of the interest rate benchmark reform.

These amendments enable the Group to disregard the uncertainties arising from interest rate benchmark reform when measuring the effectiveness of hedging relationships and/or determining whether the hedged risk is highly probable, ensuring that existing or future hedging relationships are secured until this uncertainty is no longer present.

Hedging instruments are measured at fair value and recognized in the statement of financial position. Changes in the fair value of the hedging instrument relating to the effective portion of the hedge are recognized in other comprehensive income, while changes relating to the ineffective portion are recognized in other financial income and expenses. Amounts carried in other comprehensive income in respect of the effective portion of the hedge are taken to income as and when the hedged interest expenses themselves affect income.

Level 2 in the fair value hierarchy is used to measure the fair value of the Group's derivative financial instruments.

Interest rate derivatives designated as hedges of borrowings indexed to a benchmark rate are presented in Note 9.1.4.3, pages 391 to 392. Interest Rate Benchmark Reform – Phase 2 is effective as of 2021. The Group has completed its analysis work to ensure a smooth transition to the new benchmark rates and the application of Phase 2 has no impact on the Group's 2021 financial statements.

The Group's operating entities are responsible for identifying, measuring and hedging financial risks. However, the Group's Finance Department is responsible for managing derivatives on behalf of subsidiaries with risk exposure.

At monthly Treasury Committee meetings, the main risks and exposures are assessed, the required hedges are approved (in accordance with the strategy described below), and the results of these hedges are analyzed.

To reduce its exposure to market risk, the Group uses derivative financial instruments which had the following fair values at December 31, 2021 and 2020:

					Other financial assets		Other financial liabilities		December 31, 2021	December 31, 2020
(in millions of euros)	Accounting classification	Nominal purchase price[1]	Nominal sale price[1]	OCI reserves	Non-current	Current	Non-current	Current	Total	Total
Forward foreign currency contracts	Cash flow hedge	1,840	(349)	33	44	19	(18)	(12)	**33**	**45**
Forward foreign currency contracts	Trading	311	(228)	—	—	3	—	(3)	**—**	**(4)**
TOTAL OPERATING FOREIGN CURRENCY DERIVATIVES		**2,151**	**(577)**	**33**	**44**	**22**	**(18)**	**(15)**	**33**	**41**
Swaps	Fair value hedge	—	—	—	—	—	—	—	**—**	**(1)**
Swaps	Trading	543	543	—	—	20	—	(9)	**11**	**(21)**
Cross-currency swap	Trading	—	—	—	—	—	(5)	—	**(5)**	**4**
TOTAL FINANCIAL FOREIGN CURRENCY DERIVATIVES		**543**	**543**	**—**	**—**	**20**	**(5)**	**(9)**	**6**	**(18)**
Swaps	Cash flow hedge	80	(2)	1	—	1	—	—	**1**	**10**
TOTAL COMMODITY DERIVATIVES		**80**	**(2)**	**1**	**—**	**1**	**—**	**—**	**1**	**10**
Swaps	Cash flow hedge	343	343	(4)	—	—	(2)	—	**(2)**	**(5)**
Cross-currency swap	Cash flow hedge	159	159	9	9	—	—	—	**9**	**(3)**
Cross-currency swap	Trading	26	26	—	—	—	—	(2)	**(2)**	**(1)**
TOTAL INTEREST RATE DERIVATIVES		**528**	**528**	**5**	**9**	**—**	**(2)**	**(2)**	**5**	**(9)**
Cross options	N/A	N/A	N/A	N/A	—	27	—	—	**27**	**3**
TOTAL OTHER DERIVATIVES				**—**	**—**	**27**	**—**	**—**	**27**	**3**
TOTAL DERIVATIVE FINANCIAL INSTRUMENTS					**53**	**70**	**(25)**	**(26)**	**72**	**27**

(1) The nominal amounts of the derivatives are expressed in euros.

Bank counterparty risk management

The Group contracts derivatives with leading banks and sets limits for each counterparty, taking into account ratings provided by rating agencies. Special reports are drawn up enabling counterparty risk on each market to be monitored.

9.1.4.1 Fair value of foreign currency derivatives

Operational currency risk management

The Group's subsidiaries are exposed to foreign currency risk arising within the scope of their industrial and commercial activities. These risks and the related hedges are monitored by the Financing and Treasury Department.

The Group systematically hedges statement of financial position exposures (non-financial foreign currency receivables and payables). Subsidiaries primarily hedge their transactions with Valeo, the parent company, which then hedges net Group positions with external counterparties. The corresponding currency instruments are classified as trading derivatives within the meaning of IFRS 9 – "Financial Instruments".

The Group also hedges its operating margin against foreign currency risk, on a regular basis over the budget period and on an exceptional basis over a contractual period (beyond one year) for specific major contracts. In this case, it applies hedge accounting rules as permitted by IFRS 9. The principal hedging instruments used by the Group are forward purchases and sales of foreign currencies.

The fair value of these derivatives is computed as follows: future cash flows are calculated using forward exchange rates at the end of the reporting period and are then discounted using the interest rate of the functional currency. This method corresponds to Level 2 in the fair value hierarchy.

As in 2020, the ineffective portion of these hedges of operational currency risk was not material in 2021.

Financial currency risk management

Centralizing cash surpluses, the financing needs of foreign subsidiaries and certain Group financing transactions exposes the Group to financial currency risk. This risk corresponds to the risk of changes in the value of financial receivables or payables denominated in currencies other than the functional currency of the borrowing or lending entity. This currency risk is primarily hedged by currency swaps.

The Group tends to finance its subsidiaries in their local currencies and systematically enters into hedges to protect itself against the resulting currency risk.

The Group's borrowings are generally denominated in euros, in particular for debt issues under the Euro Medium Term Note financing program.

The unrealized gain of 6 million euros mainly includes currency swaps relating to hedges of intragroup loans and borrowings.

Analysis of the Group's overall net exposure

The Group's overall net exposure (on its balance sheet positions) at December 31, 2021, based on notional amounts, arises on the following main currencies (excluding entities' functional currencies):

	December 31, 2021					December 31, 2020
(in millions of euros)	USD	JPY	EUR	Other currencies	Total	Total
Accounts and notes receivable	185	21	435	18	**659**	**803**
Other financial assets	122	58	96	991	**1,267**	**1,660**
Accounts and notes payable	(287)	(57)	(587)	(41)	**(972)**	**(1,050)**
Long-term debt	(637)	(94)	(210)	(857)	**(1,798)**	**(2,351)**
GROSS EXPOSURE	**(617)**	**(72)**	**(266)**	**111**	**(844)**	**(938)**
Forward sales	(149)	(73)	(109)	(995)	**(1,326)**	**(1,700)**
Forward purchases	713	137	52	865	**1,767**	**2,208**
NET EXPOSURE	**(53)**	**(8)**	**(323)**	**(19)**	**(403)**	**(430)**

In the table above, the EUR column represents the net euro exposure of Group entities whose functional currency is not the euro. Exposure arises in particular on subsidiaries based in Central Europe and the Mediterranean area, which are financed in euros by Valeo.

Analysis of the sensitivity of net foreign currency risk exposure

The sensitivity analysis was based on an exchange rate of 1.1326 US dollars and 130.38 Japanese yen to 1 euro at December 31, 2021 (1.2271 and 126.49, respectively, at December 31, 2020).

An increase of 10% in the value of the euro against these currencies at December 31, 2021 and 2020 would have had the following pre-tax impacts:

	December 31, 2021		December 31, 2020	
(in millions of euros)	Income Gain (loss)	Equity Gain (loss)	Income Gain (loss)	Equity Gain (loss)
Exposure to US dollar	5	(40)	(8)	(40)
Exposure to Japanese yen	1	(6)	1	(6)
Exposure to euro	(26)	10	(33)	10
TOTAL	**(20)**	**(36)**	**(40)**	**(36)**

For the purpose of these analyses, it is assumed that all other variables, particularly interest rates, remained unchanged.

Assuming that all other variables remained unchanged, a 10% fall in the value of the euro against these currencies at December 31, 2021 would have had the opposite impacts to the ones shown above.

Remaining contractual maturities of foreign currency derivatives

The European Central Bank (ECB) closing rates and forward rates at December 31, 2021 were used to value foreign currency derivatives.

		Contractual cash flows						
			≥1 year and ≤5 years				>5 years	
(in millions of euros)	Carrying amount	<1 year	2023	2024	2025	2026	2027 and beyond	Total
Forward foreign currency contracts used as hedges:								
• Assets	65	22	16	11	9	6	1	**65**
• Liabilities	(33)	(15)	(8)	(10)	—	—	—	**(33)**
Currency swaps used as hedges:								
• Assets	20	20	—	—	—	—	—	**20**
• Liabilities	(14)	(10)	—	(4)	—	—	—	**(14)**

9.1.4.2 Fair value of commodity (non-ferrous metals) derivatives

Commodity risk management

The Group manages its exposure to raw materials by using price indexation clauses in commercial contracts as far as possible. This is the case particularly for non-ferrous metals and steel, for which such clauses cover approximately three-quarters and one-half of the Group's exposure, respectively.

Residual exposure to non-ferrous metals listed on the London Metal Exchange and the Shanghai Futures Exchange, and to a lesser extent exposure to propylene, is hedged with leading banks using hedging instruments. These hedges are designed to limit the impact of fluctuations in commodity prices on the Group's earnings and to give Valeo the time it needs to negotiate the corresponding price rises with its customers.

The Group favors hedging instruments which do not involve physical delivery of the underlying commodity (primarily swaps on the average monthly price). These transactions are eligible for cash flow hedge accounting within the meaning of IFRS 9.

Steel, most plastics, and rare-earth metals cannot be hedged on the financial market as they are not listed on an organized exchange.

Inventory values in the Group's statement of financial position are not significantly affected by the rise in commodity prices because the rapid inventory turnover and optimization of logistics flows reduce the amount.

Volumes of non-ferrous metals hedged at December 31, 2021 and 2020 break down as follows:

(in tons)	December 31, 2021	December 31, 2020
Aluminum	12,589	36,224
Secondary aluminum	3,527	7,395
Copper	4,823	11,688
Zinc	—	804
Polypropylene	2,587	8,108
TOTAL	**23,526**	**64,219**

Base metals derivatives used by the Group are designated as cash flow hedges. An unrealized gain of less than 1 million euros relating to existing hedges was recognized in other comprehensive income for 2021.

An unrealized gain of 10 million euros recognized in other comprehensive income in 2020 and arising on existing commodity hedges was reclassified in full to operating income in 2021.

Analysis of the sensitivity of the net exposure to metal price risk

The table below shows the pre-tax impact on equity and income of a 10% variation in metal futures prices at December 31, 2021 and 2020:

	December 31, 2021		December 31, 2020	
(in millions of euros)	Income Gain (loss)	Equity Gain (loss)	Income Gain (loss)	Equity Gain (loss)
Impact of a 10% rise in metal futures prices	—	8	—	14
Impact of a 10% fall in metal futures prices	—	(8)	—	(14)

For the purposes of the sensitivity analysis, it is assumed that all other variables remain unchanged over the period.

Remaining contractual maturities of commodity derivatives

Forward prices on the London Metal Exchange (LME) at December 31, 2021 were used to determine contractual maturities for commodity derivatives.

		Contractual cash flows						
			≥1 year and ≤5 years				>5 years	
(in millions of euros)	Carrying amount	<1 year	2023	2024	2025	2026	2027 and beyond	Total
Commodity derivatives:								
• Assets	1	1	—	—	—	—	—	1
• Liabilities	—	—	—	—	—	—	—	—

9.1.4.3 Fair value of interest rate derivatives

Interest rate risk management

The Group uses interest rate swaps to convert the interest rates on its debt into either a variable or a fixed rate, either at origination or during the term of the loan. Cash and cash equivalents are mainly invested in fixed-rate instruments. At December 31, 2021, 99% of long-term debt (i.e., due in more than one year) was at fixed rates, stable compared to end-2020.

In March 2019, the Group converted the 159 million euros loan granted to one of its Czech subsidiaries into Czech koruna. At the same time, the Group set up a cross currency swap in Czech koruna for the same amount and with the same maturity.

The interest rate swap embedded in this derivative has been classified as a cash flow hedge.

In 2021, a Group subsidiary in Japan converted the 3.3 billion Japanese yen loan granted to one of its Indonesian subsidiaries into Indonesian rupiah. At the same time, the Japanese subsidiary set up cross-currency swaps in Indonesian rupiah for the same amount and with the same maturity. These swaps have not been classified as hedges.

The two variable-rate tranches of the *Schuldschein* loan issued in April 2019 are hedged by floored interest rate swaps, which exchange the variable coupon with a 0% floor for a fixed rate. The floors expired in April 2021. The instruments have been classified as cash flow hedges.

	December 31, 2021		December 31, 2020	
(in millions of euros)	Nominal	Fair value	Nominal	Fair value
Interest rate swaps:				
• Loan in Czech koruna	159	4	159	(3)
• Loan in Indonesian rupiah	26	(2)	21	(1)
• *Schuldschein* loan (German private placement)	343	(2)	343	(5)
TOTAL	**528**	**—**	**523**	**(9)**

Analysis of the Group's net exposure

At the end of the reporting period, the Group's net interest rate position based on nominal values can be analyzed as follows:

2021

	Less than 1 year		1 to 5 years		More than 5 years		Total nominal amount		
(in millions of euros)	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Total
Financial liabilities	1,521	20	3,005	365	1,027	—	5,553	385	**5,938**
Loans	—	(87)	—	(275)	—	—	—	(362)	**(362)**
Accrued interest	(4)	—	—	—	—	—	(4)	—	**(4)**
Cash and cash equivalents	(1,400)	(1,015)	—	—	—	—	(1,400)	(1,015)	**(2,415)**
NET POSITION BEFORE HEDGING	**117**	**(1,082)**	**3,005**	**90**	**1,027**	**—**	**4,149**	**(992)**	**3,157**
Derivative instruments	—	—	343	(343)	—	—	343	(343)	**—**
NET POSITION AFTER HEDGING	**117**	**(1,082)**	**3,348**	**(253)**	**1,027**	**—**	**4,492**	**(1,335)**	**3,157**

2020

	Less than 1 year		1 to 5 years		More than 5 years		Total nominal amount		
(in millions of euros)	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Total
Financial liabilities	2,258	23	2,886	387	699	—	5,843	410	**6,253**
Loans	—	(50)	—	(277)	—	—	—	(327)	**(327)**
Accrued interest	(1)	—	—	—	—	—	(1)	—	**(1)**
Cash and cash equivalents	(1,730)	(1,221)	—	—	—	—	(1,730)	(1,221)	**(2,951)**
NET POSITION BEFORE HEDGING	**527**	**(1,248)**	**2,886**	**110**	**699**	**—**	**4,112**	**(1,138)**	**2,974**
Derivative instruments	—	—	343	(343)	—	—	343	(343)	**—**
NET POSITION AFTER HEDGING	**527**	**(1,248)**	**3,229**	**(233)**	**699**	**—**	**4,455**	**(1,481)**	**2,974**

Financial liabilities include the nominal amount of long-term debt, short-term financing and bank overdrafts.

5

Analysis of sensitivity to interest rate risk

At December 31, 2021, almost all long-term debt was at fixed rates. Fixed-rate debt carried at amortized cost is not included in the calculation of sensitivity to interest rate risk. The Group's exposure to interest rate risk therefore arises solely on its variable-rate debt.

The tables below show the pre-tax impact on income and other comprehensive income of a sudden 1% rise in the interest rates applied to variable-rate financial assets and liabilities, after hedging:

	December 31, 2021		December 31, 2020	
(in millions of euros)	Income Gain (loss)	Equity Gain (loss)	Income Gain (loss)	Equity Gain (loss)
Impact of a 1% rise in interest rates	13	—	15	—

Similarly, at December 31, 2021, a sudden 1% fall in interest rates would have had the opposite impact for the same amount.

9.1.4.4 Fair value of other derivative financial instruments

At December 31, 2021, other derivative financial instruments included put and call options granted by Valeo and Siemens on the creation of their joint venture.

Valeo has a call option by virtue of which Siemens is required to sell part or all of its stake in the joint venture on exercise of the option.

The fair value of this call option was 27 million euros at December 31, 2021 and 30 million euros at December 31, 2020, Siemens also has a put option by virtue of which Valeo is required to purchase its entire stake in the joint venture on exercise of the option. The fair value of this put option at December 31, 2021 was nil.

These options are not matched given the specific contractual terms that govern their exercise. They were valued by an independent expert using a probability-based approach. This method corresponds to Level 3 in the fair value hierarchy.

Contractual maturities of other material derivative financial instruments

		Contractual cash flows					
			≥1 year and ≤5 years				>5 years
(in millions of euros)	Carrying amount	<1 year	2023	2024	2025	2026	2027 and beyond
Put and call options relating to the Valeo-Siemens joint venture(1)							
• Assets	27	27	—	—	—	—	—
• Liabilities	—	—	—	—	—	—	—

(1) Options that can be exercised as from the date indicated if certain contractually specified criteria are met.

9.1.5 Other non-current financial assets and liabilities

9.1.5.1 Other financial assets and liabilities

This caption primarily includes guarantee deposits and long-term investments.

Guarantee deposits are valued at amortized cost.

Long-term investments primarily include investments in non-consolidated companies and mutual funds, which are measured at fair value.

Changes in the fair value of investments in non-consolidated companies are recorded in the statement of income, unless the investment is neither held for trading nor contingent consideration is recognized by an acquirer as part of a business combination. In such cases, the Group may make an irrevocable election at initial recognition of each investment to present subsequent changes in fair value in other comprehensive income, and dividend income in the statement of income. Once this election has been made, unrealized gains and losses recognized in other comprehensive income may not subsequently be recycled to the statement of income, even in the event of disposal of the related investment.

The election described above for equity instruments is not available for mutual funds. Accordingly, changes in fair value are recognized under other financial income and expenses in the consolidated statement of income.

The fair value of securities listed on an active market is their stock market value.

Long-term investments totaled 290 million euros at end-December 2021 and can be analyzed as follows:

(in millions of euros)	2021	2020
LONG-TERM INVESTMENTS AT JANUARY 1	**216**	**232**
Acquisitions	1	—
Disposals[(1)]	(1)	(35)
Changes in fair value recognized in equity	(7)	14
Changes in fair value recognized in income	77	24
Dividends paid by Company mutual funds	(5)	(16)
Translation adjustment	9	(3)
LONG-TERM INVESTMENTS AT DECEMBER 31	**290**	**216**

(1) In 2020, the Group withdrew fully from Toyota, generating an inflow of 28 million euros.

They mainly comprise investments in the following companies:

(in millions of euros)	December 31, 2021	December 31, 2020
Hubei Cathay China	69	49
Sino-French Innovation Fund (Cathay)	96	56
Sino-French Innovation Fund II (Cathay)	33	24
Iris Capital	26	22
Other long-term investments[(1)]	66	65
LONG-TERM INVESTMENTS AT DECEMBER 31	**290**	**216**

(1) Other investments for less than 25 million euros each in investment funds and in companies over which Valeo exercises neither control nor significant influence.

9.1.5.2 Other current financial assets and liabilities

Other current financial assets and liabilities include accounts and notes receivable and payable.

Accounts and notes receivable and payable are initially recognized at fair value and subsequently carried at amortized cost, less any accumulated impairment losses. The fair value of accounts and notes receivable and payable is deemed to be their nominal amount, since payment periods are generally less than three months.

Accounts and notes receivable are detailed in Note 5.2, pages 345 to 346.

In the ordinary course of its operations in China, Valeo may be paid by its customers or may pay its suppliers using a payment instrument specific to the Chinese market known as a "bank acceptance draft". Owing to their nature, receivables and payables under bank acceptance drafts continue to be recognized within accounts and notes receivable and payable until they fall due. At December 31, 2021, these instruments represented 131 million euros of accounts and notes receivable and 229 million euros of accounts and notes payable (143 million euros and 190 million euros, respectively, at December 31, 2020).

Valeo also operates a reverse factoring program for its suppliers worldwide, which has been in place since 2014. This program involves the sale of accounts and notes receivable to a financial institution ("factor") initiated by Valeo (and not by the supplier). Relations between the parties are structured based on two separate agreements:

- Valeo suppliers enter into a sale agreement with the factor for the amounts they are owed by Valeo;
- Valeo enters into an agreement with the factor under which it agrees to pay the invoices sold by its suppliers to the factor at the date they fall due (pre-approved invoices), without recourse.

This program allows the suppliers concerned to ensure that their receivables will be promptly settled by the financial institution. Valeo settles the invoices with the factor at their contractual due dates.

An analysis by the Group indicates that the reverse factoring arrangement does not alter the substance of its payables, which continue to be included in working capital. At December 31, 2021, the balance outstanding under the program represented less than 10% of total accounts and notes payable.

9.2 Financial income and expenses

Net financial income comprises interest income, interest expense (cost of net debt) and other financial income and expenses.

Cost of net debt

Interest expense mainly corresponds to interest recognized on debt, while interest income corresponds to interest earned on cash and cash equivalents.

Other financial income and expenses

Other financial income and expenses notably include:

- the ineffective portion of gains and losses on interest rate hedging transactions;
- gains and losses on foreign exchange transactions or non-ferrous metals purchases that do not meet the definition of hedges of financial instruments;
- the cost of credit insurance and write-downs taken in respect of credit risk and losses on bad debts in the event of client default;
- the net interest cost arising on provisions for pensions and other employee benefits, which includes the impact of unwinding the discount on the obligations to take into account the passage of time, and financial income related to the expected return on plan assets;
- changes in the fair value of long-term investments held for trading.

(in millions of euros)	2021	2020
Cost of gross debt(1)	(125)	(121)
Interest income on cash and investments	65	54
COST OF NET DEBT	**(60)**	**(67)**
Net interest cost on provisions for pensions and other employee benefits(2)	(12)	(15)
Currency gains (losses)	2	(20)
Gains (losses) on commodity derivatives (ineffective portion)	2	(5)
Gains (losses) on interest rate derivatives (ineffective portion)	1	(2)
Gains (losses) on long-term investments held for trading(3)	77	24
Other(4)	26	4
OTHER FINANCIAL INCOME AND EXPENSES	**96**	**(14)**
NET FINANCIAL INCOME (EXPENSE)	**36**	**(81)**

(1) Including, in 2021, finance costs for 11 million euros on undrawn credit lines, interest on lease liabilities for 13 million euros and financial expenses for 3 million euros arising on discounting arrangements for accounts and notes receivable and amounts receivable under French research tax credits.
(2) See Note 6.3.4, page 360.
(3) See Note 9.1.5.1, pages 392 to 393.
(4) See Note 9.1.4.4, page 392.

NOTE 10 INCOME TAXES

10.1 Income taxes

Income tax expense includes current income taxes and deferred taxes of consolidated companies.

Taxes relating to items recognized directly in other comprehensive income are also recognized in other comprehensive income and not in income.

10.1.1 Breakdown of income tax expense

(in millions of euros)	2021	2020
Current taxes	(253)	(201)
Deferred taxes	56	69
INCOME TAXES	**(197)**	**(132)**

The Group recognized an income tax expense of 197 million euros for 2021, corresponding to an effective tax rate of 28.8%.

10.1.2 Tax proof

(in millions of euros)	2021	2020
INCOME (LOSS) BEFORE INCOME TAXES EXCLUDING SHARE IN NET EARNINGS (LOSSES) OF EQUITY-ACCOUNTED COMPANIES	**685**	**(660)**
Standard tax rate in France	28.40%	32.02%
THEORETICAL INCOME TAX (EXPENSE)/BENEFIT	**(195)**	**211**
Impact of:		
• Unrecognized deferred tax assets and unused tax losses (current year)	(22)	(241)
• Recognition of previously unrecognized deferred tax assets	10	—
• Other income tax rates	15	(51)
• Utilization of prior-year tax losses	6	1
• Permanent differences between accounting income and taxable income	(4)	(37)
• Tax credits	1	1
• *Cotisation sur la valeur ajoutée des entreprises* (CVAE)	(8)	(16)
GROUP INCOME TAX (EXPENSE)/BENEFIT	**(197)**	**(132)**
Effective tax rate	28.8%	(20.0)%

In 2021, tax losses in France and Germany were not recognized due to a lack of visibility as to whether they will be able to be utilized in the short term. This was partially offset by the recognition of deferred taxes of Chinese entities whose past and projected performance makes it probable that they will be able to be utilized.

The unfavorable 15 million euros impact relating to tax rates that are different from the standard tax rate breaks down as follows:

Country	Current tax rate(1)	2021	2020
China	25.0%	6	3
South Korea	24.2%	4	2
Turkey	25.0%	2	2
Spain	25.0%	1	1
Poland	19.0%	3	(4)
Morocco	8.8%	(1)	(5)
Czech Republic	19.0%	(6)	(10)
United States	21.0%	7	(13)
Germany	27.8%	(1)	(18)
Other countries		—	(9)
TOTAL		**15**	**(51)**

(1) The current tax rate shown is the effective tax rate at the end of the reporting period. The tax rate used to calculate deferred taxes takes into account any changes adopted in the tax rate for the coming years.

Permanent differences between accounting income and taxable income comprise withholding tax not deducted and forfeited, non-deductible interest expense and the impact of the Base Erosion and Anti-Abuse Tax (BEAT) introduced in the 2017 US tax reform, as well as tax credits, mainly in the United States.

The Group considers that the *Cotisation sur la valeur ajoutée des entreprises* (CVAE) tax on company value-added meets the definition of income tax set out in IAS 12. Income tax in 2021 therefore includes a net expense of 8 million euros in respect of the CVAE tax (16 million euros in 2020).

10.2 Deferred taxes

Deferred taxes are accounted for using the liability method for all temporary differences between the tax base and the carrying amount of assets and liabilities in the consolidated financial statements, and for all tax loss carryforwards.

The main temporary differences relate to tax loss carryforwards, provisions for pensions and other employee benefits, other temporarily non-deductible provisions and capitalized development expenditure. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply when the temporary differences reverse, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are only recognized to the extent that it appears probable that Valeo will generate future taxable profits against which these tax assets will be able to be recovered. The Group reviews the probability of future recovery of deferred tax assets on a periodic basis for each tax entity. This review can, where appropriate, lead the Group to derecognize deferred tax assets that it had recognized in prior years. The probability of recovery is assessed using the approach deemed most appropriate in light of the entity's legal and tax organization, tax history and projected taxable earnings outlook.

Each entity or tax consolidation group assesses the recoverability of its tax loss carryforwards annually using future taxable profit projections covering a period of five years, prepared on the basis of medium-term business plans drawn up by Group entities and approved by General Management. Where an entity or tax consolidation group reports a net deferred tax asset position, tax loss carryforwards may generally be recognized in the statement of financial position for a maximum period of five years. Taxes payable and tax credits receivable on planned dividend distributions by subsidiaries are recorded in the statement of income.

Deferred tax assets and liabilities are offset when a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities concern income taxes levied by the same taxation authority. In France, Valeo has elected for tax consolidation. The tax group includes the parent company and its principal French subsidiaries that are eligible for tax consolidation. Valeo has also elected for tax consolidation for its subsidiaries in other countries where this is permitted by local legislation (Germany, Spain, the United Kingdom and the United States).

Deferred taxes broken down by temporary differences are shown below:

(in millions of euros)	December 31, 2021	December 31, 2020
Loss carryforwards	869	827
Capitalized development expenditure	(287)	(299)
Pensions and other employee benefits	220	246
Other provisions	102	130
Inventories	82	63
Provisions for restructuring costs	3	6
Tooling	2	4
Non-current assets	61	17
Other	204	169
TOTAL DEFERRED TAXES, GROSS	**1,256**	**1,163**
Unrecognized deferred tax assets	(793)	(790)
TOTAL DEFERRED TAXES	**463**	**373**
Of which:		
• Deferred tax assets	526	440
• Deferred tax liabilities	(63)	(67)

At December 31, 2021, the main countries for which deferred tax assets were recognized in the statement of financial position for tax loss carryforwards are as follows:

(in millions of euros)	Loss carryforwards	Potential tax saving
United States	454	95
Germany[1]	290	80
Czech Republic	45	8
MAIN COUNTRIES	**789**	**183**
Other countries		17
DEFERRED TAX ASSETS RECOGNIZED FOR TAX LOSS CARRYFORWARDS		**200**

(1) Tax loss carryforwards are recognized up to the amount of deferred tax liabilities.

For each of the above-mentioned countries, tax losses can be carried forward indefinitely.

At December 31, 2021, deferred tax assets not recognized by the Group can be analyzed as follows:

(in millions of euros)	Tax basis	Potential tax saving
Tax losses available for carryforward from 2022 through 2025	152	(27)
Tax losses available for carryforward in 2026 and thereafter	145	(28)
Tax losses available for carryforward indefinitely	2,377	(615)
CURRENT TAX LOSS CARRYFORWARDS	**2,674**	**(670)**
Unrecognized deferred tax assets on temporary differences		(123)
TOTAL		**(793)**

NOTE 11 STOCKHOLDERS' EQUITY AND EARNINGS PER SHARE

11.1 Stockholders' equity

11.1.1 Change in share capital

11.1.1.1 Change in the number of shares outstanding

The number of shares outstanding and the number of treasury shares held at December 31, 2021 can be analyzed as follows:

	2021	2020
NUMBER OF SHARES OUTSTANDING AT JANUARY 1	**240,250,718**	**239,029,111**
Number of treasury shares purchased/sold under the liquidity agreement(1) or delivered following the exercise of stock options or free shares granted	618,069	540,947
Number of shares issued under employee stock ownership plans: Shares4U(2)	857,378	680,660
NUMBER OF SHARES OUTSTANDING AT DECEMBER 31	**241,726,165**	**240,250,718**
Number of treasury shares held by the Group	848,616	1,466,685
NUMBER OF SHARES REPRESENTING THE COMPANY'S SHARE CAPITAL AT DECEMBER 31(3)	**242,574,781**	**241,717,403**

(1) See Note 11.1.1.2, page 397.

(2) As part of the Shares4U 2021 plan (see Note 6.4.3, page 364), a 16 million euros capital increase reserved for employees took place on November 16, 2021, issuing 857,378 new shares, each with a par value of 1 euro. This standard plan was offered to employees, under which they could subscribe to Valeo shares directly or through a Company mutual fund, at a subscription price set by the Group's Chairman and Chief Executive Officer acting on the authority of the Board of Directors on September 17, 2021, at 18.73 euros. This gave rise to 15 million euros in additional paid-in capital.

(3) At December 31, 2021 and December 31, 2020, each share had a par value of 1 euro and was fully paid up.

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11.1.1.2 Equity management

The Group seeks to maintain a solid capital base in order to retain the confidence of investors, creditors and the market, and to secure its future development. Its objective is to strike a balance between levels of debt and equity compatible with an investment grade rating.

The Group may be required to buy back treasury shares on the market to cover its obligations with regard to free share and employee stock ownership plans, as well as the liquidity agreement. The liquidity agreement, which is consistent with the Code of Ethics published by the French Association of Investment Firms (*Association Française des Entreprises d'Investissement* – AFEI), was signed with an investment services provider on March 25, 2019, replacing the previous liquidity agreement signed on April 22, 2004. At December 31, 2021, 17,340,810 euros had been allocated to the liquidity agreement compared with 17,361,776 euros at December 31, 2020.

11.1.2 Translation adjustment

Movements in the translation adjustment (attributable to the Group) in the year resulted in an unrealized gain of 257 million euros (unrealized loss of 342 million euros at December 31, 2020). In 2021, this essentially reflected the rise in the value of the Chinese renminbi (184 million euros) and the US dollar (127 million euros), offset by the fall in the Turkish lira (33 million euros) and the Japanese yen (22 million euros).

11.1.3 Non-controlling interests

Changes in non-controlling interests can be analyzed as follows:

(in millions of euros)	2021	2020
NON-CONTROLLING INTERESTS AT JANUARY 1	**756**	**835**
Share in net earnings	70	19
Dividends paid	(37)	(75)
Changes in scope	(8)	—
Fair value adjustments to put options granted to holders of non-controlling interests[1]	—	5
Other movements	(1)	—
Translation adjustment	16	(28)
NON-CONTROLLING INTERESTS AT DECEMBER 31	**796**	**756**

(1) See Note 9.1.2.2, page 384.

Non-controlling interests can be analyzed as follows:

	Percentage interest held by non-controlling interests *(in %)*		Stockholders' equity attributable to non-controlling interests *(in millions of euros)*	
	December 31, 2021	December 31, 2020	2021	2020
Pyeong Hwa Company[1]	50.0	50.0	578	540
Ichikoh China Alliance entities	5.8	5.8	34	27
Other Ichikoh entities	38.8	38.8	150	144
Other individually non-material interests	N/A	N/A	34	45
NON-CONTROLLING INTERESTS			**796**	**756**

(1) Pyeong Hwa Company is the longstanding partner in Valeo Pyeong Hwa and Valeo-Kapec, particularly in South Korea.

11.2 Earnings per share

Basic earnings per share is calculated by dividing consolidated net income by the weighted average number of shares outstanding during the year, excluding the average number of shares held in treasury stock.

Diluted earnings per share is calculated by dividing consolidated net income by the weighted average number of shares outstanding during the year, plus the weighted average number of ordinary shares that would be outstanding had all the potentially dilutive ordinary shares been converted. Stock options and free shares have a dilutive impact when their exercise price is below market price. This calculation method – known as the treasury stock method – serves to determine the "unpurchased" shares to be added to the shares of common stock outstanding for the purposes of computing the dilution.

	2021	2020
Net income (loss) attributable to owners of the Company *(in millions of euros)*	175	(1,089)
Weighted average number of ordinary shares outstanding *(in thousands of shares)*	240,668	239,385
ATTRIBUTABLE BASIC EARNINGS PER SHARE *(IN EUROS)*	**0.73**	**(4.55)**

	2021	2020
Weighted average number of ordinary shares outstanding *(in thousands of shares)*	240,668	239,385
Dilutive effect from[1] *(in thousands)*:		
• Stock options	—	5
• Free shares	3,670	2,190
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES OUTSTANDING ADJUSTED FOR IMPACT OF DILUTIVE SHARES *(in thousands of shares)*	**244,338**	**239,385**
ATTRIBUTABLE DILUTED EARNINGS PER SHARE *(IN EUROS)*	**0.72**	**(4.55)**

(1) Stock options and free shares at December 31, 2020 are excluded from the calculation of diluted earnings per share as they are anti-dilutive.

NOTE 12 BREAKDOWN OF CASH FLOWS

12.1 Expenses (income) with no cash effect

Expenses and income with no cash effect can be analyzed as follows in 2021 and 2020:

(in millions of euros)	2021	2020
Depreciation, amortization and impairment of fixed assets	1,583	1,967
Net additions to (reversals from) provisions	(95)	184
Losses (gains) on sales of fixed assets	(25)	19
Expenses related to share-based payment	28	33
Losses (gains) on long-term investments	(77)	(24)
Losses (gains) on assets held for sale	12	9
Losses (gains) on previously held interests	—	—
Other losses (gains) with no cash effect	(5)	8
TOTAL	**1,421**	**2,196**

12.2 Changes in working capital

Changes in the main components of working capital in 2021 and 2020 are shown in the table below:

(in millions of euros)	2021	2020
Inventories	(370)	219
Accounts and notes receivable	403	23
Accounts and notes payable	(191)	143
Other receivables and payables	(161)	12
TOTAL	**(319)**	**397**

Accounts and notes receivable falling due after December 31, 2021 for which substantially all risks and rewards have been transferred and which are no longer carried in assets in the statement of financial position are detailed in Note 5.2, pages 345 to 346 for accounts and notes receivable and in Note 5.5.2, pages 349 to 350 for amounts receivable under French research tax credits, CICE tax credits and VAT credits.

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12.3 Acquisitions of investments with gain of control, net of cash acquired

In 2021, the net cash outflow of 8 million euros corresponds mainly to the cash paid for the acquisition of shares in Huada Automotive Air Conditioner (Hunan) Co. Ltd for 6 million euros.

12.4 Disposals of investments with loss of control, net of cash transferred

In 2021, the negative impact on the Group's net cash position of 31 million euros corresponds mainly to the loss of control of Valeo Samsung Thermal Systems Co. Ltd, now accounted for using the equity method, for 11 million euros and to the sale of the Lighting business in Brazil for 15 million euros.

12.5 Issuance and repayment of long-term debt

In 2021, the EIB approved 600 million euros in financing for Valeo's Europe-based research projects focused on technologies that reduce CO_2 emissions and improve vehicle safety. The first 300 million euros tranche was drawn down in June 2021 (see Note 9.1.2, pages 380 to 385). The second 300 million euros tranche was drawn down in February 2022 (see Note 2.1, page 421).

On July 27, 2021, the Group issued 700 million euros' worth of bonds indexed to a sustainability objective, maturing in August 2028 and paying a coupon of 1.00%. In June 2021, the Group also redeemed the 575 million US dollars bond issued in 2016. The euro/dollar cross-currency swaps set up to hedge the bond matured at the same date, resulting in a cash inflow of 41 million euros, classified under interest received in the consolidated statement of cash flows.

Repayments made on long-term borrowings in 2020 primarily concerned lease liabilities recognized in accordance with IFRS 16 – "Leases" in an amount of 94 million euros.

12.6 Free cash flow and net cash flow

Free cash flow corresponds to net cash from operating activities (excluding changes in non-recurring sales of accounts and notes receivable) after taking into account acquisitions and disposals of property, plant and equipment and intangible assets and payments for the principal portion of lease liabilities. This indicator reflects the Group's ability to generate cash from its operations and is taken into account by General Management to define its investment strategy and financing policy.

Net cash flow corresponds to free cash flow less (i) cash flows in respect of investing activities, relating to acquisitions and disposals of investments and to changes in certain items shown in non-current financial assets, (ii) cash flows in respect of financing activities relating to share capital, dividends paid, treasury share purchases and sales, interest paid and received, loan issuance costs and premiums and acquisitions of investments without gain of control, and (iii) changes in non-recurring sales of accounts and notes receivable.

Free cash flow and net cash flow can be reconciled as follows with the consolidated statement of cash flows between 2021 and 2020:

(in millions of euros)	2021	2020
Gross operating cash flows	2,183	1,631
Income taxes paid	(237)	(188)
Changes in working capital	(319)	397
NET CASH FLOWS FROM OPERATING ACTIVITIES	**1,627**	**1,840**
Net payments for purchases of intangible assets and property, plant and equipment	(1,264)	(1,439)
Net payments for the principal portion of lease liabilities(1)	(86)	(86)
Elimination of change in non-recurring sales of accounts and notes receivable(2)	15	(21)
FREE CASH FLOW	**292**	**294**
Change in non-recurring sales of accounts and notes receivable(2)	(15)	21
Net change in non-current financial assets(1)	(277)	(211)
Acquisitions of investments with gain of control, net of cash acquired	(8)	(5)
Acquisitions of investments in associates and/or joint ventures	—	—
Disposals of investments with loss of control, net of cash transferred	(31)	(3)
Acquisitions of investments without gain of control	—	(1)
Dividends paid to owners of the Company and to non-controlling interests of consolidated subsidiaries	(101)	(122)
Capital increase in cash	16	15
Sale (purchase) of treasury stock	—	4
Net interest paid/received	(28)	(75)
Loan issue costs and premiums	—	—
NET CASH FLOW	**(152)**	**(83)**

(1) The net cash inflow of 8 million euros in respect of lease receivables was set off against payments for the principal portion of lease liabilities.

(2) Valeo carries out recurring and one-off sales of its accounts and notes receivable to banks. An agreement at a specific date is drawn up for one-off, or non-recurring, transactions of this type. An agreement spanning one or more years is drawn up for recurring transactions. Each contract is analyzed in light of IFRS 9 on the derecognition of financial assets in order to determine whether the risks and rewards inherent to ownership of the receivables has been transferred (see Note 5.2, pages 345 to 346).

NOTE 13 FEES PAID TO THE STATUTORY AUDITORS

Fees paid to the Group's Statutory Auditors (excluding their network) and recognized in the consolidated statement of income for the Valeo parent company and the French subsidiaries, are as follows:

	Ernst & Young		Mazars	
(in millions of euros)	2021	2020	2021	2020
AUDIT				
Statutory audit, certification and review of the individual and consolidated financial statements	1.7	1.6	1.2	1.3
Non-audit services	0.8	0.2	—	0.1
TOTAL FEES	**2.5**	**1.8**	**1.2**	**1.4**

Non-audit services provided by Ernst & Young et Autres and Mazars to the Group and the entities it controls concern (i) comfort letters in connection with bond issues, (ii) statements issued to validate information presented in expenditure reports relating to subsidized projects and in connection with sales of receivables, (iii) agreed-upon procedures in connection with a report certifying CSR information, and (iv) audits of the combined financial statements of some of the Group's operating structures.

NOTE 14 LIST OF CONSOLIDATED COMPANIES

	December 31, 2021		December 31, 2020	
Company	Consolidation method	% interest	Consolidation method	% interest
EUROPE				
FRANCE				
Valeo (parent company)				
DAV	FC	100	FC	100
Équipement 2	FC	100	FC	100
Équipement 11	FC	100	FC	100
SC2N	FC	100	FC	100
Société de Participations Valeo	FC	100	FC	100
Valeo Bayen	FC	100	FC	100
Valeo Embrayages	FC	100	FC	100
Valeo Équipements Électriques Moteur	FC	100	FC	100
Valeo Finance	FC	100	FC	100
Valeo Management Services	FC	100	FC	100
Valeo Matériaux de Friction	FC	100	FC	100
Valeo Comfort and Driving Assistance	FC	100	FC	100
Valeo Service	FC	100	FC	100
Valeo Systèmes de Contrôle Moteur	FC	100	FC	100
Valeo Systèmes d’Essuyage	FC	100	FC	100
Valeo Systèmes Thermiques	FC	100	FC	100
Valeo Vision	FC	100	FC	100
Valeo Siemens eAutomotive France SAS	EM	50	EM	50
Kuantic	EM	33	EM	33
Valeo Detection Systems(2)	FC	100	-	-
SPAIN				
Valeo Climatización, SAU	FC	100	FC	100
Valeo España, SAU	FC	100	FC	100
Valeo Iluminación, SAU	FC	100	FC	100
Valeo Service España, SAU	FC	100	FC	100
Valeo Termico, SAU	FC	100	FC	100
ITALY				
Valeo Service Italia, SpA	FC	100	FC	100
Valeo, SpA	FC	100	FC	100

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).
(1) See Note 3.2.1, page 340.
(2) Creation during the year with no material impact on the consolidated financial statements.
(3) Disposals.
(4) Mergers and liquidations.
(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

	December 31, 2021		December 31, 2020	
Company	Consolidation method	% interest	Consolidation method	% interest
EUROPE				
GERMANY				
Valeo Auto-Electric GmbH[5]	FC	100	FC	100
Valeo GmbH[5]	FC	100	FC	100
Valeo Holding GmbH[5]	FC	100	FC	100
Valeo Klimasysteme GmbH[5]	FC	100	FC	100
Valeo Schalter und Sensoren GmbH[5]	FC	100	FC	100
Valeo Service Deutschland GmbH[5]	FC	100	FC	100
Valeo Wischersysteme GmbH[5]	FC	100	FC	100
Valeo Telematik und Akustik GmbH[5]	FC	100	FC	100
CloudMade Deutschland GmbH	EM	50	EM	50
Valeo Thermal Commercial Vehicles Germany GmbH[5]	FC	100	FC	100
Valeo Siemens eAutomotive GmbH	EM	50	EM	50
Valeo Siemens eAutomotive Germany GmbH	EM	50	EM	50
Valeo Siemens eAutomotive BSAES Holding GmbH	EM	50	EM	50
FTE Group Holding GmbH[5]	FC	100	FC	100
FTE Verwaltungs GmbH[5]	FC	100	FC	100
FTE Asia GmbH[5]	FC	100	FC	100
FTE automotive GmbH[5]	FC	100	FC	100
FTE automotive systems GmbH[5]	FC	100	FC	100
FTE automotive Möve GmbH[5]	FC	100	FC	100
gestigon GmbH[5]	FC	100	FC	100
Asaphus Vision GmbH[1]	FC	60	EM	50
Valeo Detection Systems GmbH[2]	FC	100	-	-
UNITED KINGDOM				
Valeo (UK) Limited	FC	100	FC	100
Valeo Climate Control Limited	FC	100	FC	100
Valeo Engine Cooling UK Limited	FC	100	FC	100
Valeo Management Services UK Limited	FC	100	FC	100
Valeo Service UK Limited	FC	100	FC	100
Valeo Air Management UK Limited	FC	100	FC	100
CloudMade Holdings Limited	EM	50	EM	50
CloudMade Limited	EM	50	EM	50
IRELAND				
Connaught Electronics Limited	FC	100	FC	100
HI-KEY Limited	FC	100	FC	100
Valeo Ichikoh Holding Limited	FC	94	FC	94

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).
(1) See Note 3.2.1, page 340.
(2) Creation during the year with no material impact on the consolidated financial statements.
(3) Disposals.
(4) Mergers and liquidations.
(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

Company	December 31, 2021 Consolidation method	December 31, 2021 % interest	December 31, 2020 Consolidation method	December 31, 2020 % interest
BELGIUM				
Valeo Service Belgique	FC	100	FC	100
Valeo Vision Belgique	FC	100	FC	100
LUXEMBOURG				
Coreval	FC	100	FC	100
NORWAY				
Valeo Siemens eAutomotive Norway AS(4)	-	-	EM	50
DENMARK				
FTE automotive Denmark ApS	FC	100	FC	100
SWEDEN				
Valeo Climate Control Sweden(3)	-	-	FC	100
FINLAND				
Valeo Thermal Commercial Vehicles Finland Oy (Ltd)	FC	100	FC	100
NETHERLANDS				
Valeo Sub-Holdings C.V.	FC	100	FC	100
Valeo Holding Netherlands BV	FC	100	FC	100
Valeo International Holding BV	FC	100	FC	100
Lucia Technologies B.V.(2)	FC	100	-	-
CZECH REPUBLIC				
Valeo Autoklimatizace k.s.	FC	100	FC	100
Valeo Compressor Europe s.r.o.	FC	100	FC	100
Valeo Vymeniky Tepla s.r.o.	FC	100	FC	100
FTE automotive Czechia s.r.o.	FC	100	FC	100
Valeo Detection Systems s.r.o(2)	FC	100	-	-
SLOVAKIA				
FTE automotive Slovakia s.r.o.	FC	100	FC	100
POLAND				
Valeo Autosystemy SpZOO	FC	100	FC	100
Valeo Electric and Electronic Systems SpZOO	FC	100	FC	100
Valeo Service Eastern Europe SpZOO	FC	100	FC	100
Valeo Siemens eAutomotive Poland SpZOO	EM	50	EM	50
HUNGARY				
Valeo Auto-Electric Hungary LLC	FC	100	FC	100
Valeo Siemens eAutomotive Hungary Kft.	EM	50	EM	50
ROMANIA				
Valeo Lighting Injection SA	FC	100	FC	100
Valeo Sisteme Termice SRL	FC	100	FC	100
RUSSIA				
Valeo Technology Rus Limited Liability Company	FC	100	FC	100
Valeo Service Limited Liability Company	FC	100	FC	100

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).
(1) See Note 3.2.1, page 340.
(2) Creation during the year with no material impact on the consolidated financial statements.
(3) Disposals.
(4) Mergers and liquidations.
(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

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Company	December 31, 2021 Consolidation method	% interest	December 31, 2020 Consolidation method	% interest
UKRAINE				
CloudMade Ukraine LLC	EM	50	EM	50
Spheros-Elektron TzOV	EM	20	EM	20
TURKEY				
Valeo Otomotiv Sanayi ve Ticaret AS	FC	100	FC	100
Valeo Ticari Tasitlar Termo Sistemleri AS	FC	100	FC	100
AFRICA				
TUNISIA				
DAV Tunisie SA	FC	100	FC	100
Valeo Embrayages Tunisie SA	FC	100	FC	100
Valeo Tunisie SA	FC	100	FC	100
MOROCCO				
Valeo Vision Maroc, SA	FC	100	FC	100
EGYPT				
Valeo Internal Automotive Software Egypt	FC	100	FC	100
Valeo Detection Systems LLC(2)	FC	100	-	-
SOUTH AFRICA				
Valeo Systems South Africa (Proprietary) Ltd	FC	51	FC	51
Valeo Thermal Commercial Vehicles South Africa (Pty) Ltd (formerly Mornay Trading (Proprietary) Limited)	FC	100	FC	100
Valeo Thermal Systems East London (Pty) Ltd	FC	51	FC	51
Valeo Thermal Commercial Vehicles SA (Pty) Ltd.(4)	-	-	FC	100
NORTH AMERICA				
UNITED STATES				
Valeo North America, Inc.	FC	100	FC	100
Valeo Radar Systems, Inc.	FC	100	FC	100
Detroit Thermal Systems LLC	EM	49	EM	49
CloudMade, Inc.	EM	50	EM	50
Valeo Thermal Commercial Vehicles North America, Inc.	FC	100	FC	100
PIAA Corp., USA	FC	61.2	FC	61.2
Valeo Kapec North America, Inc.	FC	50	FC	50
VSeA JV Power Electronics US Auburn Hills(2)	EM	50	-	-
Valeo Detection Systems Inc.(2)	FC	100	-	-
FTE automotive USA Inc.(4)	-	-	FC	100
FTE automotive North America Inc.(4)	-	-	FC	100

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).

(1) See Note 3.2.1, page 340.

(2) Creation during the year with no material impact on the consolidated financial statements.

(3) Disposals.

(4) Mergers and liquidations.

(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

Company	December 31, 2021 Consolidation method	December 31, 2021 % interest	December 31, 2020 Consolidation method	December 31, 2020 % interest
CANADA				
Valeo Canada, Inc.	FC	100	FC	100
MEXICO				
Delmex de Juarez, S de RL de CV	FC	100	FC	100
Valeo Sistemas Automotrices de México, SA de CV	FC	100	FC	100
Valeo Sistemas Electricos, SA de CV	FC	100	FC	100
Valeo Sistemas Electronicos, S de RL de CV	FC	100	FC	100
Valeo Termico Servicios, S de RL de CV	FC	100	FC	100
Valeo Mexico Tech Center, SA de CV	FC	100	FC	100
Valeo Thermal Commercial Vehicles Mexico, SA de CV	FC	60	FC	60
Valeo Telematica y Acustica, SA de CV	FC	100	FC	100
Valeo Kapec, SA de CV	FC	50	FC	50
FTE Mexicana, SA de CV	FC	100	FC	100
SOUTH AMERICA				
BRAZIL				
Valeo Sistemas Automotivos Ltda	FC	100	FC	100
Valeo climatizacao do Brasil – veiculos comerciais S/A	FC	60	FC	60
Reparts Comercia de Peças para veiculos Ltda(1)(4)	-	-	FC	60
Setbus Soluções Automotivas Eireli(1)(4)	-	-	FC	60
ARGENTINA				
Emelar Sociedad Anonima	FC	100	FC	100
Valeo Climatizacion de vehiculos comerciales SAS	FC	100	FC	100
COLOMBIA				
Spheros Thermosystems Colombia SAS	FC	60	FC	60
ASIA PACIFIC				
THAILAND				
Valeo Niles (Thailand) Co. Ltd	FC	100	FC	100
Valeo Siam Thermal Systems Co. Ltd	FC	74.9	FC	74.9
Valeo Comfort and Driving Assistance Systems (Thailand) Ltd	FC	100	FC	100
Ichikoh Industries (Thailand) Co. Ltd	FC	61.2	FC	61.2

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(1) See Note 3.2.1, page 340.
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(3) Disposals.
(4) Mergers and liquidations.
(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

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Company	December 31, 2021 Consolidation method	December 31, 2021 % interest	December 31, 2020 Consolidation method	December 31, 2020 % interest
SOUTH KOREA				
Valeo Automotive Korea Co. Ltd	FC	100	FC	100
Valeo Electrical Systems Korea, Ltd	FC	100	FC	100
Valeo Pyeong HWA Co. Ltd	FC	50	FC	50
Valeo Pyeong Hwa Automotive Components Co. Ltd (VPHC)	FC	50	FC	50
Valeo Pyeong HWA International Co. Ltd	FC	50	FC	50
Valeo Samsung Thermal Systems Co. Ltd(1)	EM	50	FC	50
Valeo Pyeong HWA Metals Co. Ltd	EM	49	EM	49
Valeo Kapec Co. Ltd	FC	50	FC	50
Valeo PHC	FC	50	FC	50
PHVS Co. Ltd(4)	-	-	FC	49
Valeo Detection Systems Korea Co., Ltd(2)	FC	100	-	-
INDONESIA				
PT Valeo AC Indonesia	FC	100	FC	100
VPH Asean Transmission	FC	50	FC	50
PT. Ichikoh Indonesia	FC	61.2	FC	61.2
MALAYSIA				
Valeo Malaysia SDN.BHD.	FC	100	FC	100
Ichikoh (Malaysia) SDN.BHD.	FC	42.8	FC	42.8
Valeo Malaysia CDA SDN.BHD.	FC	100	FC	100
Spheros SDN.BHD.	FC	100	FC	100
UNITED ARAB EMIRATES				
Valeo Thermal Commercial Vehicles Middle East FZE	FC	100	FC	100
HONG KONG				
Spheros Ltd	FC	100	FC	100
TAIWAN				
Niles CTE Electronic Co. Ltd	FC	51	FC	51
AUSTRALIA				
Valeo Service Australia Pty Ltd	FC	100	FC	100
Valeo Thermal Commercial Vehicles Australia Pty Ltd	FC	100	FC	100

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).
(1) See Note 3.2.1, page 340.
(2) Creation during the year with no material impact on the consolidated financial statements.
(3) Disposals.
(4) Mergers and liquidations.
(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

Company	December 31, 2021 Consolidation method	December 31, 2021 % interest	December 31, 2020 Consolidation method	December 31, 2020 % interest
JAPAN				
Ichikoh Industries Limited	FC	61.2	FC	61.2
Life Elex. Inc.(1)(3)	-	-	FC	36.2
Kyushu Ichikoh Industries Ltd	FC	61.2	FC	61.2
Hakuden Ltd(4)	-	-	FC	61.2
Misato Industries Ltd	FC	61.2	FC	61.2
PIAA Corporation	FC	61.2	FC	61.2
Valeo Japan Co. Ltd	FC	100	FC	100
Valeo Kapec Japan K,K.	FC	50	FC	50
CloudMade Co. Ltd	EM	50	EM	50
Nitto Manufacturing Co. Ltd(3)	-	-	FC	98
CHINA				
Faw-Valeo Climate Control Systems Co. Ltd	EM	36.5	EM	36.5
Foshan Ichikoh Valeo Auto Lighting Systems Co. Ltd	FC	94.2	FC	94.2
Guangzhou Valeo Engine Cooling Co. Ltd	FC	100	FC	100
Huada Automotive Air Conditioner (Hunan) Co. Ltd(1)	FC	66	EM	45
Nanjing Valeo Clutch Co. Ltd	FC	37.5	FC	37.5
Shanghai Valeo Automotive Electrical Systems Company Ltd	EM	50	EM	50
Shenyang Valeo Auto Lighting Co. Ltd	FC	94.2	FC	94.2
Shenyang Valeo Pyeong-Hwa Transmission Systems Co. Ltd	FC	50	FC	50
Taizhou Valeo Wenling Automotive Systems Company Ltd	FC	73	FC	73
Valeo Auto Parts Trading (Shanghai) Co. Ltd	FC	100	FC	100
Valeo Automotive Air Conditioning Hubei Co. Ltd	FC	100	FC	100
Valeo Kapec Torque Converters (Nanjing) Co. Ltd	FC	50	FC	50
Valeo Engine Cooling (Foshan) Co. Ltd	FC	100	FC	100
Valeo Compressor (Changchun) Co. Ltd	FC	100	FC	100
Valeo Friction Materials (Nanjing) Co. Ltd	FC	50	FC	50
Valeo Ichikoh (China) Auto Lighting Co., Ltd	FC	94.2	FC	94.2
Valeo Interior Controls (Shanghai) Co. Ltd	FC	100	FC	100
Valeo Interior Controls (Shenzhen) Co. Ltd	FC	100	FC	100
Valeo Lighting Hubei Technical Center Co. Ltd	FC	94.2	FC	94.2
Valeo Management (Shanghai) Co. Ltd	FC	100	FC	100
Valeo Comfort Driving Assistance Systems (Guangzhou) Co. Ltd	FC	100	FC	100

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).

(1) See Note 3.2.1, page 340.

(2) Creation during the year with no material impact on the consolidated financial statements.

(3) Disposals.

(4) Mergers and liquidations.

(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

	December 31, 2021		December 31, 2020	
Company	Consolidation method	% interest	Consolidation method	% interest
Valeo Shanghai Automotive Electric Motors & Wiper Systems Co. Ltd(1)	FC	73	FC	73
Wuhu Valeo Automotive Lighting Systems Co. Ltd	FC	94.2	FC	94.2
Wuxi Valeo Automotive Components and System Co. Ltd	FC	100	FC	100
Changshu Valeo Automotive Wiper System Co. Ltd	FC	73	FC	73
Shanghai Valeo Pyeong Hwa International Co. Ltd	FC	50	FC	50
Valeo Siemens eAutomotive (Shenzhen) Co. Ltd	EM	50	EM	50
Siemens Automotive ePowertrain Systems (Shanghai) Co. Ltd	EM	50	EM	50
Beijing Siemens Automotive E-Drive Systems Co. Ltd. Changzhou	EM	30	EM	30
Foshan Valeo Electronic Auto Parts Co. Ltd	FC	100	FC	100
Valeo Thermal Commercial Vehicles System (Suzhou) Co. Ltd	FC	100	FC	100
Spheros (Yangzhou) Limited	FC	100	FC	100
peiker (Shanghai) Automotive Technology Co. Ltd	FC	100	FC	100
Ichikoh (Wuxi) Automotive Parts Co. Ltd	FC	61.2	FC	61.2
Roncheng Life(3)	-	-	EM	11.3
Valeo Powertrain (Nanjing) Co. Ltd	FC	100	FC	100
Valeo Powertrain (Shanghai) Co. Ltd	FC	100	FC	100
Valeo Siemens ePowertrain (Tianjin) Co, Ltd	EM	50	EM	50
Valeo Siemens eAutomotive (Changshu) Co. Ltd	EM	50	EM	50
APG-FTE automotive Co. Ltd	EM	49	EM	49
Fawer Valeo Siemens eAutomotive Parts Changshu	EM	24.8	EM	24.8
FTE automotive (Taicang) Co. Ltd	FC	100	FC	100
Suzhou Valeo PyeongHwa Dongfeng Clutch CO, Ltd	FC	26.25	FC	26.25
Lucia Technologies (Shenzen) Co., Ltd(2)	FC	100	-	-
INDIA				
Amalgamations Valeo Clutch Private Ltd	EM	50	EM	50
Valeo Friction Materials India Ltd	FC	60	FC	60
Valeo India Private Ltd	FC	100	FC	100
Valeo Motherson Thermal Commercial Vehicles India Ltd	EM	51	EM	51

FC: fully consolidated/EM: equity method (see Note 3.1.1, page 337).

(1) See Note 3.2.1, page 340.

(2) Creation during the year with no material impact on the consolidated financial statements.

(3) Disposals.

(4) Mergers and liquidations.

(5) These entities, which have been consolidated by the Valeo Group, have chosen to exercise their right under section 264 – sub-section 3 of the German Commercial Code (HGB) on exemption and preparation. The consolidated financial statements of Valeo include the financial statements of the identified entities. They will be published in the German Federal Gazette.

5.4.7 Statutory Auditors' report on the consolidated financial statements

This is a translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This Statutory Auditors' report includes information required by European regulation and French law, such as information about the appointment of the Statutory Auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Valeo,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Valeo for the year ended December 31, 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at February 24, 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risks Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements rules required by the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors for the period from January 1, 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organization and the performance of the audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Impairment tests of goodwill and CGUs, capitalized development costs and specific fixed assets

Risk identified

As at December 31, 2021, goodwill amounted to 2,552 million euros and other intangible assets and property, plant and equipment amounted to 7,329 million euros, including 1,933 million euros of net capitalized development costs. Every year management conducts an impairment test of goodwill balances at the level of the Business Groups, to measure the risk that these assets cannot be supported by sufficient future cash flows. All other intangible assets and property, plant and equipment are tested for impairment at the level of capitalized development costs or specific assets, and then at the level of Cash-generating units (CGUs) if there is an indication that they may be impaired.

During the 2021 financial year, these tests were carried out in a fluid environment impacted by the shortage in electronic components, changes in raw material costs and the persistence of the health crisis linked to the Covid-19.

The implementation method of these tests and the main hypotheses are presented in Note 7.4.1 of the consolidated financial statements. Impairments recorded by the Group as a result of these tests are presented in Notes 5.5.1.1, 5.5.1.2, 7.4.2 and 7.4.4 of the consolidated financial statements specifically for the capitalized development costs, CGUs and goodwill.

We considered the recoverable value of goodwill and other tangible and intangible assets, which represent a particularly significant amount, to be a key audit matter as the evaluation of the recoverable amounts of the non-current assets, based on the discounted value of future cash flows, is based on significant estimates, judgments and assumptions of the management, in a context of a high economic uncertainty.

Our response

We analyzed the existence of impairment indicators, triggering impairment test of Goodwill, CGUs, capitalized development costs, specific fixed assets.

Through the expertise of our valuation specialists, and for all the impairment tests including the annual ones on goodwill, we:

- reconciled the carrying amounts of each tested CGU and each Business Group, and the carrying amounts of capitalized development costs and specific fixed assets and related to contracts in production, with the consolidated accounts;
- examined internal control procedures and management involvement to ensure quality of key information;
- evaluated the consistency of the cash flow projections with the latest management's estimates, as they were reported to the board of directors during the preparation process of the medium-term business plan, the amended volumes projections, the negotiations or agreements with OEMs on selling prices;
- conducted an analysis of the management's business plans, by Business Groups and, for the ones having a significant impairment risk, by CGUs, including by comparing with the financial performance of the fiscal year, and the trend observed in the second half of the year;
- reviewed volume forecasts, lifespans and internal costs on projects and contracts with impairment indicators;
- analyzed the main valuation hypotheses (discount rate and perpetuity growth rate), which we compared with the values provided by the main financial analysts;
- examined the implementation methods, the valuation method of the recoverable values and its arithmetical implementation;
- evaluated the impact of variations in discount rate and perpetuity growth rate and main operational assumptions through sensitivity analyses.

Finally, we assessed the content of the disclosures in the financial statements regarding the impairment losses on goodwill, CGUs' assets, capitalized development costs and specific fixed assets in Notes 7.4 and 5.5.1.2 of the consolidated financial statements.

Evaluation of the net assets share in the joint venture VSeA

Risk identified

As of December 31, 2021, the net assets share in the Valeo Siemens eAutomotive joint venture (“VSeA”), which is accounted for using the equity method amounts to 346 million euros. It is made of VSeA shares reduced to a zero value (since December 31, 2019), and long-term loans granted by the Valeo Group amounting to 1,111 million euros, thus depreciated for (765) million euros of the share in accumulated losses by VseA since 2019, (346) million euros as of December 31, 2021. The options subscribed by Valeo represent a current financial asset of 27 million euros for the purchasing option and a current financial liability brought back to a zero value for the selling option granted. Through the expertise of an external expert, Valeo management conducts an evaluation of these financial assets and liabilities, to assess mainly the long-term loans recoverability according to IFRS 9, and to determine whether there is an objective impairment indicator of net financial assets related to the investment according to IAS 28.

The preferred method for this annual evaluation and the hypothesis used are presented in Notes 5.5.3.3 and 9.1.4.4 of the consolidated financial statements.

We considered the evaluation of the net assets share in the joint venture VseA accounted for using the equity method and of the related financial assets and liabilities to be a key audit matter as they are based on the discounted value of future cash flows and are, as such, based on significant estimates, judgments and assumptions of the management.

Our response

With the help of the auditors of the VseA joint venture, we:

- conducted an analysis of the business plan prepared by the management of the joint venture, including by comparing with the financial performance of the fiscal year and with the previous business plans and conducted an analysis of the main underlying assumptions by conducting interviews with the management of the joint venture;
- evaluated the consistency of the cash flow projections with the latest estimates of the management of the joint venture, as they were reported to the board of directors of the joint venture during the preparation process of their medium-term business plan.

Through the expertise of our valuation specialists, we:

- reconciled the net carrying amount of the assets and liabilities related to the joint venture VSeA with the consolidated accounts;
- conducted an analysis of the main underlying assumptions of the business plan by conducting interviews with your Company’s management;
- examined the valuation method of the recoverable value determined by the expert and based on the discounted value of future cash-flows (from the mid-term plan prepared by the management and extrapolated on a long-term basis) and corroborated the result with another valuation method also based on the discounted value of future cash flows (but based on the mid-term plan prepared by management and a terminal value determined in a clear end of plan period);
- evaluated the impact of variations in discount rate, normative operating margin and normative investment outflow through sensitivity analyses;
- examined the valuation method of long-term loans and corroborated the result with a share options dedicated alternative method.

Finally, we assessed the content of the disclosures in the consolidated financial statements regarding the investments in equity-accounted companies in Notes 5.5.3.3 and 9.1.4.4 of the consolidated financial statements related to shares in joint venture accounted for using the equity method, financial assets and liabilities and long-term loans related to such joint venture.

Assets and liabilities for specific quality risks

Risk identified

Provisions for customer warranties are set aside to cover the estimated cost of future returns of the goods sold. Those provisions are computed either on a statistical basis or based on specific quality risks.

These provisions cover costs related to legal or contractual warranty obligations and costs arising in specific situations not covered by usual warranties with respect to the products already sold.

The estimation of these costs is based on both historical data and probability calculations: returns rates observed by products for statistical provisions and replacement/reparation costs estimation for provisions for specific quality risks. These provisions are described in Note 7.1 of the consolidated financial statements. The Group also analyzes potential benefits and accounts for an accrued income, net of deductible, if it is shown that all or part of the costs of implementing the warranties is covered by the Group's insurance policies or by incriminated suppliers.

Such provisions are presented in Note 8.1 of the consolidated financial statements.

We considered the evaluation of provisions for specific quality risk and corresponding accrued income to be a key audit matter as it requires significant estimates and judgments of management.

Our response

We got acquainted with the identification and assessment process of specific quality risks and the valuation of these provisions and related accrued income.

As part of our audit work we also:

- examined the Group's valuation methodology;
- assessed the completeness of provisions for specific quality risks by conducting interviews with the director in charge of the monitoring of quality at each business Group level and with the site financial controllers and by examining the Group's internal reporting procedures;
- analyzed the hypotheses used in the assessment of the provisions related to specific quality risks, in particular with the briefing notes prepared by the quality department in each business Group that summarize the main causes and reparation scenarios of identified technical issues;
- obtained an understanding of the Group's insurance policy and the policies put in place by interviewing with Group's insurance management;
- analyzed the available documentation, in particular the communication between the Group and its customers, as well as exchanges between the Group and insurers and/or suppliers to assess the existence and supporting documentation of the compensation expected as soon as an accrued income is accounted for;
- conducted interviews with the site financial controllers and with the financial direction of the Business Groups on specific quality risks, in order to assess the main hypotheses underlying the estimation of the risks and the corresponding accrued income.

Finally, we assessed the content of the disclosures in the financial statements regarding the customer's warranties provisions in Note 8.1 of the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information given in the Board of Directors' Group management report.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the Statutory Auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the CEO, complies with the singles electronic format defined in the European Delegated Regulation No 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation. Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Valeo by the Annual General Meeting held on June 3, 2010.

As at December 31, 2021, we were in the twelfth year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit and Risks Committee

We submit to the Audit and Risks Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risks Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risks Committee with the declaration provided for in Article 6 of Regulation (EU) No 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit and Risks Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Courbevoie and Paris-La Défense, February 24, 2022

The Statutory Auditors

French original signed by

MAZARS		ERNST & YOUNG et Autres	
Gonzague Senlis	Jean-Marc Deslandes	Jean-François Ginies	Guillaume Rouger

5.5 Analysis of Valeo's results AFR

Valeo is a European Company (*Societas Europaea*) providing holding and cash management services for the Group. It holds financial investments that give it direct or indirect control over the Group's companies and is the head of the tax consolidation group in France. Valeo also implements the financing policy and centralizes the management of the market risks to which the Group's subsidiaries are exposed.

Analysis of results

Valeo reported a net operating loss of 57 million euros in 2021, compared with a net operating loss of 74 million euros in 2020. The reduction in the operating loss in 2021 reflects lower charges relating to free share plans (3 million euros) and a reduction of 14 million euros in the contribution paid to the intragroup partnership (*groupement d'intérêt économique*), Valeo Management Services, compared to 2020.

An amount of 4 million euros was set aside during the year to the provision for charges relating to stock purchase option and free share plans, compared to an amount of 17 million euros set aside in 2020. Expenses recognized in respect of the net carrying amount of treasury shares delivered in the year rose by 10 million euros on 2020, at 34 million euros.

Net financial income came in at 204 million euros for 2021, down 68 million euros on 2020 (272 million euros). Dividends received or receivable by the Company represented 212 million euros, compared to 241 million euros one year earlier. This decrease is chiefly attributable the 20 million euros decrease in dividends from Valeo International Holding BV, representing 180 million euros in 2021. Net financial income also includes a 45 million euros net addition to the impairment provision for (i) investments in subsidiaries and affiliates and (ii) loans and advances to subsidiaries and affiliates, compared to a net addition of 82 million euros in 2020. Valeo's cash management activities generated net interest income of 43 million euros in the year, down 85 million euros compared to 2020 due mainly to the decline in income from subsidiaries following the repayment of long-term loans by holding companies which were recapitalized in the second half of 2020.

Non-recurring items represented an expense of 2 million euros in the year (zero in 2020).

Income tax for 2021 represented a tax benefit of 3 million euros arising on tax consolidation, stable versus 2020.

Net income came in at 148 million euros for 2021, compared with 200 million euros in 2020.

Analysis of the balance sheet

At December 31, 2021, Valeo's stockholders' equity stood at 4,054 million euros, an increase compared to the end-2020 figure of 3,963 million euros. This 91 million euros net increase reflects net income of 148 million euros for the year, the 16 million euros share capital increase reserved for employees as part of the 2021 employee share ownership plan (Shares4U), and the June 2021 payment to shareholders of a dividend totaling 73 million euros in respect of 2020 earnings. A dividend of 48 million euros was paid in 2020 in respect of 2019 earnings.

The employee share subscription offers, available since 2016 for employees in the Group's main countries, are part of Valeo's employee share ownership policy being rolled out in France and abroad, with the goal of involving employees more closely in the Group's performance.

Analysis of cash and cash equivalents

Net changes in cash and cash equivalents represented a negative 558 million euros in 2021.

Net cash from operating activities fell by 71 million euros in 2021 compared with 2020, mainly due to lower financial income for the year.

Net cash used in investing activities include the recapitalization of Valeo Embrayages for an amount of 122 million euros.

Financing activities represented a net cash outflow of 449 million euros in 2021 and include in particular (i) the July 2021 bond issue for 700 million euros, replacing the 575 million US dollar convertible bond that matured and was redeemed in June 2021, (ii) an initial loan of 300 million euros arranged with the European Investment Bank (EIB), offset by the 923 million euros reduction in outstanding Negotiable European Commercial Paper (NEU CP), which amounted to 665 million euros at December 31, 2021 (1,588 million euros at December 31, 2020). Net cash used in financing activities also includes the payment of a 73 million euros dividend to the Group's shareholders, and a 16 million euros capital increase carried out in cash and reserved for employees.

Change in governance

On May 26, 2021, the Board of Directors appointed Christophe Périllat Deputy Chief Executive Officer of Valeo. Christophe Périllat was also appointed director of Valeo by the Shareholders' Meeting held on the same date. These appointments as Deputy Chief Executive Officer and as director are in line with the succession plan for Jacques Aschenbroich. At its meeting of January 26, 2022, the Board of Directors decided to appoint Christophe Périllat as Valeo Chief Executive Officer, in accordance with the succession plan announced on October 27, 2020. Jacques Aschenbroich will remain Chairman of the Board of Directors for the remainder of his term of office, i.e., until May 2023.

Information on payment terms

At December 31, 2021, trade payables due by that date excluding accrued payables totaled 66 thousand euros. At December 31, 2020, trade payables due by that date totaled 431 thousand euros.

Pursuant to the provisions of Article D.441-4 of the French Commercial Code (*Code de Commerce*), details of payment terms for the Company's suppliers and customers are provided below and include outstanding incoming and outgoing invoices as of December 31, 2021.

Trade payables

(in thousands of euros)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91+ days	Total (1 day or more)
	Article D.441 I – 1° of the French Commercial Code: Outstanding incoming invoices as of December 31, 2021					
(A) BY AGING CATEGORY						
Number of invoices	4	2	3	2	15	22
Total amount of invoices (incl. VAT)	115	29	21	—	16	66
Percentage of total amount of purchases over the period (incl. VAT)	7.4%	1.9%	1.3%	0.0%	1.0%	4.2%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED OR UNRECOGNIZED PAYABLES AND RECEIVABLES						
Number of invoices excluded	None					
Total amount of invoices excluded	None					
(C) STANDARD PAYMENT TERMS USED						
Payment terms used to calculate late payments	The contractual period does not exceed net 60 days for French suppliers					

Trade receivables

(in thousands of euros)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91+ days	Total (1 day or more)
	Article D.441 I – 2° of the French Commercial Code: Outstanding outgoing invoices as of December 31, 2021					
(A) BY AGING CATEGORY						
Number of invoices	15	—	—	—	8	8
Total amount of invoices (incl. VAT)	1,916	—	—	—	48	48
Percentage of total sales over the period (incl. VAT)	5.7%	0.0%	0.0%	0.0%	0.1%	0.1%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED OR UNRECOGNIZED PAYABLES AND RECEIVABLES						
Number of invoices excluded						None
Total amount of invoices excluded						None
(C) STANDARD PAYMENT TERMS USED						
Payment terms used to calculate late payments						Contractual and statutory terms of 0 to 60 days

Non tax-deductible expenses

Valeo did not recognize any sumptuary expenses that were not deductible for tax purposes in 2021. No overheads were added back to income for tax purposes in 2021.

5.6 2021 parent company financial statements AFR

In accordance with Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this Universal Registration Document:

- the parent company financial statements and the Statutory Auditors' report for the year ended December 31, 2020, set out on pages 401 to 423 and 423 to 426 of the Universal Registration Document registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 6, 2021 under number D.21-0260;
- the parent company financial statements and the Statutory Auditors' report for the year ended December 31, 2019, set out on pages 390 to 412 and 412 to 415 of the Universal Registration Document registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 28, 2020 under number D.20-0385.

5.6.1 Income statement

(in millions of euros)	Notes	2021	2020
Provision reversals	3.1.2	37	26
Other operating income	4.1.1	27	26
Expense transfers	4.1.2	4	4
TOTAL OPERATING INCOME		**68**	**56**
Other purchases and external charges	4.1.3	(28)	(39)
Personnel expenses	3.2	(40)	(34)
Other taxes		(1)	(1)
Depreciation and amortization	4.1.4	(15)	(14)
Provisions	3.1.2	(41)	(42)
TOTAL OPERATING EXPENSES		**(125)**	**(130)**
OPERATING LOSS		**(57)**	**(74)**
Net financial income	7	204	272
INCOME BEFORE TAX AND NON-RECURRING ITEMS		**147**	**198**
Non-recurring income (expense)		(2)	—
Income tax	8.2	3	2
NET INCOME FOR THE YEAR		**148**	**200**

The Notes are an integral part of these financial statements.

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5.6.2 Balance sheet

(in millions of euros)	Notes	December 31, 2021 Gross	December 31, 2021 Depr., amort. & impairment losses	December 31, 2021 Net	December 31, 2020 Net
ASSETS					
Intangible assets		—	—	—	—
Property, plant and equipment		5	(4)	1	1
Long-term financial assets	*5*	8,596	(682)	7,914	7,722
TOTAL NON-CURRENT ASSETS		**8,601**	**(686)**	**7,915**	**7,723**
Prepaid and recoverable taxes	*8.4/10.1*	12	—	12	12
Other operating receivables		2	—	2	2
Financial receivables	*6.1.4*	3,444	—	3,444	3,375
Marketable securities and cash and cash equivalents	*6.1.5*	2,047	—	2,047	2,667
Accrued assets	*4.2.2*	35	—	35	41
TOTAL CURRENT ASSETS		**5,540**	**—**	**5,540**	**6,097**
TOTAL ASSETS		**14,141**	**(686)**	**13,455**	**13,820**

(in millions of euros)	Notes	December 31, 2021	December 31, 2020
EQUITY AND LIABILITIES			
Share capital	*9.1*	243	242
Additional paid-in capital	*9.2*	1,560	1,545
Legal reserve		25	25
Untaxed reserves		4	4
Other reserves		263	263
Retained earnings		1,811	1,684
Net income for the year		148	200
STOCKHOLDERS' EQUITY	*9*	**4,054**	**3,963**
Provisions for contingencies arising on free share plans	*3.1.2*	96	92
Provisions for pensions and other employee benefits	*3.3*	1	1
Other provisions for contingencies and charges	*4.2.1*	13	74
PROVISIONS FOR CONTINGENCIES AND CHARGES		**110**	**167**
Long-term portion of long-term debt	*6.1.2*	3,948	3,548
Current portion of long-term debt	*6.1.2*	645	509
Short-term debt with external counterparties	*6.1.3*	665	1,588
Other short-term debt	*6.1.3*	3,766	3,759
Operating payables	*10.1*	21	16
Other payables	*8.5/10.1*	246	269
Accrued liabilities		—	1
TOTAL LIABILITIES		**9,291**	**9,690**
TOTAL EQUITY AND LIABILITIES		**13,455**	**13,820**

The Notes are an integral part of these financial statements.

5.6.3 Statement of cash flows

(in millions of euros)	Notes	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income for the year		148	200
Expenses (income) with no cash effect:			
• depreciation and amortization/deferred charges		21	21
• net additions to impairment and provisions		49	97
• other expenses (income) with no cash effect		(5)	—
GROSS OPERATING CASH FLOWS		**213**	**318**
Changes in working capital:			
• operating receivables		—	11
• operating payables		5	9
• other receivables and payables		(28)	(77)
NET CASH FROM (USED IN) OPERATING ACTIVITIES		**190**	**261**
CASH FLOWS FROM INVESTING ACTIVITIES			
Disposals of intangible assets		—	—
Acquisitions and capital increases in long-term financial assets	*5.2*	(122)	(2,792)
Change in loans and advances to subsidiaries and affiliates	*5.2*	(177)	2,683
Disposals and capital decreases in long-term financial assets	*5.2*	—	—
NET CASH FROM (USED IN) INVESTING ACTIVITIES		**(299)**	**(109)**
NET CASH GENERATED (USED) BEFORE FINANCING ACTVITIES		**(109)**	**152**
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid	*9.4*	(73)	(48)
Change in share capital:			
• issuance of shares paid up in cash	*9.4*	16	15
Change in long-term debt:		—	—
• issuance of long-term debt	*6.1.2*	1,000	—
• repayment of long-term debt	*6.1.2*	(469)	—
Change in short-term debt with external counterparties	*6.1.3*	(923)	1,345
NET CASH FROM (USED IN) FINANCING ACTIVITIES		**(449)**	**1,312**
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(558)**	**1,464**
NET CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	*6.1.1*	**2,283**	**819**
NET CASH AND CASH EQUIVALENTS AT END OF YEAR	*6.1.1*	**1,725**	**2,283**

The Notes are an integral part of these financial statements.

5.6.4 Notes to the parent company financial statements

NOTE 1 DESCRIPTION OF THE COMPANY

Valeo is a European Company (*Societas Europaea*) whose registration number (SIREN) is 552 030 967. The Company's registered office is at 100, rue de Courcelles, 75017 Paris, France. The transformation of Valeo into a European Company, as approved by Valeo's Board of Directors on February 20, 2020 and by the Annual Shareholders' Meeting of June 25, 2020, took effect on March 9, 2021, the date on which Valeo's new corporate form was registered with the Trade and Companies Registry. Valeo remains subject to French legislation.

Valeo is the parent company of the Valeo Group and the head of the tax consolidation group in France.

It acts as a holding company by holding financial investments, which give it direct or indirect control over the Group's companies.

It also implements the Group financing policy and ensures that its subsidiaries' financing requirements are covered. It centralizes the management of market risks (changes in interest rates, exchange rates and listed commodity prices) to which Valeo and its subsidiaries are exposed.

NOTE 2 ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements of Valeo (the Company) have been prepared in accordance with Standard No. 2019-09 of December 18, 2019, amending Standard No. 2018-01 issued by the ANC on April 20, 2018. Assets and liabilities are measured at historical cost, contribution value or revalued amount. The accounting principles and policies applied in order to prepare the 2021 parent company financial statements are consistent with those used to prepare the 2020 financial statements.

Figures in the financial statements are presented in millions of euros and are rounded to the nearest million.

Preparation of the financial statements requires Valeo to make estimates and assumptions which could have an impact on the reported amounts of assets and liabilities for both the Company and its subsidiaries and affiliates. These estimates and assumptions concern risks specific to the automotive supply business as well as more general risks to which Group companies are exposed on account of their industrial and commercial operations around the globe. The Group based the medium-term business plans and budgets on projected data for the automotive market, as well as on its order intake and its outlook for new markets thanks to new technologies. These business plans and budgets were used to measure investments in subsidiaries and affiliates (when these measurements are based on subsidiaries' projected data).

The medium-term business plan for 2022-2026 is underpinned by the following assumptions:

- global automotive production of 85.6 million light vehicles in 2022 and 99 million light vehicles in 2026, representing average annual growth of a 10.3% for 2021-2023 and 1.9% for 2023-2026. This production assumption is consistent with those underlying several independent external forecasts and has been revised upwards slightly compared with the 2020 forecasts owing to the electronic component shortage, the impacts of which should no longer be felt from 2023. The 2023-2025 market assumptions are higher, based on a more dynamic market, recovering 2019 production volumes in 2023. At the end of the period covered by the new business plan, Asia and the Middle East should represent 54% of global production, Europe and Africa 25%, North America 17% and South America 4%;
- exchange rate assumptions are based on projections of a panel of banks. The exchange rates used for the main currencies featured in the business plan are 1 euro for: 1.20 US dollars, 7.68 Chinese renminbi, 125 Japanese yen, 1,296 South Korean won and 6.96 Brazilian real at the end of the plan;
- Group sales were forecast based on the orders known at the time the business plan was drawn up and by reference to an estimate of the orders to be taken over the term of the business plan. These target order numbers represent around 27% of cumulative original equipment sales over the five-year forecast period and around 50% of original equipment sales for the final year.

The estimates and assumptions used are revised on an ongoing basis. In view of the uncertainties inherent in any assessment, the final amounts reported in future financial statements may differ from the amounts resulting from these estimates.

Covid-19

Hit by the pandemic in 2020, business in 2021 was shaped by the electronic components crisis and rising commodity prices. This challenging environment may have had a negative impact on the business and profitability of the Group's subsidiaries, and therefore on the value of investments in Valeo's financial statements.

2.2 Foreign currency translation

Transactions in foreign currencies are translated using the exchange rates prevailing at the transaction date.

Assets and liabilities denominated in foreign currencies are translated using the year-end exchange rate.

If no foreign currency hedges are in place, the differences resulting from the translation of foreign currency receivables and payables at the year-end exchange rate are recognized within accruals in the balance sheet. Provisions are recognized for unrealized foreign exchange losses at the year-end to the extent of the unhedged risk. If foreign currency hedges are in place (see Note 6.3, pages 430 to 431), the remeasurement of foreign currency assets and liabilities at the year-end exchange rate is offset by the gains and losses arising on the derivative instruments.

NOTE 3 PERSONNEL EXPENSES AND EMPLOYEE BENEFITS

3.1 Free shares

Some Valeo Group employees of its direct and indirect subsidiaries receive equity-settled compensation, consisting of free share plans. Substantially all costs relating to these plans are recognized in Valeo's financial statements.

The different types of plans in place within the Group and their respective accounting treatment are described below.

3.1.1 Equity-settled plans involving the issuance of new shares

No provision has been recognized in respect of these plans pursuant to Article 624-6 of the French General Chart of Accounts. Shares subscribed by employees within the scope of the plans described in Note 9.1, page 434 fall within this category.

3.1.2 Free share plans involving the delivery of existing shares

Personnel expenses relating to free shares are not recorded at the grant date but at the date the free shares are delivered. However, a provision for contingencies and charges is recognized when it is probable that there will be an outflow of resources, i.e., at the date of the decision by Valeo's Board of Directors to allot this plan.

To determine the provision amount, plans are classified into one of two categories: exercisable or non-exercisable plans.

Plans are considered to be non-exercisable when performance and presence conditions are highly unlikely to be met for free share plans.

In the case of exercisable plans, a provision is recognized for treasury shares set aside to cover these plans, corresponding to:

- the number of shares to be allotted; multiplied by;
- the cost of the shares at the date they are allocated to the plan.

When the vesting of free shares is explicitly dependent on the grantee remaining employed by Valeo over a certain future period ("vesting period"), the provision is recognized on a straight-line basis over this vesting period.

The amount of the provision recognized changes depending on whether or not treasury shares have been allocated to the relevant free share plans. These treasury shares are recognized within marketable securities in the balance sheet (see Note 6.1.5, page 429) at their repurchase price. When they are allocated to specific plans as from the acquisition date, the value of the shares in the balance sheet continues to be their repurchase price, until they are delivered to the beneficiaries: no impairment is therefore recognized if their acquisition price moves above their market price.

More generally, amounts set aside to these provisions for contingencies and charges are shown on the "Provisions" line within operating income. When the shares are delivered to their beneficiaries, the provision is reversed for the corresponding amount on the "Provision reversals" line within operating items. A personnel expense is also recognized for the carrying amount of the shares delivered. The balance of provisions recognized in respect of these plans is shown under "Provisions for contingencies arising on free share plans" in the balance sheet.

Movements in these provisions and in personnel expenses relating to the plans are set out below.

Terms and conditions of free share plans

The terms and conditions of the shareholder-approved employee free share plans operated by the Valeo Group at December 31, 2021 were as follows:

Year in which plan was set up	Number of free shares authorized	of which subject to conditions(1)	December 31, 2021	Year of vesting(2)
2017	1,012,043	466,551	162,517	2020/2021/2022
2018	1,234,623	570,123	678,384	2021/2022/2023
2019	1,699,281	779,496	1,296,185	2022/2024
2020	2,342,306	1,134,116	1,965,100	2023/2025
2021	2,070,829	904,339	1,621,498	2024/2026
TOTAL	**8,359,082**	**3,854,625**	**5,723,684**	

(1) These free shares are subject to the Group meeting performance conditions over the three years following their allotment, with the exception of the 2017 and 2018 plans, for which it has been decided that the assessment period for the performance conditions subject to which the performance shares will vest to their beneficiaries will only be effective after a period of four years following their allotment, with no holding period.

(2) The year of vesting varies depending on the country in which the beneficiaries of plans set up prior to 2019 are resident. For the 2019 to 2021 plans, only free shares allotted to the Chairman and Chief Executive Officer and Deputy Chief Executive Officer are subject to a two-year holding period.

Provisions for contingencies arising on free share plans

Movements in provisions for contingencies arising on free share plans in 2020 and 2021 were as follows:

(in millions of euros)	2021	2020
PROVISIONS AT JANUARY 1	**92**	**75**
Utilizations	(33)	(24)
Reversals	(4)	(1)
Additions	41	42
PROVISIONS AT DECEMBER 31	**96**	**92**
Of which current portion (less than 1 year)	*57*	*31*

Contingency provisions concern treasury shares held to cover free share plans, shown within marketable securities in the balance sheet (see Note 6.1.5, page 429).

The 33 million euros provision utilization in 2021 mainly reflects the delivery of shares (i) to non-French beneficiaries under the 2016 free share plan, (ii) to beneficiaries under the 2017 free share plan (related to performance shares), (iii) to French beneficiaries under the 2018 free share plan, (iv) to non-French beneficiaries under the 2016 employee share ownership plan (Shares4U), and (v) to Spanish and Italian beneficiaries under the 2018 Shares4U plan.

The 24 million euros provision utilization in 2020 mainly reflected the delivery of shares (i) to non-French beneficiaries under the 2015 free share plan, (ii) to French beneficiaries under the 2017 free share plan, and (iii) to Spanish and Italian beneficiaries under the 2017 Shares4U plan.

3.2 Personnel expenses

(in millions of euros)	2021	2020
Employee compensation	(3)	(3)
Other personnel expenses	(37)	(31)
PERSONNEL EXPENSES	**(40)**	**(34)**

3.2.1 Employee compensation

This item includes compensation awarded to Valeo's Chairman and Chief Executive Officer and Deputy Chief Executive Officer. (see Note 3.4, page 424).

3.2.2 Other personnel expenses

In 2021, the Company delivered 618,069 shares, including 348,458 shares to French beneficiaries under the 2017 free share plan (performance shares), 66,020 shares to French beneficiaries under the 2018 free share plan, and 159,836 shares to beneficiaries in other countries under the 2016 Shares4U plan. Valeo recognized an expense of 34 million euros corresponding to the net carrying amount of the treasury shares delivered in the year (see Note 3.1.2, pages 422 to 423). The provision set aside in respect of settled plans was also reversed in an amount of 33 million euros.

In 2021, other personnel expenses also include a provision for 1 million euros in respect of social security contributions due upon delivery of shares to French beneficiaries under free share plans.

In 2020, the Company delivered 441,007 shares, including 301,854 shares to non-French beneficiaries under the 2015 free share plan, 60,985 shares to beneficiaries under the 2017 free share plan, and 7,994 shares to Spanish and Italian beneficiaries under the 2017 employee share ownership plan (Shares4U). Valeo recognized an expense of 22 million euros corresponding to the net carrying amount of the treasury shares delivered in the year (see Note 3.1.2, pages 422 to 423). An expense of 2 million euros was also booked in respect of the 63,087 shares settled in cash for certain non-French beneficiaries of the 2015 plan residing in countries where no share delivery was permitted. The provision set aside in respect of these plans was also reversed in an amount of 24 million euros.

3.3 Provisions for pensions and other employee benefits

The Company accounts for its pension obligations in accordance with ANC Recommendation No. 2013-02 of November 7, 2013, as amended by the opinion dated November 5, 2021 on the measurement and recognition of pension and other employee benefit obligations.

These pension obligations solely correspond to supplementary pension benefits payable to former employees. No additional entitlement to these benefits was therefore recognized in 2021 or 2020.

Actuarial gains and losses resulting from experience adjustments and/or changes in assumptions are amortized through expenses in future periods over the expected average residual life of former employees or their beneficiaries, after applying a 10% corridor to the amount of the obligations.

These obligations are calculated on an actuarial basis at the end of each reporting period. The calculations were made using an annual discount rate of 1.35% at December 31, 2021 and 1% at December 31, 2020.

The provision amounts to 1 million euros at both December 31, 2021 and December 31, 2020.

The pension obligation relating to Valeo's Chairman and Chief Executive Officer and Deputy Chief Executive Officer is carried on the books of another Group company (Valeo Management Services), along with the obligations relating to the Group's other executives.

3.4 Other information

	2021	2020
Headcount at December 31	3	1
Compensation granted to the corporate officers *(in thousands of euros)*	(3,253)	(3,089)
Compensation granted to directors *(in thousands of euros)*(1)	(1,057)	(961)

(1) Compensation granted to directors is recorded on the "Other purchases and external charges" line in the income statement.

NOTE 4 OTHER OPERATING ITEMS

4.1 Other operating income items

4.1.1 Other operating income

(in millions of euros)	2021	2020
Trademark license fees	23	22
Other	4	4
OTHER OPERATING INCOME	**27**	**26**

Trademark license agreements, under which Valeo allows some of its French subsidiaries to benefit from the Group's expertise, values, business model and processes, generated income of 23 million euros in 2021.

The amount recorded under "Other" corresponds to rebillings to subsidiaries.

4.1.2 Expense transfers

Expense transfers represented 4 million euros in 2021 and related to issuance fees on the 700 million euros bond issued in July 2021. Expense transfers also represented 4 million euros in 2020 and related to set-up fees on the new credit lines arranged in the year in response to liquidity risks resulting from the Covid-19 crisis.

4.1.3 Other purchases and external charges

(in millions of euros)	2021	2020
Deferred charges	(4)	(4)
Other external charges	(24)	(35)
OTHER PURCHASES AND EXTERNAL CHARGES	**(28)**	**(39)**

Deferred charges totaling 4 million euros correspond to fees relating to the bond issue carried out in July 2021 and to the set-up of the loan with the European Investment Bank. These fees are recognized over the term of the borrowings.

Other external charges include fees, commissions and duties incurred by Valeo in the course of its activities. The decrease in this item is primarily due to the reduction of 14 million euros in the contribution payable to the intragroup partnership Valeo Management Services, and to the 2 million euros year-on-year increase in non-utilization fees on credit lines.

4.1.4 Amortization

Amortization expense totaling 15 million euros in 2021 comprises 11 million euros relating to the deferred recognition of issuance fees on all of the bonds and the *Schuldschein* loan described in the section on long-term debt (see Note 6.1.2, pages 427 to 428), and 4 million euros in fees relating to the credit lines arranged in 2020 and extended in 2021.

4.2 Other provisions and accrued assets/liabilities

4.2.1 Other provisions for contingencies and charges

Breakdown of other provisions for contingencies and charges

(in millions of euros)	December 31, 2021	December 31, 2020
Provisions for contingencies related to subsidiaries	6	67
Provisions for disputes	7	7
OTHER PROVISIONS FOR CONTINGENCIES AND CHARGES	**13**	**74**

At December 31, 2021, other provisions for contingencies and charges comprise:

- a 6 million euros provision for contingencies intended to cover the negative net equity of certain subsidiaries in which Valeo holds a direct investment (see Note 7, page 432);
- a provision for disputes totaling 7 million euros, chiefly intended to cover disputes with employees as well as provisions for clean-up costs related to Valeo's former plants.

Movements

Movements in other provisions for contingencies and charges in 2020 and 2021 are shown in the table below:

(in millions of euros)	2021	2020
OTHER PROVISIONS AT JANUARY 1	**74**	**39**
Utilizations	(1)	(2)
Reversals	(63)	(1)
Additions	3	38
OTHER PROVISIONS AT DECEMBER 31	**13**	**74**
Of which current portion (less than 1 year)	—	—

The decrease in other provisions mainly reflects a 62 million euros reversal of contingency provisions relating to the subsidiary Valeo Embrayages, fully offset by a provision accrued for impairment of shares to reflect the capital increases carried out by this subsidiary in 2021. In 2020, an amount of 34 million euros had been accrued to provisions for contingencies relating to this subsidiary.

The Group has contingent liabilities relating to legal, arbitration or regulatory proceedings arising in the normal course of its business. Known or ongoing claims and litigation involving the Company were reviewed at the date on which the financial statements were approved for issue. Based on the advice of legal counsel, all provisions deemed necessary have been made to cover the related risks.

4.2.2 Accrued assets

At December 31, 2021, accrued assets totaling 35 million euros mainly include deferred bond issuance fees and premiums for 34 million euros (35 million euros at end-2020).

NOTE 5 LONG-TERM FINANCIAL ASSETS

Investments in subsidiaries and affiliates are initially recognized at cost, including transfer duties, fees and commission and legal costs.

At the end of the reporting period, the Company measures investments in subsidiaries and affiliates at their value in use, as calculated based on relevant criteria for each of the investments valued. The inputs for the value in use calculation include projected data from subsidiaries' medium-term business plans (see Note 2.1, page 421), as well as stockholders' equity and the Group's strategic interests.

The calculation of value in use based on projected data draws on various methods:

- First, post-tax cash flow projections covering a period of five years, prepared on the basis of medium-term business plans, are discounted at the post-tax weighted average cost of capital (WACC), while cash flows beyond the five-year period are extrapolated by applying a perpetuity growth rate to normative forecast cash flows, corresponding to the last year of the medium-term plan adjusted, where applicable, for non-recurring items. The discount rate and perpetuity growth rate assumptions are the same as those used for the Group's cash generating units (CGUs) and goodwill impairment tests, i.e., respectively 9.5% and 1.5% for 2021, unchanged from 2020;
- When value in use as determined on the basis described above falls below the carrying amount of the investments, it is based on an average of the discounted projected cash flows and the projected operating income multiple applied to the third year of the subsidiaries' medium-term business plans.

When value in use as determined on the basis described above falls below the carrying amount of the investments, an impairment provision is recorded corresponding to the difference between these two amounts. However, the carrying amount of the investments after impairment cannot be below the Company's share of the subsidiary or affiliate's equity.

5.1 Analysis by type

	December 31, 2021			December 31, 2020
(in millions of euros)	Gross	Impairment	Net	Net
Investments in subsidiaries and affiliates	5,632	(664)	4,968	4,951
Loans and advances to subsidiaries and affiliates	2,962	(17)	2,945	2,771
Other investment securities	2	(1)	1	—
LONG-TERM FINANCIAL ASSETS	**8,596**	**(682)**	**7,914**	**7,722**

Loans and advances to subsidiaries and affiliates comprise medium- and long-term loans granted to Valeo's direct and indirect subsidiaries, as well as to the Group's joint venture investees.

5.2 Movements

(in millions of euros)	Investments in subsidiaries and affiliates	Loans and advances to subsidiaries and affiliates	Other investment securities	Long-term financial assets
Net carrying amount at December 31, 2019	**2,188**	**5,468**	**1**	**7,657**
Acquisitions and increase in the share capital of subsidiaries	2,792	—	—	2,792
Disposals and decrease in the share capital of subsidiaries	—	—	—	—
Changes in impairment losses	(29)	(14)	(1)	(44)
Other movements	—	(2,683)	—	(2,683)
Net carrying amount at December 31, 2020	**4,951**	**2,771**	**—**	**7,722**
Acquisitions and increase in the share capital of subsidiaries	122	—	—	122
Disposals and decrease in the share capital of subsidiaries	—	—	—	—
Changes in impairment losses	(105)	(3)	1	(107)
Other movements	—	177	—	177
Net carrying amount at December 31, 2021	**4,968**	**2,945**	**1**	**7,914**

The measurement of the securities portfolio at the end of 2021 led the Company to recognize net additions of 105 million euros to impairment provisions for investments in subsidiaries and affiliates. This includes a 91 million euro accrual to the provision in respect of Valeo Embrayages, offset by a 62 million euros reversal of provisions for contingencies following the recapitalization of this subsidiary in an amount of 122 million euros during the year (see Note 4.2.1, page 425). In 2020, the Company recognized 29 million euros in net additions to impairment provisions for investments in subsidiaries and affiliates (see Note 7, page 432).

The 177 million euros increase in loans and advances to subsidiaries and affiliates in 2021 is mainly due to the new financing granted to the Valeo Siemens eAutomotive joint venture.

NOTE 6 FINANCING AND RISK HEDGING

6.1 Net debt

6.1.1 Analysis of net debt

The Company's net debt at December 31, 2020 and 2021 can be analyzed as follows:

(in millions of euros)	Notes	December 31, 2021	December 31, 2020
Long-term portion of long-term debt	*6.1.2*	3,948	3,548
Current portion of long-term debt	*6.1.2*	645	509
Short-term debt with external counterparties	*6.1.3*	665	1,588
Other short-term debt	*6.1.3*	3,766	3,759
GROSS DEBT		**9,024**	**9,404**
Loans and advances to subsidiaries and affiliates(1)	*5*	(2,945)	(2,771)
Financial receivables	*6.1.4*	(3,444)	(3,375)
Marketable securities and cash and cash equivalents	*6.1.5*	(2,047)	(2,667)
NET DEBT		**588**	**591**

(1) Loans and advances to subsidiaries and affiliates are included in the calculation of net debt.

The Company's net cash and cash equivalents, which comprise marketable securities and cash equivalents, financial receivables and other short-term debt, represented 1,725 million euros at December 31, 2021 compared to 2,283 million euros at December 31, 2020.

6.1.2 Analysis of long-term debt

	December 31, 2021				December 31, 2020
(in millions of euros)	Less than 1 year	1 to 5 years	More than 5 years	Total	Total
Bonds	600	2,400	700	**3,700**	3,469
Private placement	—	548	—	**548**	548
European Investment Bank (EIB) loans	—	150	150	**300**	—
Accrued interest	45	—	—	**45**	40
LONG-TERM DEBT	**645**	**3,098**	**850**	**4,593**	**4,057**

Valeo carried out the following operations under its Euro Medium Term Note financing program in 2021:

- redemption in June 2021 of the 575 million US dollar non-dilutive convertible bond issued in 2016;
- issue on July 27, 2021 of 700 million euros' worth of bonds maturing in August 2028 and paying a coupon of 1.00%. These bonds are indexed to a sustainability objective to be met by December 2025.

In February 2021, the EIB approved 600 million euros in financing for Valeo's research and development projects focused on technologies that reduce CO_2 emissions and improve active vehicle safety. The funds are to be allocated to Valeo's Europe-based R&D projects, primarily in France, but also in Germany, the Czech Republic and Ireland.

In June 2021, the Group drew down the entire amount of the first 300 million euros tranche. The eight-year loan carries fixed-rate interest of 0.885%, repayable in six equal annual installments from June 2024.

At December 31, 2021, the main terms and conditions of long-term debt were as shown below:

Type	Outstanding at Dec. 31, 2021 *(in millions of euros)*	Issuance	Maturity	Nominal interest rate	Other information
Bond (EMTN program)	600	September 2017	September 2022	0.3752%	-
Bond (EMTN program)	500	January 2017	January 2023	0.625%	-
Bond (EMTN program)	700	January 2014	January 2024	3.25%	-
Bond (EMTN program)	600	June 2018	June 2025	1.50%	-
Bond (EMTN program)	600	March 2016	March 2026	1.625%	-
Bond (EMTN program)	700	July 2021	August 2028	1.00%	Bonds indexed to a sustainability objective
Schuldschein loan (German private placement)					
Tranche 1	115	April 2019	April 2023	0.95%	-
Tranche 2	221	April 2019	April 2023	6-month Euribor +0.95%	Swap exchanging a variable coupon for a fixed rate of -0.041%
Tranche 3	90	April 2019	April 2025	1.291%	-
Tranche 4	122	April 2019	April 2025	6-month Euribor +1.15%	Swap exchanging a variable coupon for a fixed rate of 0.145%
European Investment Bank (EIB) loans	300	June 2021	June 2029	0.885%	Reduced-rate loan repayable in six annual installments of 50 million euros as from June 2024
Accrued interest	45				
TOTAL LONG-TERM DEBT	**4,593**				

The current portion of long-term debt corresponds to the 600 million euros bond falling due in September 2022, and to accrued interest on debt.

6.1.3 Analysis of short-term debt

(in millions of euros)	December 31, 2021	December 31, 2020
Negotiable European Commercial Paper	665	1,588
SHORT-TERM DEBT WITH EXTERNAL COUNTERPARTIES	**665**	**1,588**
Current accounts and loans with subsidiaries	3,637	3,596
Bank overdrafts	—	—
Other short-term debt	129	163
OTHER SHORT-TERM DEBT	**3,766**	**3,759**
SHORT-TERM DEBT	**4,431**	**5,347**

Short-term debt mainly consists of current accounts and loans with subsidiaries and issuance of commercial paper.

At December 31, 2021, other short-term debt mainly reflects the carrying amount of:

- currency hedging instruments taken out as part of the Group's pooled management of currency risk, representing an unrealized loss of 107 million euros. Since the Company acts as an intermediary for the Group's subsidiaries, these instruments are matched to currency hedging instruments which have generated an unrealized gain of a similar amount (see Note 6.1.4, page 429);
- currency instruments hedging the Company's foreign currency loans and borrowings, representing an unrealized loss of 13 million euros.

At December 31, 2020, other short-term debt primarily included unrealized losses on forward financial instruments contracted for hedging purposes.

6.1.4 Analysis of financial receivables

(in millions of euros)	December 31, 2021	December 31, 2020
Current account advances	3,128	3,035
Other financial receivables	316	340
FINANCIAL RECEIVABLES	**3,444**	**3,375**

Financial receivables consist primarily of current account advances to subsidiaries.

At December 31, 2021, other financial receivables relate mainly to the dividend receivable from Valeo International Holding BV for 180 million euros and to hedging instruments for 130 million euros, including mainly:

- currency hedging instruments taken out as part of the Group's pooled management of currency risk, representing an unrealized gain of 107 million euros (see Note 6.1.3, page 428);
- currency instruments hedging the Company's foreign currency loans and borrowings, representing an unrealized gain of 19 million euros.

At December 31, 2020, other financial receivables related mainly to the dividend receivable from Valeo International Holding BV for 200 million euros, and to unrealized gains on forward financial instruments contracted for hedging purposes in an amount of 138 million euros.

6.1.5 Marketable securities and cash and cash equivalents

Marketable securities are stated at the lower of cost and market value when the related securities correspond to treasury shares purchased for the purpose of stabilizing the Company's share price or shares that have not been allocated to employee share plans.

(in millions of euros)	December 31, 2021	December 31, 2020
Marketable securities	969	1,478
Cash and cash equivalents	1,078	1,189
MARKETABLE SECURITIES AND CASH AND CASH EQUIVALENTS	**2,047**	**2,667**

Cash equivalents include term deposits amounting to 434 million euros at December 31, 2021 (300 million euros at December 31, 2020).

The marketable securities portfolio at December 31, 2021 includes money-market mutual funds for 925 million euros, compared to 1,400 million euros at December 31, 2020.

It also includes 848,616 treasury shares with a carrying amount of 44 million euros at December 31, 2021. No impairment was recognized during the year.

At December 31, 2020, Valeo held 1,466,685 of its own shares with a carrying amount of 78 million euros.

Valeo may be required to buy back treasury shares on the market to cover its obligations with regard to free share and employee share ownership plans, as well as the liquidity agreement.

No share buyback programs other than buybacks under the liquidity agreement were launched in either 2021 or 2020.

The liquidity agreement was signed with an investment services provider on March 25, 2019 pursuant to the Code of Ethics published by the French Association of Investment Firms (*Association Française des Entreprises d'Investissement* – AFEI). At December 31, 2021 and December 31, 2020, no resources had been allocated to this liquidity agreement.

In 2021, the Company purchased 2,729,156 and sold 2,729,156 of its own shares under this agreement.

For shares allocated to free share plans, the Company applies ANC Standard No. 2014-03. This Standard sets out the methods for recognizing provisions over the vesting period of plans served by existing shares (see Note 3.1.2, pages 422 to 423).

In 2021, the Company delivered 618,069 shares under free share plans. In 2020, 441,007 shares were delivered.

6.2 Liquidity reserve and covenants

6.2.1 Credit lines

At December 31, 2021, Valeo had confirmed bank credit lines with an average maturity of 4.6 years, representing an aggregate amount of 1.7 billion euros. None of these credit lines were drawn down during 2021. These bilateral credit lines were taken out with ten leading banks with an average rating of A from S&P and A1 from Moody's.

6.2.2 Financing programs

At December 31, 2021, the Group had drawn an amount of 3.7 billion euros (up 700 million euros compared with December 31, 2020) under its Euro Medium Term Note financing program capped at 5 billion euros.

6.2.3 Negotiable European Commercial Paper (NEU CP)

Valeo has a short-term Negotiable European Commercial Paper financing program for a maximum amount of 2.5 billion euros. At December 31, 2021, a total of 665 million euros (1,588 million euros at December 31, 2020) had been drawn on this program.

6.2.4 Debt rating

The Group is rated by several credit rating agencies. Moody's rating confirms Valeo's investment grade status.

Rating agency	Publication date	Long-term debt	Outlook	Short-term debt
Standard & Poor's	July 31, 2020	BB+	Stable	B
Moody's	August 30, 2021	Baa3	Stable	P-3

6.2.5 Covenants

Certain financing contracts include early repayment clauses in the event of failure to comply with specified financial ratios. The main ratio is shown in the table below:

Financing agreements	Ratio	Thresholds	Ratio at December 31, 2021(1)
Credit lines EIB (European Investment Bank) loan *Schuldschein* loan (German private placement)	Consolidated net debt/consolidated EBITDA	<3.5	1.34

(1) Calculated over 12 months.

Bonds issued within the scope of the Euro Medium Term Note financing program and most bank credit lines include an option granted to bondholders who can request early repayment or redemption of their bonds in the event of a change of control at Valeo leading to a withdrawal of the rating or a downgrade in the rating to below investment grade (assuming that the bonds were previously rated investment grade). If Valeo's bonds had previously been rated below investment grade, bondholders may request the early repayment or redemption of their bonds in the event of a change of control at Valeo resulting in a one-category downgrade in the rating (e.g., from Ba1 to Ba2).

The *Schuldschein* loan and the European Investment Bank loan also include a change of control clause under which investors can request early repayment.

The Group's bank credit lines and long-term debt include cross-default clauses. This means that if a given amount of debt is deemed to be in default, then the other debt amounts may also be deemed to be in default.

At the date the consolidated financial statements were authorized for issue, the Group expects to comply with all debt covenants over the next few months.

6.3 Foreign currency, commodity and interest rate risk hedging

Since Valeo acts as a holding company, it is not exposed to operational foreign currency or commodity risk.

As part of the pooled management of market risk (foreign currency, commodity and interest rate risks), Group subsidiaries hedge the forex and commodity risk exposure arising on their industrial and commercial activities with the parent company, which enters into derivatives with banks. Gains and losses on such derivatives are passed on to the subsidiaries requesting the hedge.

The Company contracts derivatives to hedge the foreign currency risk on its financing and liquidity pooling activities carried out on behalf of the Group. The remeasurement of foreign currency balance sheet positions (intercompany loans and borrowings, debt with external counterparties, current accounts and bank accounts) at the year-end exchange rate is offset by gains and losses on foreign currency derivatives. Swap points arising on derivatives are recognized over the term of the hedge within financial income.

Financial income and expenses relating to interest rate hedges are recognized on a symmetrical basis with the income and expenses resulting from the remeasurement of the hedged items.

6.3.1 Currency risk hedging

Operational currency risk

The principal hedging instruments used by the Company are forward purchases and sales of foreign currencies.

Financial currency risk

Pooling foreign currency cash surpluses, the financing needs of foreign subsidiaries and certain Group financing transactions exposes the Company to financial currency risk. This risk corresponds to the risk of changes in the value of foreign currency financial receivables or payables. This currency risk is primarily hedged by currency swaps.

The Company tends to finance its subsidiaries in their local currencies and systematically enters into hedges to protect itself against the resulting currency risk.

The Company's external borrowings and investments are generally denominated in euros, in particular for debt issues under the Euro Medium Term Note (EMTN) financing program.

In June 2021, the Group redeemed the 575 million US dollar non-dilutive bond issued in 2016. The euro/dollar cross currency swaps set up to hedge the bond matured at the same date.

At December 31, 2021, Valeo's forex position in the main foreign currencies was as follows:

	December 31, 2021						December 31, 2020
(in millions of euros)	USD	CZK	CNY	PLN	Other	Total	Total
Forward sales with subsidiaries	(1,057)	(305)	(1)	(699)	(264)	(2,326)	(1,514)
Forward purchases with subsidiaries	591	129	—	111	33	864	665
DERIVATIVES WITH SUBSIDIARIES	**(466)**	**(176)**	**(1)**	**(588)**	**(231)**	**(1,462)**	**(849)**
Forward sales with external counterparties	(302)	(524)	(1)	(261)	(348)	(1,436)	(1,520)
Forward purchases with external counterparties	1,294	255	667	662	523	3,401	3,192
DERIVATIVES WITH EXTERNAL COUNTERPARTIES	**992**	**(269)**	**666**	**401**	**175**	**1,965**	**1,672**
NET POSITION ON DERIVATIVES	**526**	**(445)**	**665**	**(187)**	**(56)**	**503**	**823**
Balance sheet exposure	(544)	451	(664)	184	66	(507)	(770)
TOTAL NET POSITION	**(18)**	**6**	**1**	**(3)**	**10**	**(4)**	**53**

Net positions in foreign currencies on currency derivatives are match-funded to Valeo's intercompany loans and borrowings and cash positions.

The market value of currency hedging instruments included in the net position with external counterparties represented an unrealized gain of 46 million euros at December 31, 2021 (unrealized gain of 15 million euros at December 31, 2020).

6.3.2 Commodity risk hedging

The Group favors commodity hedging instruments which do not involve physical delivery of the underlying commodity (primarily swaps on the average monthly price).

Volumes of non-ferrous metals hedged at December 31, 2021 and 2020 break down as follows:

(in metric tons)	December 31, 2021	December 31, 2020
Aluminum	8,688	33,487
Secondary aluminum	3,527	7,395
Copper	4,463	11,061
Zinc	—	804
Polypropylene	2,587	8,108
TOTAL	**19,265**	**60,855**

Commodities hedged at December 31, 2021 and 2020 were as follows:

	December 31, 2021			December 31, 2020
(in millions of euros)	With subsidiaries	With external counterparties	Total	Total
Forward sales	68	1	69	144
Forward purchases	(1)	(68)	(69)	(144)
TOTAL NET POSITION	**67**	**(67)**	**—**	**—**

The market value of instruments hedging metals prices included in the net position with external counterparties represented an unrealized gain of less than 1 million euros at December 31, 2021 (unrealized gain of 9 million euros at December 31, 2020).

6.3.3 Interest rate risk hedging

Valeo uses interest rate swaps to manage its interest rate risk. These swaps convert the interest rates on its debt into a variable or a fixed rate, either at the origination of the loan or during its term.

The two variable-rate tranches of the *Schuldschein* loan issued in April 2019 are hedged by floored interest rate swaps, which exchange the variable coupon with a 0% floor for a fixed rate. The floors expired in April 2021.

In March 2019, the Group converted the 159 million euros loan to one of its Czech subsidiaries into Czech koruna. At the same time, the Group set up a cross currency swap in Czech koruna for the same amount and with the same maturity.

At December 31, 2021, 92% of long-term debt was at fixed rates (91% at December 31, 2020).

	Less than 1 year		1 to 5 years		More than 5 years		Total nominal amount		
(in millions of euros)	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Fixed portion	Variable portion	Total
Financial liabilities	1,925	3,151	2,755	343	850	—	5,530	3,494	9,024
Financial receivables and loans and advances to subsidiaries and affiliates	(984)	(3,971)	(164)	—	(1,270)	—	(2,418)	(3,971)	(6,389)
Marketable securities and cash and cash equivalents	(1,362)	(685)	—	—	—	—	(1,362)	(685)	(2,047)
NET POSITION BEFORE HEDGING	**(421)**	**(1,505)**	**2,591**	**343**	**(420)**	**—**	**1,750**	**(1,162)**	**588**
Derivative instruments	—	—	343	(343)	—	—	343	(343)	—
NET POSITION AFTER HEDGING	**(421)**	**(1,505)**	**2,934**	**—**	**(420)**	**—**	**2,093**	**(1,505)**	**588**

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NOTE 7 NET FINANCIAL INCOME

(in millions of euros)	2021	2020
Dividends	212	241
Interest income	138	215
Interest expense	(95)	(87)
Net (additions to)/reversals from provisions for impairment and for investments in subsidiaries and affiliates	(45)	(82)
Other financial income and expenses	(6)	(15)
NET FINANCIAL INCOME	**204**	**272**

Dividend income amounted to 212 million euros in 2021, a decrease compared with 2020. This amount includes a 180 million euros dividend from Valeo International Holding BV, a 17 million euros dividend from Turkish subsidiary Valeo Otomotiv Sanayi ve Ticaret AS, a 10 million euros dividend from South Korean subsidiaries, and a 3 million euros dividend from Indian subsidiary Valeo Friction Material India. In 2020, dividends received consisted mainly of a 200 million euros dividend from Valeo International Holding BV, a 27 million euros dividend from South Korean subsidiaries (including 16 million euros from Valeo Pyeong Hwa International), an 8 million euros dividend from Indian subsidiary Valeo Friction Material India, and a 6 million euros dividend from Turkish subsidiary Valeo Otomotiv Sanayi ve Ticaret AS.

Interest income chiefly relates to financing granted to Group subsidiaries and joint ventures. The 77 million euros decrease in interest income compared to 2020 results from the decrease in amounts outstanding under long-term loans following the repayment in September 2020 of 2,768 million euros on loans granted to holding companies Société de Participations Valeo, Valeo Bayen and Valeo Finance.

At December 31, 2021, 51 million euros of interest expense related to external financing (44 million euros at December 31, 2020), while 44 million euros related to the interest paid on subsidiaries' cash surpluses and costs associated with the hedging of foreign currency transactions (43 million euros at December 31, 2020).

At December 31, 2021, the measurement of the portfolio of investments in subsidiaries and affiliates resulted in a net 107 million euros accrual to impairment provisions for these items (see Note 5.2, page 426), offset by a 62 million euros reversal of provisions for contingencies (see Note 4.2.1, page 425). Net additions for the year mainly concern the provision for impairment of investments and the provision for contingencies relating to Valeo Embrayages (29 million euros), the provision for impairment of investments in Valeo Service (11 million euros), and the provision for contingencies relating to Valeo Embrayages Tunisia (1 million euros).

At December 31, 2020, the measurement of the portfolio of investments in subsidiaries and affiliates led to a net 44 million euros accrual to impairment provisions for these items, and to the recognition of a provision for contingencies for 38 million euros. Additions for the year mainly concerned the provision for impairment of investments in Valeo Service amounting to 26 million euros and the provision for contingencies relating to Valeo Embrayages for 34 million euros.

Other financial income and expenses in 2021 primarily included 5 million euros relating to the amortization of premiums on stock purchase options intended to cover the convertible bond (12 million euros in 2020), along with the ineffective portion of the interest rate hedge taken out in respect of the *Schuldschein* loans.

NOTE 8 INCOME TAX

8.1 Tax group and taxable income

Valeo has elected for tax consolidation. The tax group includes the parent company and its principal French subsidiaries.

At December 31, 2021, the amount of tax savings arising from tax losses transferred to Valeo by its subsidiaries came to 1,357 million euros (1,325 million euros at December 31, 2020). If a subsidiary returns to profit, it will utilize the previous tax losses and Valeo will be required to pay over the corresponding tax savings to the French State. If a subsidiary leaves the tax consolidation group, Valeo may be required to pay over the related tax savings to this subsidiary, based on the terms and conditions stipulated in the sale agreement. Valeo does not recognize a provision for repayment of tax losses to subsidiaries.

8.2 Income tax

(in millions of euros)	2021	2020
Net tax benefit arising on tax consolidation	3	2
INCOME TAX	**3**	**2**

The net tax benefit receivable from subsidiaries as a result of tax consolidation in 2021 amounts to 3 million euros, stable compared to 2020.

In the absence of tax consolidation, the Company would have been liable for an income tax expense of 8 million euros in the year ended December 31, 2021 (30 million euros in the year ended December 31, 2020).

8.3 Items that could result in a decrease or increase in Valeo's future tax liability

	December 31, 2021		December 31, 2020	
(in millions of euros)	Tax basis	Corresponding tax	Tax basis	Corresponding tax
Timing differences between the recognition of income and expenses for accounting and tax purposes	58	15	57	15
Contribution premium	(134)	(35)	(134)	(35)
Tax loss carryforwards	1,357	351	1,325	342
TOTAL	**1,281**	**331**	**1,248**	**322**

8.4 Prepaid and recoverable taxes

At December 31, 2021, prepaid and recoverable taxes totaling 12 million euros included the tax benefit of 3 million euros arising on the 2021 tax consolidation (see Note 8.2, page 433). The research tax credit receivable at the so-called "seed" stage in respect of 2021 was sold by Valeo at a discount to a bank during the year, for 51 million euros.

In 2020, the research tax credit receivable at the so-called "seed" stage was sold by Valeo to a bank for 48 million euros. This receivable had been derecognized on the balance sheet, with an adjusting entry recorded in cash received.

8.5 Other payables

At December 31, 2021, other payables included the 246 million euros owed to subsidiaries that are members of the tax consolidation group in respect of the research tax credit for years 2018 to 2021 and the CICE tax credit for 2018, representing 231 million euros and 15 million euros, respectively.

At December 31, 2020, other payables amounted to 269 million euros and mainly included 238 million euros owed to subsidiaries that were members of the tax consolidation group in respect of the research tax credit for years 2017 to 2020, and 31 million euros in respect of the CICE tax credit for years 2017 to 2018.

NOTE 9 STOCKHOLDERS' EQUITY

9.1 Share capital

In countries that meet the Group's eligibility criteria and where permitted by local laws and regulations, Valeo offers its employees the possibility of becoming shareholders through an employee share issue carried out specifically for this purpose.

As in 2020, a new plan was offered to employees in the second half of 2021. This plan allows employees to subscribe to Valeo shares directly or through a Company mutual fund, at a subscription price set on September 17, 2021 by the Group's Chairman and Chief Executive Officer, acting on the authority of the Board of Directors. The 2021 subscription price of 18.73 euros is the average of the Group's opening share price on the 20 trading days between August 20, 2021 and September 16, 2021 inclusive, less a 20% discount. The shares are locked up for five years (except in the case of an early release event provided for by the applicable local law). Employees bear the risk of fluctuations in the share price relative to the subscription price. By subscribing to shares within the scope of the Group Employee Savings Plan (*Plan d'Épargne de Groupe* – PEG), employees can benefit from a contribution from their employer. Outside France, employees were awarded free shares subject to certain conditions, governed by the regulations applicable to the Group-approved free share plan. The free shares allotted are existing Valeo shares repurchased on the market. At the end of the subscription period, which ran from September 21, 2021 to October 9, 2021, 857,378 shares were subscribed at a price of 18.73 euros each, resulting in a capital increase of 1 million euros on November 16, 2021.

At December 31, 2021, Valeo's share capital totaled 243 million euros, divided into 242,574,781 shares of common stock with a par value of 1 euro each, all fully paid-up. Shares that have been registered in the name of the same holder for at least four years carry double voting rights (6,451,611 shares at December 31, 2021). Share capital stood at 242 million euros at December 31, 2020.

9.2 Additional paid-in capital

Additional paid-in capital represents the net amount received by the Company, either in cash or in assets, in excess of the par value on issuance of Valeo shares.

The employee share subscription offer launched in 2021 generated additional paid-in capital of 15 million euros in the year. Additional paid-in capital was 14 million euros for the employee share subscription offer launched in 2020.

9.3 Reserves

Reserves available for distribution amounted to 2,178 million euros at December 31, 2021 (2,069 million euros at December 31, 2020) before appropriation of income for the year and after deduction of the net carrying amount of treasury shares held at December 31, 2021 (44 million euros versus 78 million euros at December 31, 2020).

9.4 Movements

(in millions of euros)	Share capital	Additional paid-in capital	Reserves and other	Stockholders' equity
STOCKHOLDERS' EQUITY AT DECEMBER 31, 2019	**241**	**1,531**	**2,024**	**3,796**
Dividends paid	—	—	(48)	(48)
Capital increase	1	14	—	15
Net income for the year	—	—	200	200
STOCKHOLDERS' EQUITY AT DECEMBER 31, 2020	**242**	**1,545**	**2,176**	**3,963**
Dividends paid	—	—	(73)	(73)
Capital increase	1	15	—	16
Net income for the year	—	—	148	148
STOCKHOLDERS' EQUITY AT DECEMBER 31, 2021	**243**	**1,560**	**2,251**	**4,054**

NOTE 10 OTHER INFORMATION

10.1 Maturity of receivables and payables

(in millions of euros)	December 31, 2021	Due in less than 1 year	Due in more than 1 year and less than 5 years	Due in more than 5 years
Prepaid and recoverable taxes	12	6	6	—
Other operating receivables	2	2	—	—
OPERATING RECEIVABLES	**14**	**8**	**6**	**—**

(in millions of euros)	December 31, 2021	Due in less than 1 year	Due in more than 1 year and less than 5 years	Due in more than 5 years
Accounts and notes payable	9	9	—	—
Accrued taxes and payroll costs	12	8	4	—
OPERATING PAYABLES	**21**	**17**	**4**	**—**
OTHER PAYABLES	**246**	**77**	**169**	**—**

Accrued expenses included in trade payables amounted to 9 million euros at December 31, 2021.

An analysis of long-term debt by maturity is provided in Note 6.1.2, pages 427 to 428.

10.2 Related party transactions

10.2.1 Transactions with related companies

The Company's financial statements include transactions carried out in the normal course of business between Valeo and its subsidiaries.

These transactions are carried out at arm's length and represented the following amounts:

(in millions of euros)	2021	2020
INCOME STATEMENT		
Net financial income	300	413
BALANCE SHEET AT DECEMBER 31		
Loans and advances to subsidiaries and affiliates	2,945	2,771
Financial receivables	3,350	3,251
Prepaid and recoverable taxes	6	3
Debt	3,714	3,653
Other payables	246	269

Net financial income essentially includes dividends and interest income on current accounts and loans granted to subsidiaries.

10.2.2 Transactions with related parties

All material related party transactions within the meaning of Article R.123-198 of the French Commercial Code were carried out at arm's length in 2021.

10.3 Off-balance sheet commitments

10.3.1 Commitments given

(in millions of euros)	December 31, 2021			December 31, 2020		
	Less than 1 year	More than 1 year	Total	Less than 1 year	More than 1 year	Total
Commitments given	–	91	91	5	99	104

Commitments given mainly include the guarantee given in 2005 to the IUE-CWA-Local 509 trade union as part of the agreement signed in September 2005 in relation to the closure of the Rochester plant (representing 91 million euros at December 31, 2021). It is a first-call guarantee with an indefinite term and covers the commitments undertaken by Valeo North America Inc. (formerly Valeo Electrical Systems Inc.) concerning pensions and other employee benefits.

Other commitments given include a five-year reciprocal vendor warranty commitment agreed with PHC Co Ltd. in connection with the creation of the Valeo-Kapec joint venture (valid until December 1, 2022). This guarantee is not capped;

At December 31, 2020, commitments given included:

- an 8 million euros commitment to HDI Global SE within the scope of the Group's reinsurance operations. This commitment expired in 2021;
- a three-year vendor warranty commitment for 5 million euros granted to Italy's Raicam group in connection with the sale of the Passive Hydraulic Actuator business on March 28, 2018. This commitment expired in 2021.

10.3.2 Commitments received

At December 31, 2021, commitments received include reciprocal commitments with PHC Co Ltd. (see Note 10.3.1, page 436).

10.4 Fees paid to the Statutory Auditors

Fees paid to the Statutory Auditors and recognized in Valeo's income statement are as follows:

(in thousands of euros)	Ernst & Young		Mazars	
	2021	2020	2021	2020
AUDIT				
Statutory audit, review of the individual and consolidated financial statements	32	25	25	25
Non-audit services	660	51	10	41
TOTAL FEES	**692**	**76**	**35**	**66**

Non-audit services provided by Ernst & Young et Autres and Mazars to Valeo and the entities it controls in 2021 concern (i) comfort letters in connection with the renewal of the EMTN program, and (ii) voluntary audit procedures on the combined financial statements of some of the Group's operating entities.

NOTE 11 LIST OF SUBSIDIARIES AND AFFILIATES

At December 31, 2021

Company *(in millions of euros)*	Share capital	Other equity[1]	% interest *(in %)*	Carrying amount of shares Gross	Carrying amount of shares Net	Outstanding loans and advances granted	Guarantees and endorsements given	Sales	Net income (loss)	Dividends
Société de Participations Valeo Paris – France (SIREN: 562 029 181)	3,229	28	100	3,606	3,606	75	—	—	96	—
Valeo Systèmes de Contrôle Moteur Cergy Saint Christophe – France (SIREN: 479 162 695)	55	34	100	502	130	170	—	398	(1)	—
Valeo International Holding BV Helmond – Netherlands	128	734	100	443	443	—	—	72	109	180
Valeo Vision Bobigny – France (SIREN: 950 344 333)	621	406	90	378	377	—	—	455	15	—
Valeo Systèmes Thermiques Le Mesnil Saint-Denis – France (SIREN: 331 312 108)	37	588	47	216	216	—	—	365	43	—
Valeo Embrayages Amiens – France (SIREN: 438 834 186)	60	(28)	100	263	32	8	—	241	(32)	—
Valeo Matériaux de Friction Limoges – France (SIREN: 438 810 129)	60	30	100	60	60	—	—	51	(2)	—
Valeo Otomotiv Sanayi ve Ticaret AS[3] Bursa – Turkey	10	72	100	40	40	—	—	373	30	17
Valeo Service Saint-Denis – France (SIREN: 306 486 408)	13	(12)	100	38	1	—	—	174	(11)	—
Valeo Auto-Electric GmbH Bietigheim – Germany	—	196	5	27	10	—	—	4	—	—
Coreval Strassen – Luxembourg	23	1	99	23	23	—	—	4	—	—
Valeo Pyeong Hwa Co. Ltd.[3] Daegu – South Korea	10	180	50	12	12	—	—	495	13	—
Amalgamations Valeo Clutch Private Ltd[2][3] Chennai – India	9	10	50	9	9	—	—	54	—	1
Equipement 11 Paris – France (SIREN: 440 331 411)	—	2	100	8	2	7	—	—	(3)	—
Valeo Pyeong Hwa International Co. Ltd Seoul – South Korea	2	62	50	1	1	—	—	158	18	5
Valeo Pyeong Hwa Automotive Components Co. Ltd Daegu – South Korea	2	71	27	2	2	—	—	242	22	5
Other French subsidiaries and affiliates (aggregate)	—	—	—	3	1	—	—	—	—	—
Other foreign subsidiaries and affiliates (aggregate)	—	—	—	3	1	108	—	—	—	4
TOTAL				**5,632**	**4,968**	**368**				**212**

(1) Including net income for 2021 before appropriation.
(2) Last financial year ended March 31, 2021.
(3) Translated at the year-end exchange rate and at average exchange rates for 2021.

5

NOTE 12 SUBSEQUENT EVENTS

On February 9, 2022, Valeo announced that it had signed an agreement with Siemens to hold 100% of Valeo Siemens eAutomotive, which will be integrated within Valeo's Powertrain Systems business after July 1, 2022, subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted. Siemens' 50% stake in Valeo Siemens eAutomotive will be acquired for 277 million euros on a debt-free basis.

In 2021, the European Investment Bank (EIB) approved 600 million euros in financing for Valeo's European R&D projects focused on reducing CO_2 emissions and improving vehicle safety. An initial credit facility of 300 million euros was signed on February 4, 2021. On February 10, 2022, the Group contracted a second 300 million loan maturing in 2030 and repayable in six equal annual installments from 2025.

5.6.5 Statutory Auditors' report on the financial statements

Year ended December 31, 2021

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

This Statutory Auditors' report includes information required by European regulations and French law, such as information about the appointment of the Statutory Auditors or verification of the management report and other documents provided to the shareholders.

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

To the Annual General Meeting of Valeo,

Opinion

In compliance with the engagement entrusted to us by Annual General Meeting, we have audited the accompanying financial statements of Valeo for the year ended December 31, 2021.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2021 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from January 1, 2021 to the date of our report, and specifically we did not provide any prohibited non audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments Key Audit Matters

Due to the global crisis related to the Covid-19 pandemic, the financial statements for this period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on the performance of audits.

It is in this complex, evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of equity securities, related receivables and provisions for risks on subsidiaries

Risk identified

As of December 31, 2021, the net carrying amount of investments in subsidiaries and affiliates and related receivables amounted to 7,914 million euros i.e., 59% of the total assets. As indicated in Note 5 to the notes to the Financial Statements, investments in subsidiaries and affiliates are initially recognized at their acquisition cost, including transfer duties, fees or commissions and deed costs. At year end, the Company measures investments in subsidiaries and affiliates at their value un use. If this value in use is lower than the carrying amount, an impairment provision is recorded corresponding to the difference between these two amounts. Provisions for contingencies relating to subsidiaries are intended to cover the negative net equity of certain subsidiaries. As of December 31, 2021, a provision of 6 million euros for this purpose was included among the provisions for risks.

The value in use is determined based on a multi-criteria analysis adapted to the concerned investments. The criteria correspond to projected data from subsidiaries' medium-term business plan, as well as stockholders' equity, and the Group's strategic interests.

Loans and advances to subsidiaries and affiliates comprise medium and long-term loans granted to Valeo's direct and indirect subsidiaries whose maturity is at sight and whose repayment is not likely within one year. These long-term financial assets are described in Note 5 in the financial statements.

In view of the material amount of these items, the inherent uncertainly judgment of certain items and their sensitivity to Management's projection, we considered the measurement of investments in subsidiaries and affiliates, related receivables, and related provisions for contingencies to be a key audit matter.

Our response

To assess the valuation of the value in use of investments and affiliates, and based on the available documentation, we conducted the following procedures, that consisted mainly in analyzing the valuation approach and the data used and according to the concerned investments:

- For the valuations based on historical data we reconciled the net equity used in impairment tests with those booked in the financial statements of the entities with the respect of the local standards.
- We conducted an analysis of Management's business plans for the investments having a significant impairment risk.
- We conducted an analysis of Management's business plans for its investments especially those for which the business plans vary significantly or for which the equity securities are impacted by a significant amount of depreciation.
- We compared the value in use retained by the company for each of its subsidiaries with the respective amounts of the book value of the investments, the loans to subsidiaries and affiliates and, if applicable, to the impairment booked on the subsidiaries' assets, and to the provisions for risks on subsidiaries.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (*Code de commerce*).

Report on Corporate Governance

We attest that the Board of Directors' Report on Corporate Governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (*Code de commerce*) relating to the remuneration and benefits received by, or allocated to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the consolidation scope. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code (*Code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Format of preparation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by Statutory Auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the General Manager's responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the preparation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (*Autorité des marchés financiers*) agree with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Valeo by the annual general meeting held on June 3, 2010.

As at December 31, 2021, we were in the twelfth year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Courbevoie and Paris-La Défense, March 25, 2022

The Statutory Auditors

French original signed by

Mazars		**ERNST & YOUNG et Autres**	
Gonzague Senlis	Jean-Marc Deslandes	Jean-François Ginies	Guillaume Rouger

5.7 Statutory Auditors' report on related party agreements

Annual General Meeting held to approve the financial statements for the year ended December 31, 2021

To the Annual General Meeting of Valeo,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R.225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R.225-31 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended December 31, 2021, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement.

Agreements submitted for approval to the Annual General Meeting

We hereby inform you that we have not been notified of any agreements authorized during the year ended December 31, 2021 to be submitted to the Annual General Meeting for approval in accordance with Article L.225-38 of the French Commercial Code (*Code de commerce*).

Agreements previously approved by the Annual General Meeting

We hereby inform you that we have not been notified of any agreements previously approved by the Annual General Meeting, whose implementation continued during the year ended December 31, 2021.

Courbevoie and Paris-La Défense, March 25, 2022

The Statutory Auditors

French original signed by

MAZARS		ERNST & YOUNG et Autres	
Gonzague Senlis	Jean-Marc Deslandes	Jean-François Ginies	Guillaume Rouger

5.8 Other financial and accounting information

5.8.1 Five-year financial summary

	2017	2018	2019	2020	2021
1. SHARE CAPITAL AT DECEMBER 31					
Share capital *(in millions of euros)*	239	240	241	242	243
Number of ordinary shares outstanding	239,653,121	240,253,100	241,036,743	241,717,403	242,574,781
Maximum number of new shares to be issued:	—	—	—	—	
• on exercise of equity warrants	—	—	—	—	—
• on exercise of stock subscription options	—	—	—	—	—
• on conversion of bonds into new shares	—	—	—	—	—
2. RESULTS OF OPERATIONS FOR THE YEAR *(in millions of euros)*					
Sales	—	—	—	—	—
Income before tax, depreciation, amortization and impairment losses	232	240	372	321	216
Income tax	56	30	14	2	3
Employee profit-sharing	—	—	—	—	—
Net income	318	258	282	200	148
Net dividend	296	297	48	72	85
3. PER-SHARE DATA *(in euros)*					
Net income after tax, but before depreciation, amortization and impairment losses	1.20	1.14	1.61	1.33	0.91
Earnings per share	1.33	1.09	1.18	0.83	0.61
Net dividend	1.25	1.25	0.20	0.30	0.35
4. PERSONNEL					
Headcount at December 31	1	1	1	1	3
Wages and salaries *(in millions of euros)*(1)	28	47	25	26	38
Social security contributions *(in millions of euros)*(2)	1	1	—	8	2

(1) *In 2021, this amount includes an expense of 34 million euros relating to the delivery of free shares (performance shares) under the 2017 free share plan and to the delivery of free shares to French beneficiaries under the 2018 free share plan, as well as an expense of 1 million euros in respect of shares settled in cash for certain foreign beneficiaries of the 2016 plan (see Note 3.2, page 423).*

(2) *In 2021, this amount includes an expense of 1 million euros relating to the delivery of free shares to French beneficiaries (see Note 3.2, page 423).*

5.8.2 List of subsidiaries, affiliates and marketable securities

	Number of shares	Net carrying amount *(in millions of euros)*
Société de Participations Valeo	27,074,332	3,606
Valeo International Holding BV	2,845,121	443
Valeo Vision	620,572	377
Valeo Systèmes Thermiques	1,151,133	216
Valeo Systèmes de Contrôle Moteur	5,500,000	130
Valeo Matériaux de Friction	4,002,550	60
Valeo Otomotiv Sanayi ve Ticaret AS	121,513,059	40
Valeo Service	860,000	1
Coreval	928,434	23
Valeo Embrayages	4,026,668	32
Valeo Pyeong Hwa Co. Ltd	1,359,405	12
Valeo Auto-Electric GmbH	1,305	10
Amalgamations Valeo Clutch Private Ltd	56,252,500	9
Equipement 11	32,549	2
Other investments with a net carrying amount below 2 million euros		7
INVESTMENTS IN SUBSIDIARIES AND AFFILIATES		**4,968**
Other securities		1
OTHER INVESTMENT SECURITIES		**1**
MONEY MARKET FUNDS		**925**
TREASURY SHARES		**44**
TOTAL		**5,938**

SHARE CAPITAL AND OWNERSHIP STRUCTURE

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

6.1 Stock market data

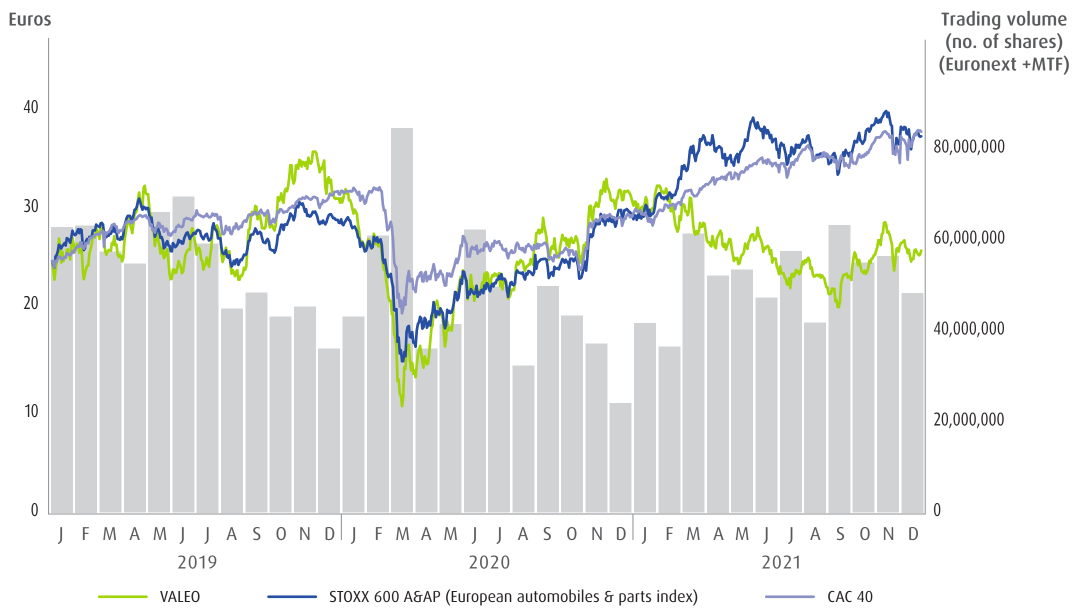
	2019	2020	2021
Market capitalization at year-end *(in billions of euros)*	7.57	7.80	6.45
Number of shares (at December 31)	241,036,743	241,717,403	242,574,781
Highest share price *(in euros)*	37.02	34.05	33.66
Lowest share price *(in euros)*	23.06	10.51	20.47
Average share price *(in euros)*	28.73	24.86	27.01
Share price at year-end *(in euros)*	31.41	32.28	26.58

6.1.1 Share performance

	Share price *(in euros)*			Trading volume		Euronext[2] *(in capital and millions of euros)*
Effective	High	Low	Closing (average)	MTF[1] *(in number of shares)*	Euronext[2] *(in number of shares)*	
December 2020	34.05	30.26	32.22	9,270,628	14,789,697	475.23
January 2021	33.23	29.32	30.99	22,729,808	17,308,540	535.31
February 2021	33.66	28.96	31.91	20,509,358	14,627,988	464.23
March 2021	32.34	27.62	29.81	33,051,809	25,900,591	771.37
April 2021	30.01	26.45	27.86	29,987,159	20,159,161	562.31
May 2021	28.10	24.79	26.47	30,942,926	20,437,464	540.00
June 2021	29.06	25.35	27.36	27,055,997	18,350,925	501.97
July 2021	26.07	22.70	24.32	34,284,069	21,009,172	507.70
August 2021	25.92	23.52	24.68	22,668,655	17,534,482	432.42
September 2021	24.91	20.47	22.79	37,138,549	23,672,934	538.52
October 2021	26.38	23.29	24.87	33,505,549	19,332,701	480.67
November 2021	29.80	24.31	27.24	33,500,214	20,717,032	561.43
December 2021	28.18	25.15	26.58	27,680,478	18,767,113	498.93

(1) MTF (Multilateral Trading Facility): includes the trading volumes on the ChiX, Turquoise, Bats and Aquis platforms.
(2) Source: Euronext monthly statistics.

6.1.2 Share price and monthly trading volumes



6.2 Investor relations

Valeo's Investor Relations Department serves as an interface between the Group and the international financial community, including institutional investors such as ESG investors and impact investors, as well as financial analysts and individual shareholders. It aims to provide clear, thorough and transparent information in real time to all these market participants, in order to keep them informed of Valeo's strategy, positioning, results and short- and medium-term financial and non-financial objectives.

Valeo's website, www.valeo.com, features a dedicated "Investors & shareholders" section for its shareholders and the financial community. It includes:

- the Universal Registration Document including the Integrated Report, the Corporate Governance and Sustainable Development Report and the Half-Year Financial Report ("Regulated information" section);
- presentations and press releases on Valeo's financial and non-financial results ("Presentations & releases" section);
- presentations and press releases describing Valeo's financial and non-financial strategy ("Presentations & releases" section);
- technology presentations ("Presentations & releases" section);
- the capital structure, the list of analysts covering the Valeo share, and information regarding the American depositary receipt program ("Stock market" section);
- details of the Group's debt, and the credit ratings assigned by Moody's and Standard & Poor's ("Bond investors" section);
- information for individual shareholders ("Individual shareholders" section);
- information about the Shareholders' Meeting ("Shareholders' Meeting" section).

6.2.1 Institutional investors

The Group's Investor Relations Department closely and consistently interacts with the financial community. The department places great importance on holding meetings throughout the year with shareholders, investors and financial and non-financial analysts, whether at the Group's headquarters, at roadshows held in major global centers (Europe, North America and Asia) or during conferences. In all, the Investor Relations team met more than 1,500 institutional investors and analysts at these events during 2021, with the Group's Management present at a large number of these meetings.

Valeo includes detailed non-financial information in its financial communications aimed at all stakeholders, in particular ESG investors and analysts and impact funds. In 2021, the Group had the opportunity to present its ambitions in corporate governance and social and environmental responsibility, particularly relating to reducing greenhouse gas emissions and achieving carbon neutrality by 2050. Information on these subjects is available on the Group's website under "SRI" in the "Sustainability" section.

6.2.2 Individual shareholders

Valeo consistently interacts with individual shareholders, who control approximately 5% of Valeo's share capital. As part of this interaction, an "Individual shareholders" section is available on the Group's website and features information related to the stock market and dividends. The Group's Investor Relations Department regularly sends information, such as "flash" e-newsletters and shareholders' letters, to individual shareholders to keep them informed about the Group's latest news and financial results. Since 2017, individual shareholders in France have been able to join an online Shareholders' Club, where they can access presentations on the Group and its operations. In addition, the Group's Investor Relations Department met private wealth managers on several occasions during the year, both in Paris and elsewhere in France. The share registrar service has been provided by Société Générale since the end of 2000 and offers a share information line (+33 (0)2 51 85 67 89) for questions concerning dividends, tax issues and order placing.

For any other information about the Group, individual shareholders can call the number provided in section 6.2.4.

6.2.3 Employee shareholders

Since 2010, Valeo has had a policy of allotting free shares to promote the development of employee share ownership over time.

In 2016, Valeo launched a share subscription offering reserved for employees. Following its success, the offering has been renewed every year and in 2021 was rolled out in 21 countries to some 86,300 employees. As is the case every year, information sessions about the offering and the performance of the Valeo share were held at each Group site.

At December 31, 2021, Valeo employees held 7,402,071 shares under Group employee savings plans in France and abroad, directly or indirectly through the Valeorizon mutual fund, representing 3.05%[1] of the Company's share capital. At December 31, 2020, they held 6,541,958 shares, or 2.71% of the share capital. The Valeorizon mutual fund is an effective way of involving employees in the Group's performance.

Employee shareholders have access to the same communication tools as individual shareholders, as well as an information line managed by the banks in charge of the share ownership plans. They can call this telephone platform all year round with any questions they may have. For further information, see section 6.4.5 of this chapter, "Employee share ownership", page 452 and Chapter 4, section 4.3.3 "Valeo's non-financial risks", paragraph "Risk related to developing and retaining talent", page 237.

6.2.4 Contact

Valeo

100, rue de Courcelles

CS 86960

75173 Paris Cedex 17 – France

Institutional investors and financial analysts

Thierry Lacorre, Investor Relations Director

To arrange a meeting, please contact:

Email: valeo.corporateaccess.mailbox@valeo.com

Individual shareholders

Tel.: +33 (0)1 40 55 20 39

Email: valeo.actionnairesindividuels.mailbox@valeo.com
For questions about registered shares, please contact:

Société Générale

Tel.: +33 (0)2 51 85 67 89

6.2.5 Provisional financial publications calendar

- First-quarter 2022 sales: April 26, 2022
- First-half 2022 results: July 26, 2022
- Third-quarter 2022 sales: October 27, 2022
- Full-year 2022 results: second half of February 2023

(1) In accordance with Article L.225-102 of the French Commercial Code (Code de commerce), employees hold 2.40% of the share capital. The difference compared to the percentage stated above results from the exclusion of free shares whose allotment was authorized by a Shareholders' Meeting decision prior to August 7, 2015, which do not fall within the scope of this article.

6.3 Dividends

Dividends over the past three years were as follows:

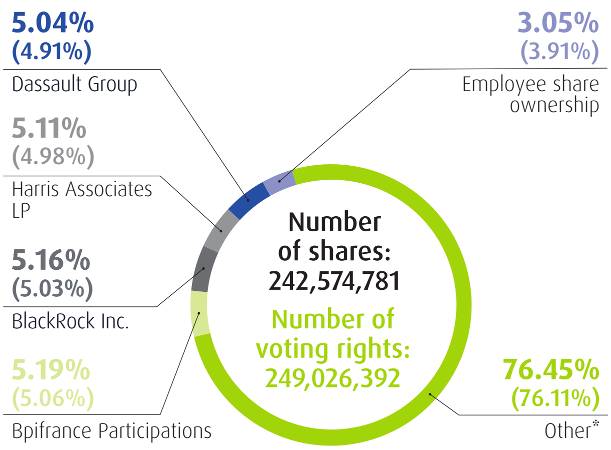
Year	Dividend per share *(in euros)*	Tax allowance	Total *(in millions of euros)*
2018	1.25	Amount eligible for the 40% tax allowance provided for in Article 158,3-2° of the French Tax Code (*Code général des impôts*) for individuals who are tax residents in France	297
2019	0.20	Amount eligible for the 40% tax allowance provided for in Article 158,3-2° of the French Tax Code (*Code général des impôts*) for individuals who are tax residents in France	48
2020	0.30	Amount eligible for the 40% tax allowance provided for in Article 158,3-2° of the French Tax Code (*Code général des impôts*) for individuals who are tax residents in France	72

On February 25, 2022, it was announced that at the Shareholders' Meeting to be held to approve the financial statements for the year ended December 31, 2021, Valeo's Board of Directors would recommend the payment of a dividend of 0.35 euro per share eligible for dividends.

6.4 Share ownership

6.4.1 Ownership structure

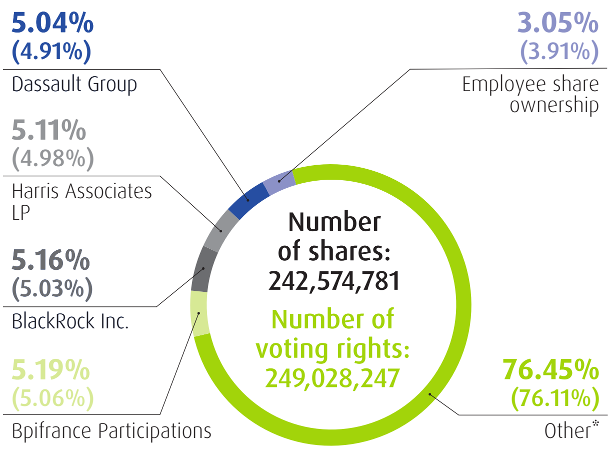
OWNERSHIP STRUCTURE AT DECEMBER 31, 2021



% of share capital
(% of voting rights)

* *Including 848,616 treasury shares (0.35% of the share capital).*

OWNERSHIP STRUCTURE AT FEBRUARY 24, 2022



% of share capital
(% of voting rights)

* *Including 876,593 treasury shares (0.36% of the share capital).*

6.4.2 Direct or indirect shareholdings in the Company brought to the Company's attention

The following details on share capital and voting rights were prepared:

- based on data brought to the Company's attention;
- based on the Company's share capital and theoretical voting rights at December 31 of each of the three years under consideration (2019, 2020 and 2021), and at February 24, 2022.

At December 31, 2021, the Company's share capital comprised 242,574,781 shares, including 848,616 treasury shares, representing 249,026,392 theoretical voting rights.

	December 31, 2019				December 31, 2020			
	Number of shares	% of share capital	Number of theoretical voting rights(1)	% of theoretical voting rights(1)	Number of shares	% of share capital	Number of theoretical voting rights(1)	% of theoretical voting rights(1)
Bpifrance Participations	12,368,826	5.13	12,368,826	5.01	12,600,000	5.21	12,600,000	5.08
Harris Associates LP	12,429,136	5.16	12,429,136	5.04	N/A	N/A	N/A	N/A
Norges Bank	12,337,905	5.12	12,337,905	5.00	12,337,905	5.10	12,337,905	4.98
BlackRock Inc.	12,328,487	5.11	12,328,487	5.00	12,237,116	5.06	12,237,116	4.94
Employee share ownership(2)	5,948,451	2.47	6,759,009	2.74	6,541,958	2.71	8,227,660	3.32
Treasury shares(3)	2,007,632	0.83	—	—	1,466,685	0.61	—	—
Other(4)	183,616,306	76.18	190,499,711	77.21	196,533,739	81.31	202,415,711	81.68
TOTAL	**241,036,743**	**100**	**246,723,074**	**100%**	**241,717,403**	**100**	**247,818,392**	**100**

	December 31, 2021				February 24, 2022(6)			
	Number of shares	% of share capital	Number of theoretical voting rights(1)	% of theoretical voting rights(1)	Number of shares	% of share capital	Number of theoretical voting rights(1)	% of theoretical voting rights(1)
Bpifrance Participations	12,600,000	5.19	12,600,000	5.06	12,600,000	5.19	12,600,000	5.06
BlackRock Inc.	12,519,631	5.16	12,519,631	5.03	12,519,631	5.16	12,519,631	5.03
Harris Associates	12,393,566	5.11	12,393,566	4.98	12,393,566	5.11	12,393,566	4.98
Dassault Group	12,227,876	5.04	12,227,876	4.91	12,227,876	5.04	12,227,876	4.91
Employee share ownership(2)	7,402,071	3.05(5)	9,742,062	3.91	7,402,071	3.05(5)	9,742,062	3.91
Treasury shares(3)	848,616	0.35	—	—	876,593	0.36	—	—
Other(4)	184,583,021	76.10	189,543,257	76.11	184,555,044	76.09	189,545,112	76.11
TOTAL	**242,574,781**	**100**	**249,026,392**	**100**	**242,574,781**	**100**	**249,028,247**	**100**

(1) Registered shares held by the same shareholder for four or more years carry double voting rights (see Chapter 7, section 7.1.11 "Double voting rights", page 463). The total number of voting rights is calculated on the basis of all shares, including shares without voting rights (treasury shares) (Article 223-11 of the AMF's General Regulations).

(2) For more information on employee share ownership, see section 6.4.5 of this chapter, "Employee share ownership", page 452.

(3) For more information on treasury shares, see section 6.5.2 of this chapter, "Treasury shares", page 454.

(4) The number of theoretical voting rights includes theoretical voting rights that were not recognized on treasury shares.

(5) In accordance with Article L.225-102 of the French Commercial Code, employees hold 2.40% of the share capital. The difference compared to the percentage stated above results from the exclusion of free shares whose allotment was authorized by a Shareholders' Meeting decision prior to August 7, 2015, which do not fall within the scope of this article.

(6) At January 31, 2022.

Shareholders representing more than 5% of the share capital or voting rights

To the best of the Company's knowledge, there were no shareholders with direct or indirect holdings of 5% or more of the Company's share capital or voting rights at December 31, 2021, other than:

- Bpifrance Participations, which held 12,600,000 shares in the Company, i.e., 5.19% of the share capital and 5.06% of the voting rights;
- BlackRock Inc., which, acting on behalf of funds and clients it manages, held 12,519,631 shares in the Company, i.e., 5.16% of the share capital and 5.03% of the voting rights;
- Harris Associates, which held, directly or indirectly, 12,393,566 shares in the Company, i.e., 5.11% of the share capital and 4.98% of the voting rights;
- Dassault Group, which held 12,227,876 shares in the Company, i.e., 5.04% of the share capital and 4.91% of the voting rights.

To the best of the Company's knowledge, there were no shareholders with direct or indirect holdings of 5% or more of the Company's share capital or voting rights at February 24, 2022, other than:

- Bpifrance Participations, which held 12,600,000 shares in the Company, i.e., 5.19% of the share capital and 5.06% of the voting rights;
- BlackRock Inc., which, acting on behalf of funds and clients it manages, held 12,519,631 shares in the Company, i.e., 5.16% of the share capital and 5.03% of the voting rights;
- Harris Associates, which held, directly or indirectly, 12,393,566 shares in the Company, i.e., 5.11% of the share capital and 4.98% of the voting rights;
- Dassault Group, which held 12,227,876 shares in the Company, i.e., 5.04% of the share capital and 4.91% of the voting rights.

Crossing of disclosure thresholds

Between January 1, 2021 and February 24, 2022, Valeo was notified of the following disclosure threshold crossings:

Shareholder	Date of notification(1)	Effective date(1)	Number of Valeo shares held(1)	Percentage of capital reported(1)	Number of voting rights held(1)	Percentage of theoretical voting rights reported(1)	Threshold crossed/ Increase or decrease(1)
BlackRock Inc.(2)	01/04/2021	12/31/2020	12,237,116	5.06%	4.95%	5% of voting rights	↘
BlackRock Inc.(2)	01/08/2021	01/07/2020	12,519,631	5.18%	5.05%	5% of voting rights	↗
Norges Bank	04/08/2021	04/07/2021	11,910,427	4.93%	4.82%	5% of share capital and voting rights	↘
Harris Associates LP	04/14/2021	04/12/2021	12,120,349	5.01%	4.90%	5% of share capital	↗
Harris Associates LP	04/14/2021	04/13/2021	12,393,566	5.13%	5.01%	5% of voting rights	↗
Dassault Group	05/04/2021	04/30/2021	12,227,876	5.06%	4.94%	5% of share capital	↗
Norges Bank	06/14/2021	06/10/2021	12,222,367	5.06%	4.93%	5% of share capital	↗
Norges Bank	06/14/2021	06/11/2021	11,891,727	4.92%	4.80%	5% of share capital	↘

(1) Information sourced from disclosure threshold crossing notifications published by the AMF.
(2) Acting on behalf of funds and clients it manages.

6.4.3 Directors' interests in Valeo's share capital

At December 31, 2021, to the best of the Company's knowledge, Jacques Aschenbroich, Christophe Périllat and other individual members of the Board of Directors held less than 1% of Valeo's share capital and voting rights in a personal capacity. Bpifrance Participations and the Fonds Stratégique de Participations held 12,600,000 and 10,213,000 shares respectively, bringing the percentage interest held by all members of the Board of Directors (both individuals and companies) in a personal capacity to 9.80% of the share capital and 9.91% of the voting rights. The number of shares held by each member of the Board of Directors is given in Chapter 3, section 3.2.1, paragraphs "Composition of the Board of Directors at December 31, 2021 and changes during 2021" and "Presentation of directors in 2021", pages 110 to 115.

6.4.4 Transactions carried out in the Company's shares by senior management and directors

Transactions carried out in 2021 by senior management and directors and by related persons, that have been reported to the French financial markets authority (*Autorité des marchés financiers* – AMF) and the Company pursuant to the applicable legal and regulatory provisions are presented below:

Name	Position	Type of security	Type of transaction	Date of transaction	Gross unit price	Number of shares	Gross amount
Fonds Stratégique de Participations	Director	Share	Purchase	May 31, 2021	€26.83	380,165	€10,198,002.16
Fonds Stratégique de Participations	Director	Share	Purchase	June 1, 2021	€27.14	963	€26,131.97
Fonds Stratégique de Participations	Director	Share	Purchase	June 3, 2021	€27.68	158,684	€4,392,500.07
Fonds Stratégique de Participations	Director	Share	Purchase	June 9, 2021	€27.67	116,362	€3,219,806.36
Fonds Stratégique de Participations	Director	Share	Purchase	June 10, 2021	€27.61	13,137	€362,736.22
Fonds Stratégique de Participations	Director	Share	Purchase	June 16, 2021	€27.51	72,384	€1,991,168.03
The NY Lexington Trust	Company related to Patrick Sayer, director	Share	Disposal	September 24, 2021	€22.99	11,700	€269,002.89
The NY Lexington Trust	Company related to Patrick Sayer, director	Share	Purchase	September 24, 2021	€23.82	11,700	€278,802.81

To the best of the Company's knowledge, no other senior managers, directors or persons related to them reported, pursuant to the applicable legal and regulatory provisions, having carried out transactions involving the Company's shares (i) in 2021 or (ii) up to the date of this Universal Registration Document.

6.4.5 Employee share ownership

At December 31, 2021, Valeo employees held 7,402,071 shares under Group employee savings plans in France and abroad, directly or indirectly through the Valeorizon mutual fund, representing 3.05%[(1)] of the Company's share capital. At December 31, 2020, they held 6,541,958 shares, or 2.71% of the share capital. The Valeorizon mutual fund is an effective way of involving employees in the Group's performance.

As has been the case since 2016, a share subscription offering reserved for employees was launched in 2021 in 21 of the Group's main countries, giving more than 85% of employees the opportunity to become Valeo shareholders. The offering is part of the development of Valeo's employee share ownership policy in France and abroad, which aims to involve employees in the Group's performance. At the close of the subscription period, which ran from September 20, 2021 to October 8, 2021, employees had subscribed to 857,378 new shares at a unit price of 18.73 euros, reflecting a 20% discount on the reference price. Since the offering in France was carried out under the Group Employee Savings Plan (*Plan d'Épargne Groupe* – PEG), employees who subscribed to shares benefited from a top-up contribution from the Company. Outside France, employees were granted free shares subject to certain conditions.

(1) In accordance with Article L.225-102 of the French Commercial Code (Code de commerce), employees hold 2.40% of the share capital. The difference compared to the percentage stated above results from the exclusion of free shares whose allotment was authorized by a Shareholders' Meeting decision prior to August 7, 2015, which do not fall within the scope of this article

6.5 Share buyback program AFR

6.5.1 Current share buyback program adopted by the Shareholders' Meeting of May 26, 2021

In accordance with Articles L.22-10-62 and L.225-210 *et seq.* of the French Commercial Code, Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014 and Commission Delegated Regulation No. 2016/1052 of March 8, 2016, as well as all other applicable legal and regulatory provisions, the Ordinary and Extraordinary Shareholders' Meeting of May 26, 2021, in its sixteenth resolution, granted the Board of Directors (with power to subdelegate) an authorization to carry out transactions in the shares issued by the Company, for the following purposes:

- the implementation of any Company stock option plan under the terms of Articles L.225-177 *et seq.* and L.22-10-56 *et seq.* of the French Commercial Code (or other similar plan), in particular for any employee and/or corporate officer of the Company and of related companies or economic interest groups, in accordance with the applicable legal and regulatory provisions; or
- the allotment of free shares in the Company pursuant to Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code (or other similar plan), particularly to any employee and corporate officer of the Company or related companies or economic interest groups, in accordance with the applicable legal and regulatory provisions; or
- the allotment or sale of shares to employees as part of their involvement in the performance of the Company or pursuant to a company or Group employee savings plan (or similar plan) in accordance with applicable law, in particular Articles L.3332-1 *et seq.* of the French Labor Code (*Code du travail*); or
- in general, to comply with obligations in respect of stock option plans or other allotments of shares to employees or corporate officers of the Company or of a related company; or
- the delivery of shares on the exercise of rights attached to securities giving access to the share capital (*valeurs mobilières donnant accès au capital)* by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the retention and future delivery of shares (as exchange consideration, as payment or other) in connection with acquisitions, mergers, spin-offs or contributions; or
- the cancelation of all or part of the shares so acquired; or
- market-making for the Valeo share under a liquidity agreement compliant with the market practices permitted by the AMF.

The program is also intended to allow for the implementation of any market practices that may subsequently be permitted by market authorities and, more generally, to carry out any other transactions in compliance with current or future applicable laws and regulations.

The total number of shares purchased by the Company during the share buyback program may not exceed 10% of the shares making up the Company's share capital at any time. This percentage will apply to the share capital as adjusted to take into account any transactions carried out subsequent to the Shareholders' Meeting, it being specified that:

i. when shares are acquired to increase liquidity, the number of shares used to determine the 10% limit corresponds to the number of shares purchased, less the number of shares sold during the authorized period;

ii. the number of shares purchased with a view to holding them for future delivery in connection with an external growth operation, merger, spin-off or contribution may not exceed 5% of the Company's share capital;

iii. the number of shares held by the Company at any time may not exceed 10% of the shares that constitute the Company's share capital.

The maximum purchase price is set at 70 euros per share (excluding acquisition costs) and the maximum amount allotted to the share buyback program is set at 1,629,021,800 euros (excluding acquisition costs). Based on the per-share price of 70 euros, a maximum of 24,171,740 shares may therefore be purchased under the program.

This authorization was given for an 18-month period as of the Shareholders' Meeting of May 26, 2021 and canceled, as of the same date, the unused portion, as at the Shareholders' Meeting of May 26, 2021, of the authorization granted by the Shareholders' Meeting of June 25, 2020 in its fourteenth resolution.

A description of the 2021 renewal of the Company's share buyback program was drawn up in accordance with Articles 241-1 *et seq.* of the AMF's General Regulations.

In 2021, Valeo carried out a number of share sale and purchase transactions under the abovementioned share buyback program and under the program authorized at the Shareholders' Meeting of June 25, 2020 (see section 6.5.2 of this chapter, "Treasury shares", page 454).

6.5.2 Treasury shares

At December 31, 2021, the Company held, directly or indirectly, 848,616 treasury shares (i.e., 0.35% of the share capital) with an average unit value of 52.16 euros and a par value of 1 euro. At December 31, 2020, Valeo held 1,466,685 shares, or 0.61% of the share capital.

The shares purchased in 2021 were to be used in respect of:

- stock purchase option and free share plans;
- the implementation of a liquidity agreement.

The share purchases were carried out in accordance with authorizations granted by the Shareholders' Meetings of June 25, 2020 and May 26, 2021 to the Board of Directors to buy back Company shares, it being specified that the sixteenth resolution of the Shareholders' Meeting of May 26, 2021 terminated and superseded the authorization granted by the Shareholders' Meeting of June 25, 2020.

The sixteenth resolution of the Shareholders' Meeting of May 26, 2021 authorized the Board of Directors (with the power to subdelegate) to purchase, or arrange for the purchase of, the Company's shares in accordance with the conditions specified in section 6.5.1 of this chapter, "Current share buyback program adopted by the Shareholders' Meeting of May 26, 2021", page 453.

Shares to be allotted to stock purchase option and free share plans

At December 31, 2021, the number of treasury shares to be allocated to stock purchase option and free share (including performance share) plans stood at 848,616 compared with 1,466,685 at December 31, 2020.

Shares for use under a liquidity agreement

In 2021, Valeo acquired 2,729,156 shares at an average price of 28.32 euros and sold 2,729,156 shares at an average First-In-First-Out price of 28.32 euros. Trading and transaction fees incurred under the liquidity agreement entered into with an investment services provider that complies with the Code of Ethics of the French Association of Investment Firms (*Association française des entreprises d'investissement* – AFEI) totaled 140,000 euros. These shares were not reallotted to other purposes provided for under the share buyback program.

At December 31, 2021, 0 share and 17,340,809.73 euros in cash had been allocated to the liquidity agreement, compared with 0 share and 17,361,775.23 euros in cash at December 31, 2020.

6.5.3 Share buyback program to be submitted to the Shareholders' Meeting of May 24, 2022

The Shareholders' Meeting to be held on May 24, 2022 will be asked to renew the authorization granted by the sixteenth resolution approved by the Shareholders' Meeting of May 26, 2021, permitting the Company to carry out transactions in its own shares under a new share buyback program, in accordance with the provisions of Articles L.22-10-62 and L.225-210 *et seq.* of the French Commercial Code, Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014, Commission Delegated Regulation No. 2016/1052 of March 8, 2016 as well as any other legal or regulatory provisions that may become applicable.

The features of the new share buyback program are described below:

Purposes of the new share buyback program

Under the new share buyback program, which will be submitted to the Ordinary and Extraordinary Shareholders' Meeting on May 24, 2022, Valeo plans to buy back, directly or indirectly, its own shares, for the following purposes:

- the implementation of any Company stock option plan under the terms of Articles L.225-177 *et seq.* and L.22-10-56 *et seq.* of the French Commercial Code (or other similar plan), in particular by any employee and/or corporate officer of the Company and of related companies or economic interest groups, in accordance with the applicable legal and regulatory provisions; or
- the allotment of free shares of the Company under the terms of Articles L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code (or other similar plan), particularly to any employee and/or corporate officer of the Company or related companies or economic interest groups, in accordance with the applicable legal and regulatory provisions; or
- the allotment or sale of shares to employees as part of their involvement in the performance of the Company or pursuant to a company or Group employee savings plan (or similar plan) in accordance with applicable law, in particular Articles L.3332-1 *et seq.* of the French Labor Code (*Code du travail*); or
- in general, to comply with obligations in respect of stock option plans or other allotments of shares to employees or corporate officers of the Company or of a related company; or
- the delivery of shares on the exercise of rights attached to securities giving access to the share capital (*valeurs mobilières donnant accès au capital*) by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the retention and future delivery of shares (as exchange consideration, as payment or other) in connection with acquisitions, mergers, spin-offs or contributions; or
- the cancelation of all or part of the shares so acquired; or
- market-making for the Valeo share under a liquidity agreement compliant with the market practices permitted by the AMF.

The program is also intended to allow for the implementation of any market practice that may subsequently be permitted by market authorities and, more generally, to carry out any other transactions in compliance with current or future applicable laws and regulations.

Number of shares and percentage of share capital held by the issuer

At January 31, 2022, Valeo directly or indirectly held 876,593 shares, representing 0.36% of the Company's share capital.

Breakdown of shares owned by Valeo by purpose

At January 31, 2022:

- 848,593 shares were allotted to stock purchase option or free share plans;
- 28,000 shares were held under the liquidity agreement signed on March 23, 2019 with Rothschild Martin Maurel. This agreement complies with the Code of Ethics of the AFEI, approved by the AMF on March 22, 2005 (which has since become the Code of Ethics of the French Association of Financial and Investment Firms approved by the AMF on October 1, 2008).

Maximum interest in the Company's share capital, maximum number and characteristics of shares that may be purchased under the new share buyback program

The maximum interest that can be purchased under the new share buyback program may not exceed 10% of the shares making up the Company's share capital (i.e., 24,257,478 shares at January 31, 2022, excluding shares already held by the Company). This percentage will apply to the share capital as adjusted to take into account any transactions carried out subsequent to the Shareholders' Meeting.

In accordance with the provisions of Article L.22-10-62 of the French Commercial Code, the number of shares that Valeo may hold at any time may not represent over 10% of the Company's share capital at the given date. Given the number of shares the Company currently owns, i.e., 876,593 shares at January 31, 2022 (0.36% of the Company's share capital) and subject to adjustments affecting the number of shares held by the Company (including cancelation of treasury shares) and the amount of share capital after the Ordinary and Extraordinary Shareholders' Meeting on May 24, 2022, a total of 23,380,885 shares (9.6% of the Company's share capital at January 31, 2022) could be available for purchase (or, excluding the shares held by the Company at that date, a total of 24,257,478 shares).

The securities covered by the buyback program are exclusively shares.

Maximum purchase price per share

The purchase price of shares under the new share buyback program may not exceed 70 euros per share (excluding acquisition costs). This price could be adjusted in the event of a change in the par value of the share, capital increase by capitalization of reserves, allotment of free shares, a stock split or reverse stock split, distribution of reserves, or any other assets, redemption of the share capital, or any other transaction affecting shareholders' equity, so as to take account of the impact of these transactions on the value of the share.

The maximum amount that can be spent under the new share buyback program will be fixed at 1,698,023,460 euros (excluding acquisition costs). Valeo reserves the right to use the full amount authorized under the program.

Term of the new share buyback program

In accordance with the resolution that will be submitted to the Shareholders' Meeting for approval on May 24, 2022, the new share buyback program would be authorized for an 18-month period as of the meeting, i.e., until November 24, 2023. It will supersede the sixteenth resolution approved by the Shareholders' Meeting of May 26, 2021.

6.5.4 Cancelation of treasury shares

In the twenty-sixth resolution of the Ordinary and Extraordinary Shareholders' Meeting of May 26, 2021, the Company's shareholders gave the Board of Directors a 26-month authorization to reduce the Company's capital by canceling treasury shares. Under this authorization, the number of shares canceled in any given 24-month period may not exceed 10% of the Company's share capital.

6.6 Additional disclosures concerning the share capital

6.6.1 Changes in share capital

Changes in the Company's capital during 2021 were as follows:

		Changes (*in millions of euros*)				
Year	**Type of operation**	**Nominal**	**Premium**	**Total**	**Number of shares issued**	**Total number of shares at Dec. 31, 2021**
2021	Capital increase reserved for employees	1	15	16	857,378	242,574,781

The share capital at December 31, 2021 therefore comprised 242,574,781 shares with a par value of 1 euro, fully paid up and traded on the Euronext Paris regulated market.

At December 31, 2021, there were no plans in place pursuant to which shares could be issued on exercise of stock subscription options awarded to the Group's employees and corporate officers.

To the best of the Company's knowledge, none of these shares have been pledged.

6.6.2 Other securities giving access to the share capital – Stock purchase option and free share plans

Stock purchase options at December 31, 2021

A table presenting past stock purchase option allotments, including options allotted to Jacques Aschenbroich, can be found in section 6.6.2 of Valeo's 2020 Universal Registration Document, page 444.

Free share plans in force at December 31, 2021(1)

	2016 plan	2017 plan	2018 plan	2019 plan	2020 plan	2021 plan
Date of Board meeting	**05/26/2016**	**03/22/2017**	**03/22/2018**	**5/23/2019**	**03/24/2020**	**05/26/2021**
Date of Shareholders' Meeting	05/26/2016	05/26/2016	05/26/2016	5/23/2019	05/23/2019	05/26/2021
TOTAL NUMBER OF FREE SHARES ALLOTTED	**1,267,022**	**1,012,043**	**1,234,623**	**1,699,281**	**2,342,306**	**2,070,829**
• Total number of options allotted to corporate officers(2)	70,974	51,030	55,026	87,122	130,000	176,407
• Total number of shares allotted to employees	622,158	538,731	661,237	1,192,159	1,682,306	1,262,422
• Total number of options allotted under employee share ownership plans	573,890	422,282	518,360	420,000	530,000	632,000
• Number of corporate officer grantees(2)	1	1	1	1	1	2
• Number of employee grantees	28,030(1)	32,214(1)	38,418(1)	39,284	40,386	44,234
VESTING DATE OF SHARES						
• Chairman and Chief Executive Officer, Deputy Chief Executive Officer (under the 2021 Plan), Operations Committee	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2020(2) 03/22/2021(3) Other countries: 03/22/2021	France: 03/22/2021(2) 03/22/2022(4) Other countries: 03/22/2022(4)	France/Other countries: 05/23/2022	France/Other countries: 03/24/2023	France/Other countries: 05/26/2024
• Liaison Committee and main direct reports of the Liaison Committee members	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2021(3) Other countries: 03/22/2021(3)	France: 03/22/2022(4) Other countries: 03/22/2022(4)	France/Other countries: 05/23/2022	France/Other countries: 03/24/2023	France/Other countries: 05/26/2024
• High-potential managers	France: 05/26/2019 Other countries: 05/26/2021	France: 03/22/2020 Other countries: 03/22/2022	France: 03/22/2021 Other countries: 03/22/2023	France/Other countries: 05/23/2022	France/Other countries: 03/24/2023	France/Other countries: 05/26/2024
• All employees	France: 06/30/2019 Other countries: 06/30/2021	France: 06/30/2020 Other countries: 06/30/2022	France: 06/30/2021 Other countries: 06/30/2023	France/Other countries: 06/30/2022	France/Other countries: 06/30/2023	France/Other countries: 06/30/2024
• "Employee share ownership"	Spain/Italy: 11/15/2019 Belgium: 11/15/2021 Other countries: 06/30/2021	Spain/Italy: 07/27/2020 Belgium and Ireland: 07/27/2022 Other countries: 06/30/2022	Italy/Spain: 06/30/2021 Other countries: 06/30/2023	Italy/Spain: 06/27/2022 Other countries: 06/30/2024	Italy/Spain: 11/16/2023 Belgium: 11/16/2025 Other countries: 06/30/2025	Italy/Spain: 11/16/2024 Belgium: 11/16/2026 Other countries: 06/30/2026
SHARES AVAILABLE AS AT						
• Chairman and Chief Executive Officer, Deputy Chief Executive Officer (under the 2021 Plan), Operations Committee	05/26/2021	03/22/2022(2) (5)	03/22/2023(2) (5)	05/23/2024(2) (5)	03/24/2025(2) (5)	05/26/2026(2) 05/26/2026(2) (5)
• Liaison Committee and main direct reports of the Liaison Committee members	05/26/2021	(5)	(5)	(5)	(5)	(5)
• High-potential managers	05/26/2021	03/22/2022	03/22/2023	(5)	(5)	(5)

(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 the beneficiaries of free shares during the vesting period, at its meeting on May 26, 2016, the Board of Directors decided to multiply the number of free shares (including performance shares) allotted but not yet vested by three.*

(2) *For the Chairman and Chief Executive Officer.*

(3) *For members of the Operations Committee and Liaison Committee, and the main direct reports of the Liaison Committee members only, removal of 2018 and deferral of the performance measurement period by one year (i.e. 2017, 2019 and 2020 instead of 2017, 2018 and 2019). The vesting period is four years instead of three. No holding period.*

(4) *For members of the Operations Committee and Liaison Committee, and the main direct reports of the Liaison Committee members only (including Christophe Perilla as Chief Operating Officer), removal of 2018 and deferral of the performance measurement period by one year (i.e. 2019, 2020 and 2021 instead of 2018, 2019 and 2020). The vesting period is four years instead of three. No holding period.*

(5) *No holding period.*

Date of Board meeting	2016 plan 05/26/2016	2017 plan 03/22/2017	2018 plan 03/22/2018	2019 plan 05/23/2019	2020 plan 03/24/2020	2021 plan 05/26/2021
• All employees	France Other countries: 05/26/2021	France/ Other countries: 03/22/2022	France Other countries: 03/22/2023	(5)	(5)	(5)
• "Employee share ownership"	Italy/Spain: 11/15/2022 Belgium: 11/15/2021 Other countries: 06/30/2021	Italy/Spain: 07/27/2023 Belgium/ Ireland: 07/27/2022 Other countries: 06/30/2022	Italy/Spain: 06/30/2024 Other countries: 06/30/2023	Italy/Spain: 06/27/2025 Other countries: 06/30/2024	Italy/Spain: 11/16/2026 Belgium: 11/16/2025 Other countries: 06/30/2025	Italy/Spain: 11/16/2027 Belgium: 11/16/2026 Other countries: 06/30/2026
PERFORMANCE CRITERIA(6)						
• Chairman and Chief Executive Officer, Deputy Chief Executive Officer, Operations Committee	Operating margin – ROCE – ROA rate	Operating margin – ROCE – ROA rate	Operating margin – ROCE – ROA rate	Operating margin – ROA – TSR rate	Operating margin – ROA – TSR rate	EBITDA – ROCE rate – TSR – CSR
• Liaison Committee and main direct reports of the Liaison Committee members	Operating margin – ROCE rate	Operating margin – ROCE rate	Operating margin – ROCE rate	Operating margin – ROA rate	Operating margin – ROA rate	EBITDA – ROCE rate – CSR
• High-potential managers	-	-				
• All employees	-	-				
PERFORMANCE CRITERIA – RATE OF ACHIEVEMENT						
• Chairman and Chief Executive Officer, Deputy Chief Executive Officer, Operations Committee	0%(9) - 0%	0%(8) - 100%	0%(9) - 100%	60% - 100%		
• Liaison Committee, main direct reports of the Liaison Committee members	0%(7) 0%(7)	100% 00%	100% 100%	60% 87.5%		
• High-potential managers	-	-	-	-		
• All employees	-	-	-	-		
Number of shares vested at December 31, 2021 (cumulative)	274,341	423,711	83,709	6,007	2,463	0
Number of stock options canceled or forfeited at December 31, 2021 (cumulative)	642,060	186,344	200,800	138,367	94,465	15,352
NUMBER OF SHARES OUTSTANDING AT DECEMBER 31, 2021	**0**	**162,517**	**678,384**	**1,463,159**	**2,008,433**	**1,839,081**
Number of grantees at December 31, 2021	0	12,918	18,432	33,413	31,280	34,350

(5) No holding period.
(6) For definitions of operating margin, EBITDA, ROCE, ROA and TSR, see financial glossary, page 52.
(7) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to achieve these criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of the WLTP, a slowdown in the Chinese market, a rise in commodities prices and, more generally, the turbulence in the financial markets.
(8) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to meet the criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of WLTP, the market downturn in China and the rise in raw material prices.
(9) Given the demanding target rate for the performance criteria, the rate of achievement was nil. Failure to meet the criteria was due to the challenging conditions in the Group's operating environment in 2018 caused by disruptions in the automotive industry during the year, such as the introduction of WLTP, the market downturn in China and the rise in raw material prices, and in 2020 caused by the Covid-19 crisis.

6.6.3 Securities not representing capital

Information about securities not representing capital (Euro Medium Term Note program and other bonds) is provided in Chapter 5, section 5.4.6, Note 9.1.2.1 "Long-term debt" to the consolidated financial statements, pages 380 to 384.

6.6.4 Other information on the share capital

Change in control

At the date of this Universal Registration Document and to the best of the Company's knowledge, there are no shareholder agreements or other agreements in force that could lead to a change in control of the Company in the future.

Capital under option of any member of the Group

At the date of this Universal Registration Document, no capital of any member of the Group was under option or conditional or unconditional agreement to be put under option.

Disclosure thresholds

In accordance with Article L.233-7 of the French Commercial Code, any individual or legal entity, acting alone or in concert, that holds a number of shares representing over 5%, 10%, 15%, 20%, 25%, 30%, 33.33%, 50%, 66.66%, 90% or 95% of the Company's share capital or voting rights is required to disclose to the Company and the AMF by letter that the related disclosure threshold has been exceeded. Said disclosure must be made no later than the close of the fourth trading day from the date the threshold is exceeded and must also state the total number of shares and voting rights held by the shareholders concerned. The disclosures are subsequently published by the AMF. This disclosure obligation also applies when an interest in the Company's share capital and/or voting rights is reduced to below the abovementioned thresholds. If any shareholder fails to comply with these disclosure requirements, the shares in excess of the relevant threshold will be stripped of voting rights at all Shareholders' Meetings held within the two-year period from the date when the omission is remedied.

Article 9 of the Valeo articles of association states that, in addition to the applicable statutory disclosure thresholds, any individual or legal entity, acting alone or in concert, that raises or reduces its interest in the Company's share capital or voting rights, directly or indirectly, to above or below 2% respectively is required to disclose to the Company by registered letter with return receipt requested that the relevant disclosure threshold has been crossed. Said disclosure must be made within 15 days of the date on which the threshold is crossed and the shareholder concerned must state their own identity as well as that of any parties acting in concert with the shareholder. This disclosure requirement also concerns ownership of each additional 2% fraction of the share capital or voting rights. The stated thresholds are calculated in accordance with Articles L.233-7 and L.233-9 of the French Commercial Code and with the AMF's General Regulations. In accordance with the seventh paragraph of Article L.228-1 of the French Commercial Code, this disclosure requirement also applies to intermediaries, without prejudice to the requirements applicable to the underlying shareholders, for all of the shares it manages.

Non-compliance with the above obligations is subject to the penalties set out in Article L.233-14 of the French Commercial Code, at the request of one or several shareholders together holding at least 2% of the Company's share capital or voting rights, as recorded in the minutes of the Shareholders' Meeting.

Shareholder identification

Registered and bearer shares are recorded in shareholders' accounts in accordance with applicable laws and regulations.

However, a bank, broker or other intermediary may register on behalf of shareholders who are domiciled outside France in accordance with Article 102 of the French Civil Code (*Code civil*). This registration may be made in the form of a joint account or several individual accounts, each corresponding to one shareholder. Any such intermediary must inform the Company or the intermediary managing the Company's account that it is holding the shares on behalf of another party.

The Company is entitled to identify all holders of shares and other securities redeemable, exchangeable, convertible or otherwise exercisable for shares carrying rights to vote at Shareholders' Meetings, in accordance with the procedure provided for in Article L.228-2 *et seq.* of the French Commercial Code.

In order to identify holders of bearer shares, in accordance with the applicable laws and regulations, the Company is entitled to request, at any time, from the central depository responsible for its security issues account, in exchange for a fee, the name – or, in the case of corporate shareholders, the company name – nationality, year of birth – or, in the case of corporate shareholders, the year of incorporation – and address of holders of bearer shares and other securities redeemable, exchangeable, convertible or otherwise exercisable for shares carrying rights to vote at Shareholders' Meetings, together with details of the number of shares held by each such shareholder and of any restrictions applicable to the securities concerned.

Based on the list provided by the abovementioned organization, where the Company considers that shares may be held on behalf of third parties, it may request, in accordance with the same conditions, either through the organization or directly from the parties mentioned on the list, the same information concerning the holders of the shares. If one of the parties mentioned on the list is a bank, broker or other intermediary, it must disclose the identity of the shareholders for whom it is acting. The information is provided directly to the financial intermediary managing the Company's share account, which will pass on said information either to the Company or the abovementioned central depository, as applicable.

For registered shares and other securities redeemable, exchangeable, convertible or otherwise exercisable for shares, any intermediary holding the securities on behalf of a third party must disclose the identity of the person or entity for whom it is acting as well as the number of shares held by each of them, upon simple request by the Company or its representative, which may be made at any time.

The Company may also request, from any corporate shareholder holding over 2.5% of the Company's share capital or voting rights, information concerning the identity of persons or companies holding either directly or indirectly over one-third of its share capital or voting rights.

If an individual or corporate shareholder is asked to provide information in accordance with the above conditions and fails to provide it by the applicable deadline, or provides incomplete or incorrect information, the shares or other securities redeemable, exchangeable, convertible or otherwise exercisable for shares recorded in the shareholder's account will be stripped of voting rights for all Shareholders' Meetings until the identification request has been fulfilled, and the payment of any corresponding dividends will also be deferred until that date.

In addition, if an individual or company registered in the Company's shareholders' account deliberately ignores their obligations, the Company or one or more shareholders holding at least 5% of the Company's share capital may petition the court of the place in which the Company's registered office is located to obtain an order to totally or partially strip the shares concerned of their voting rights and the corresponding dividend, for a maximum period of five years.

ADDITIONAL INFORMATION

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

7.1 Principal provisions of the law and the articles of association

7.1.1 Company name and headquarters

The Company's corporate name is Valeo and its headquarters are located at 100, rue de Courcelles, 75017 Paris.

Tel.: +33 (0)1 40 55 20 20.

7.1.2 Legal structure and governing law

On March 9, 2021, Valeo, incorporated in the form of a *société anonyme* (joint-stock company), became a European company (*Societas Europaea*) governed by the provisions of Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European Company. Matters outside the scope of said regulation are governed by the provisions of the French Commercial Code (*Code de commerce*) applicable to joint-stock companies, and by the Company's articles of association. The provisions of the French Commercial Code relating to the management and governance of joint-stock companies are applicable to European companies.

7.1.3 Corporate governance

For the purposes of transparency and disclosure, the Company has set up a number of procedures to ensure that it complies with best corporate governance practices. For further information, see the cross-reference table for the Corporate Governance Report in Chapter 8, section 8.1.4, page 477.

7.1.4 Date of incorporation and term

The Company was incorporated on February 10, 1923 and its term was extended for a further 99 years on February 10, 1972.

7.1.5 Corporate purpose

The Company's corporate purpose is as follows (Article 3 of the articles of association):

- the research, manufacturing, sale, trade and supply of all products, equipment and services for the industrial and retail sectors, that may be manufactured and developed by factories of the Company or of companies of its Group or that may be of interest to their customers; and
- more generally, engaging in any transactions whatsoever, including industrial, commercial, financial, real estate and other property transactions, sales, acquisitions, capital contributions, etc., directly or indirectly related to the corporate purpose or contributing to its extension or development.

7.1.6 Registration details

The Company is registered at the Paris Trade and Companies Registry under the number 552 030 967 RCS Paris.

7.1.7 Fiscal year

The Company's fiscal year covers a twelve-month period from January 1 to December 31.

7.1.8 Dividends

Each share entitles its holder to a proportion of income equal to the proportion of capital represented by the share.

Distributable income is composed of net income for the year less any prior year losses and amounts appropriated to the legal reserve, plus any income carried forward. Furthermore, shareholders in a Shareholders' Meeting may decide, subject to the conditions set out by law, to distribute amounts taken from available reserves and/or retained earnings. In this case, the related resolution approved by the Shareholders' Meeting must clearly specify the reserve account from which the distributed amounts are to be taken.

Shareholders may resolve to pay out a dividend only after approving the financial statements for the year and noting that amounts are available for distribution. The dividend payment terms are defined by the Annual Shareholders' Meeting or, by default, the Board of Directors.

The Board of Directors may decide to pay an interim dividend for the current year or the year ended before the financial statements are approved, subject to the conditions set out by law, and may set the amount and date of payment.

At the Shareholders' Meeting called to approve the annual financial statements, shareholders may decide to offer a stock dividend alternative to cash dividends representing all or part of the dividend, or interim dividend, as provided for by law.

Dividends unclaimed after a period of five years from the date they were made payable are paid over to the French State.

7.1.9 Liquidation surpluses

Liquidation surpluses are allocated between the shareholders in proportion to their interests in the Company's share capital.

7.1.10 Shareholders' Meetings

Ordinary and Extraordinary Shareholders' Meetings are called and conduct business in accordance with the conditions set out by law.

In accordance with Article R.22-10-28 of the French Commercial Code, shareholders may participate in Shareholders' Meetings subject to submitting evidence of ownership of their shares. Share ownership is evidenced by an entry in Valeo's share register in the name of the shareholder (or of the intermediary acting on their behalf) or in the register of bearer shares held by an accredited intermediary. Such entries must be recorded by 00:00 hours (12:00 a.m.) (CET) on the second working day preceding the date of the meeting. In the case of bearer shares, the accredited intermediary shall provide a share ownership certificate for the shareholders concerned, which must be attached to the postal voting or proxy form or to the admission card made out in the name of the shareholder or in the name of the registered intermediary representing the shareholder.

Subject to the above mentioned conditions, all shareholders are entitled to attend Shareholders' Meetings provided they have settled all capital calls related to their shares.

Shareholders who are unable to attend a meeting in person may choose one of the following three options:

- vote online prior to the Shareholders' Meeting via the secure VOTACCESS platform; or
- cast a postal vote; or
- give proxy to the Chairman of the Shareholders' Meeting or to an appointed individual.

In compliance with the conditions set out by the applicable laws and regulations, shareholders may send proxy and postal voting forms for any Shareholders' Meetings either by post or electronically.

Minutes of Shareholders' Meetings are drawn up, and copies and extracts thereof are certified and delivered, in accordance with the law.

7.1.11 Double voting rights

Each shareholder has a number of votes corresponding to the number of shares held or represented by proxy.

However, since the Shareholders' Meeting of June 16, 1992, Article 23 of the Company's articles of association provides that double voting rights are attached to all fully paid shares that have been registered in the name of the same holder for at least four years. In the case of a capital increase paid up by capitalizing reserves, profit or share premiums, the new registered free shares allotted to a shareholder in respect of existing shares with double voting rights will also carry double voting rights from the date of issue. Double voting rights are automatically stripped from any registered shares that are converted into bearer shares or transferred. However, registered shares are not stripped of voting rights and the above four-year qualifying period continues to run following the transfer of shares included in the estate of a deceased shareholder, or in connection with the settlement of the marital estate, or an inter vivos gift to a spouse or relative in the direct line of succession. Double voting rights may be removed by decision of the Extraordinary Shareholders' Meeting, subject to the approval of shareholders entitled to double voting rights, at a special meeting held for that purpose.

7.1.12 Changes in share capital and rights attached to shares

Any changes in the Company's share capital or voting rights attached to shares are subject to the applicable laws as the articles of association do not contain any specific provisions in relation to such operations.

7.2 Information on subsidiaries and affiliates

The Group's overall legal and operational structure is described in Chapter 1 "Presentation of Valeo", pages 54 to 84.

Following the creation of subsidiaries for its industrial activities in 2002, Valeo SE is now solely a holding and cash management company for the Group. The Company is the head of the tax consolidation group in France.

Excluding certain exceptions, Valeo SE centralizes the management of market risks to which its operating subsidiaries are exposed, including changes in interest rates and fluctuations in exchange rates and prices of quoted commodities.

Valeo SE also centralizes the financing requirements of these subsidiaries and is generally the sole counterparty of the financial institutions that provide the funding to cover these requirements. The related assets (cash and cash equivalents) and liabilities (external debt) are included in Valeo's balance sheet. The Group is also responsible for upholding the image of the Valeo brand. To this end, it has entered into agreements with some of its French subsidiaries, under which Valeo SE allows them to benefit from the Group's expertise, values, business model and processes.

Group-wide control and support functions, encompassing accounting, legal services, information technology, procurement, communication and business development, research and development strategy and management, and quality audits, etc., are performed by the intragroup partnership (*groupement d'intérêt économique*), Valeo Management Services. The purpose of this entity is to make common resources available and to implement the necessary means and take the required action to increase savings and optimize the costs of its members. Valeo Management Services is financed by contributions from its 13 members, which consist of companies belonging to the Group.

The Group's operating assets and liabilities are carried by its subsidiaries with plants, research and/or development centers and distribution platforms. These subsidiaries representing 80% of consolidated sales are listed in the table on the following page.

The entities with distribution platforms are active only on the independent aftermarket, in the countries where they operate. Sales to automakers are handled directly by the Business Groups, Product Groups and Product Lines involved in the production process. The commercial activities of the Business Groups, Product Groups and Product Lines with a given customer are coordinated by the networks of the Sales and Business Development Department, described in Chapter 1, section 1.5.2 "Sales and Business Development", page 78.

A list of consolidated companies is provided in Chapter 5, section 5.4.6, Note 14 "List of consolidated companies" to the 2021 consolidated financial statements, pages 401 to 408 (the list also shows the location of the companies). The position of the direct subsidiaries and interests of Valeo SE, the parent company, is presented in the table included in Chapter 5, section 5.6.4, Note 11 "List of subsidiaries and affiliates" to the parent company financial statements, page 437.

Main Companies

(representing 80% of consolidated sales)

Direct and indirect interests by country *(% interest at December 31, 2021*)

EUROPEAN UNION					
FRANCE	Valeo Équipements Électriques Moteur	100%	✓	✓	
	Valeo Vision	100%	✓	✓	
	Valeo Systèmes Thermiques	100%	✓	✓	
	DAV	100%	✓	✓	
	Valeo Embrayages	100%	✓	✓	✓
	Valeo Service	100%			✓
IRELAND, GERMANY	Connaught Electronics Limited	100%	✓	✓	
	Valeo Schalter und Sensoren GmbH	100%	✓	✓	
	Valeo Telematik und Akustik GmbH	100%	✓	✓	
	Valeo Klimasysteme GmbH	100%	✓	✓	
	Valeo Wischersysteme GmbH	100%	✓	✓	
SPAIN, ITALY	Valeo Iluminación, SAU	100%	✓	✓	
	Valeo Termico, SAU	100%	✓	✓	
	Valeo S.p.A.	100%	✓	✓	
HUNGARY, POLAND, CZECH REPUBLIC, ROMANIA	Valeo Auto-Electric Hungary LLC	100%	✓	✓	
	Valeo Autosystemy Sp.ZO.O	100%	✓	✓	
	Valeo Electric and Electronic Systems Sp.ZO.O	100%	✓	✓	
	Valeo Autoklimatizace k.s.	100%	✓	✓	
	Valeo Lighting Injection SA	100%	✓		
EUROPE OUTSIDE THE EU					
TURKEY	Valeo Otomotiv Sanayi ve Ticaret A.S.	100%	✓	✓	✓
AFRICA					
MOROCCO	Valeo Vision Maroc, SA	100%	✓	✓	
NORTH AMERICA					
UNITED STATES	Valeo North America, Inc.	100%	✓	✓	
MEXICO	Valeo Sistemas Electricos, SA de CV	100%	✓		✓
	Valeo Sistemas Automotrices de México, SA de CV	100%			✓
	Delmex de Juarez S de RL de CV	100%	✓		
	Valeo Kapec, SA de CV	50%	✓		
SOUTH AMERICA					
BRAZIL	Valeo Sistemas Automotivos Ltda	100%	✓	✓	✓
ASIA					
CHINA	Valeo Interior Controls (Shenzhen) Co. Ltd	100%	✓	✓	
	Valeo Automotive Air Conditioning Hubei Co. Ltd	100%	✓	✓	
	Valeo Ichikoh (China) Auto Lighting Co., Ltd	94.2%	✓		
	Foshan Ichikoh Valeo Auto Lighting Systems Co. Ltd	94.2%	✓	✓	
	Guangzhou Valeo Engine Cooling Co. Ltd	100%	✓	✓	
	Valeo Kapec Torque Converters (Nanjing) Co. Ltd	50%	✓	✓	
SOUTH KOREA, JAPAN	Valeo Kapec Co. Ltd	50%	✓		
	Valeo Pyeong HWA Co. Ltd	50%	✓	✓	
	Valeo Electrical Systems Korea, Ltd	100%	✓	✓	
	Ichikoh Industries Limited	61.2%	✓	✓	
	Valeo Japan Co.	100%	✓	✓	✓

✓ *Plant* ✓ *Research and Development center* ✓ *Distribution platform*

7

7.3 Material contracts

Neither Valeo nor any of the Group's companies have signed any major contracts over the past two years, other than those related to the ordinary course of their business, with the exception of additional credit lines for 1.1 billion euros negotiated by Valeo in 2020 with its main banks. As a result of this additional facility, the Group currently has 2.3 billion euros in undrawn credit lines.

In terms of contracts signed since the start of 2022, on February 9, Valeo announced that it had signed an agreement with Siemens to hold 100% of the Valeo Siemens eAutomotive joint venture, effective after July 1, 2022, for a cash amount of 277 million euros on a debt-free basis. The transaction will generate a 741 million euros increase in Valeo's net debt. The relevant employee representative bodies will be informed and consulted, and completion of the transaction remains subject to authorization from the relevant antitrust authorities.

7.4 Documents on display

The Company's press releases, Registration Documents and Universal Registration Documents filed with the French financial markets authority (*Autorité des marchés financiers* – AMF), including historical financial information relating to the Company and the Group, as well as any updates thereto can be accessed on the Company's website at: www.valeo.com.

In accordance with Article 221-3 of the AMF's General Regulations, the regulated information defined in Article 221-1 of these regulations is posted on the Company's website (www.valeo.com) for five years, as well as on the website of the French Directorate of Legal and Administrative Information (www.info-financiere.fr), the French officially appointed mechanism for the storage of regulated information. It remains on the Company's website for at least five years after the related documents are issued, with the exception of the Registration Documents, Universal Registration Documents, and Annual and Interim Financial Reports, which remain online for at least 10 years.

In accordance with the AMF's General Regulations, the Company's Internal Procedures and the articles of association are available on the Company's website. Together with the minutes of Shareholders' Meetings, Statutory Auditors' reports and all other corporate documents, these documents are also available at Valeo's headquarters in accordance with the conditions set out by law and the Company's articles of association.

Notifications of disclosure thresholds crossed are also published on the AMF's website (www.amf-france.org).

Accordingly, in respect of the period April 6, 2021 to March 31, 2022, the following documents are on display:

Full-year and half-year financial reports, quarterly financial information, share buyback programs and other information (www.valeo.com)

March 3, 2022	Monthly share buyback information – February 2022
February 25, 2022	Full-year 2021 results press release and presentation
February 25, 2022	2021 consolidated financial statements – Full-year 2021 results
February 4, 2022	Monthly share buyback information – January 2022
January 5, 2022	Half-year update on the liquidity agreement at December 31, 2021
January 5, 2022	Monthly share buyback information – December 2021
December 3, 2021	Monthly share buyback information – November 2021
November 4, 2021	Monthly share buyback information – October 2021
October 28, 2021	Presentation – Third-quarter 2021 sales
October 28, 2021	Press release – Third-quarter 2021 sales
October 8, 2021	Monthly share buyback information – September 2021
September 9, 2021	Monthly share buyback information – August 2021
August 24, 2021	Monthly share buyback information – July 2021
July 22, 2021	Presentation – First-half 2021 results
July 22, 2021	2021 half-year financial report
July 22, 2021	Press release – First-half 2021 results
July 9, 2021	Half-year update on the liquidity agreement at June 30, 2021
July 9, 2021	Monthly share buyback information – June 2021
June 8, 2021	Monthly share buyback information – May 2021
June 25, 2021	2020 Activity and Sustainable Development Report
May 5, 2021	Monthly share buyback information – April 2021
April 6, 2021	Valeo: 2020 Universal Registration Document availability
April 6, 2021	2020 Universal Registration Document
April 6, 2021	2020 Integrated Report

Notifications of disclosure threshold crossings (published on the AMF's website www.amf-france.org)

Notifications of disclosure thresholds crossed may be viewed in section 6.4.2 of Chapter 6, "Direct or indirect shareholdings in the Company brought to the Company's attention", paragraph "Crossing of disclosure thresholds", page 450.

Information relating to the total number of voting rights and shares forming Valeo's share capital (www.valeo.com)

Information covering the period from April 6, 2021 to March 31, 2022 is available on Valeo's website under Investors & Shareholders/ Regulated Information: https://www.valeo.com/en/other-regulated-information/

Information published by Valeo in the French legal gazette (*Bulletin des annonces légales obligatoires* – BALO), available in French on the BALO website (www.journal-officiel.gouv.fr/balo)

June 18, 2021	Approval of the 2020 financial statements by the Shareholders' Meeting of May 26, 2021
April 30, 2021	Convening notice for Shareholders' Meeting of May 26, 2021
March 31, 2021	Notice of Shareholders' Meeting of May 26, 2021

Information published by Valeo in financial media

February 25, 2022	Press release announcing second-half and full-year 2021 results published on Intrado
October 28, 2021	Press release announcing third-quarter 2021 sales published on Intrado
July 22, 2021	Press release announcing first-half 2021 results published on Intrado

Press releases published on Valeo's website (www.valeo.com)

March 2022	
March 30, 2022	Press release
March 24, 2022	Share buy-back to cover performance share plans and allotment of shares to employees
March 23, 2022	Valeo General Shareholders' Meeting 2022
March 22, 2022	Valeo's LiDAR technology, the key to conditionally automated driving, part of the Mercedes-Benz DRIVE PILOT SAE – Level 3 system
March 3, 2022	Valeo receives Honda Supplier Award in the Development Category for its contribution to the world's first SAE Level 3 Automated Driving System authorized for commercial use
February 2022	
February 25, 2022	Valeo launches its Move Up plan, a value creation strategy built on the sustainable mobility megatrends
February 16, 2022	14 months after unveiling its electric assistance technology for bikes, Valeo has its 14 first customers
February 10, 2022	Renault Group, Valeo and Valeo Siemens eAutomotive join forces to develop and manufacture the new-generation automotive electric motor in France.
February 9, 2022	Valeo strengthens its leadership in the very fast-growing electrification market. Agreement signed for Valeo to hold 100% of Valeo Siemens eAutomotive
January 2022	
January 26, 2022	Governance evolution – appointment of Christophe Périllat as Chief Executive Officer
January 4, 2022	Valeo named as CES 2022 innovation awards honoree with its UV Air Purifier protective shield
December 2021	
December 20, 2021	Five major Valeo innovations for cleaner, safer, more autonomous and more connected mobility to be presented at CES 2022 in Las Vegas
December 9, 2021	In a world-first, Valeo's second-generation LiDAR will equip the new Mercedes-Benz S-Class, allowing it to reach Level 3 automation
November 2021	
November 23, 2021	With its new generation LiDAR, Valeo makes autonomous mobility a reality
November 15, 2021	Valeo releases the first multitask fisheye camera open source dataset, aiming to take automated driving to the next level
October 2021	
October 1, 2021	Valeo wins 2021 Automotive News PACE* Award for its innovative 48V eAccess
September 2021	
September 20, 2021	Valeo announces an employee share offering
September 7, 2021	Valeo and Leoni join forces aiming for a leading position within zone controllers
September 6, 2021	Six major Valeo innovations for safer, cleaner and more diverse mobility to be presented at IAA Mobility 2021
September 1, 2021	Valeo to make its debut at Eurobike with the world's most high-performance electric assistance system for bikes
July 2021	
July 27, 2021	Valeo becomes the first European player in the automotive to issue a sustainability-linked bond, with a 700 million euros bond
July 26, 2021	Valeo innovations for safer and cleaner mobility will be presented at the IAA Mobility 2021
July 2, 2021	Valeo and Omega Seiki join hands to accelerate two and three wheelers electrification in India
June 2021	
June 22, 2021	Valeo equips 250 commuter shuttles for employees with its anti-Covid-19 technology
June 17, 2021	Valeo and Navya strengthen their technological and industrial collaboration
June 8, 2021	Valeo ranked as the world's leading French patent applicant, all sectors combined
May 2021	
May 26, 2021	Governance evolution – appointment of Christophe Périllat as Deputy Chief Executive Officer
May 26, 2021	Valeo General Meeting 2021
April 2021	
April 15, 2021	Protective shield against Covid-19 for buses – Valeo receives sustainability award for UV Purifier
April 22, 2021	Valeo's protective shield against Covid-19, designed for buses, named as top innovation by the VDA
April 19, 2021	Six Valeo innovations for cleaner and safer mobility to be revealed at the 2021 Shanghai Auto Show
April 15, 2021	Protective shield against Covid-19 for buses – Valeo receives sustainability award for UV Purifier
March 2021	
March 24, 2021	Valeo General Meeting 2021
March 22, 2021	Valeo joins the CAC 40 ESG index
March 16, 2021	Valeo ClimSpray™ – Voted Product of the Year 2021
March 11, 2021	Completion of the transformation of Valeo into a European Company (*Société Européenne*)
February 2021	
February 10, 2021	EIB approves 600 million euros in financing for Valeo's research projects related to technologies designed to reduce CO_2 emissions and improve active safety
February 4, 2021	Valeo commits to achieving carbon neutrality by 2025 and will have already reached 45% of its objective by 2030

7.5 Information related to the Statutory Auditors

7.5.1 Principal Statutory Auditors and alternate Statutory Auditors

Principal Statutory Auditors

- **Ernst & Young et Autres,** represented by Jean-François Ginies and Guillaume Rouger – Tour First TSA 14444 – 92037 Paris-La Défense:
  - Member of the Versailles and the Centre Region's Institute of Statutory Auditors (*Compagnie régionale des commissaires aux comptes de Versailles et du Centre*),
  - Term of office began: Shareholders' Meeting of May 26, 2016 (second term),
  - End of current term of office: term expires at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021;
- **Mazars,** represented by Gonzague Senlis and Jean-Marc Deslandes – Exaltis 61, rue Henri-Regnault – 92400 Courbevoie, France:
  - Member of the Versailles and the Centre Region's Institute of Statutory Auditors (*Compagnie régionale des commissaires aux comptes de Versailles et du Centre*),
  - Term of office began: Shareholders' Meeting of May 26, 2016 (second term),
  - End of current term of office: term expires at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021.

Alternate Statutory Auditors

- **Auditex** – Tour First TSA 14444 – 92037 Paris-La Défense, France:
  - Member of the Versailles and the Centre Region's Institute of Statutory Auditors (*Compagnie régionale des commissaires aux comptes de Versailles et du Centre*),
  - Term of office began: Shareholders' Meeting of May 26, 2016 (second term),
  - End of current term of office: term expires at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ending December 31, 2021;
- **Jean-Maurice El Nouchi** – 61, rue Henri-Régnault – 92400 Courbevoie, France:
  - Member of the Versailles and the Centre Region's Institute of Statutory Auditors (*Compagnie régionale des commissaires aux comptes de Versailles et du Centre*),
  - Term of office began: Shareholders' Meeting of May 26, 2016 (first term),
  - End of current term of office: term expires at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2021.

7.5.2 Fees paid to the Statutory Auditors

	Ernst & Young et Autres				Mazars			
	Amount (excl. taxes)		%		Amount (excl. taxes)		%	
(in millions of euros)	2021	2020	2021	2020	2021	2020	2021	2020
AUDIT								
Statutory audit and review of the individual and consolidated financial statements	4.8	4.7	76%	94%	3.3	3.4	97%	97%
Non-audit services	1.5	0.3	24%	6%	0.1	0.1	3%	3%
TOTAL FEES	**6.3**	**5.0**	**100%**	**100%**	**3.4**	**3.5**	**100%**	**100%**

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7.6 Person responsible for the Universal Registration Document

7.6.1 Name of the person responsible for the Universal Registration Document containing the Annual Financial Report AFR

Christophe Périllat, Chief Executive Officer of Valeo.

7.6.2 Declaration by the person responsible for the Universal Registration Document containing the Annual Financial Report

"I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omissions likely to affect its import.

I further declare that, to the best of my knowledge, the accounts have been prepared in accordance with applicable accounting standards and that they give a true and fair view of the assets, liabilities, financial position, and results of the Company and of all the companies included in the consolidation scope, and that the information provided in the Management Report and listed in the cross-reference table in Chapter 8, section 8.1.3 fairly presents the activity, results and financial position of the Company and of all the companies in the consolidation scope, and the main risks and uncertainties to which they are exposed."

Paris, April 5, 2022

Christophe Périllat

Chief Executive Officer

APPENDICES

AFR Information from the Annual Financial Report is clearly identified in the table of contents by the AFR symbol

8.1 Cross-reference tables

8.1.1 Cross-reference table for the Universal Registration Document

This cross-reference table lists the main headings provided for by European Regulation No. 2019/980 of March 14, 2019 (the **"Regulation"**) and gives reference to the sections and, when appropriate, the chapters in this document where information can be found regarding each of these headings. It also refers to the sections and chapters of the Universal Registration Document for the fiscal year ended December 31, 2020, registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 6, 2021, under number D.21-0260 (**"2020 URD"**) and, where necessary, to the sections and chapters of the Universal Registration Document for the fiscal year ended December 31, 2019, registered with the AMF on April 28, 2020 under number D.20-0385 (**"2019 URD"**).

No.	Headings appearing in Appendix 1 of the Regulation	Chapters/Sections	Pages
1.	**Persons responsible**		
1.1	Names and functions of persons responsible	7.6.1	470
1.2	Declaration by persons responsible	7.6.2	470
2.	**Statutory Auditors**		
2.1	Name and address of the Statutory Auditors	7.5.1	469
2.2	Information on the resignation of the Statutory Auditors	N/A	
3.	**Risk factors**		
3.1	Description of the material risks	2.1	86-94
4.	**Information about the issuer**		
4.1	Legal and commercial name	7.1.1	462
4.2	Place of registration, registration number and legal entity identifier (LEI)	7.1.6	462
4.3	Date of incorporation and term	7.1.4	462
4.4	Domicile and legal form, legislation under which it operates, country of incorporation, address and telephone number of its registered office, and website	7.1.1 and 7.1.2	462
5.	**Business overview**		
5.1	Principal activities		
5.1.1	Nature of the issuer's operations and principal activities	Integrated Report – Strategy and 1.3	28-51; 56-75
5.1.2	Significant new products that have been introduced	Integrated Report – Strategy and 1.3	28-51; 56-75
5.2	Principal markets in which the issuer operates	Integrated Report – Strategy and 1.3	28-51; 56-75
5.3	Important events	Integrated Report – Strategy; 1.1 and 1.3	28-51; 54-55; 56-75
5.4	Strategy and objectives	Integrated Report – Strategy and 5.3	28-51; 324-325
5.5	Dependence on patents or licenses, contracts and manufacturing processes	2.1.2	95-96
5.6	The basis for any statements made by the issuer regarding its competitive position	1.3	56-75
5.7	Investments		
5.7.1	Material investments	5.1.5, and sections 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD	320-323
5.7.2	Material investments that are in progress or for which firm commitments have already been made	5.1.5, and sections 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD	320-323
5.7.3	Joint ventures and undertakings in which the issuer holds a proportion of the capital	5.4.6 (Note 14); 5.6.4 (Note 11) and 7.2	401-408; 437; 464-465
5.7.4	Environmental issues that may affect the issuer's utilization of property, plant and equipment	2.1.1 and 4.1.3	87-94; 216-218
6.	**Organizational structure**		
6.1	Brief description of the Group	1.2 and 7.2	55-56; 464-465
6.2	List of significant subsidiaries	5.4.6 (Note 14); 5.6.4 (Note 11) and 7.2	401-408; 437; 464-465
7.	**Operating and financial review**		
7.1	Financial condition	5.1.5, and sections 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD	320-323
7.1.1	Development and performance of the business Financial and non-financial key performance indicators	Integrated Report – Key figures	8-11
7.1.2	Indication of the issuer's likely future development and of activities in the field of research and development	N/A	
7.2	Operating results	5.1.1 to 5.1.4, and sections 5.1.1 to 5.1.4 of the 2020 URD and 5.1.1 to 5.1.5 of the 2019 URD	314-319

No.	Headings appearing in Appendix 1 of the Regulation	Chapters/Sections	Pages
7.2.1	Significant factors materially affecting the issuer's income from operations	2.1 and 5.1	86-87; 314-323
7.2.2	Explanation of material changes in net sales or revenues	5.1	314-323
8.	**Capital resources**		
8.1	The issuer's capital resources (both short term and long term)	5.1.5 (section 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD), 5.4.5, 5.4.6 (Notes 9 and 11), 5.6.4 (Note 9) and 6.6	320-323; 330; 378-394; 397-398; 434; 456-460
8.2	Sources and amounts of cash flows	5.1.5 (section 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD), 5.4.4, 5.4.6 (Note 12) and 5.6.3	320-323; 329; 399-400; 419
8.3	Borrowing requirements and funding structure	5.1.5 (section 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD) and 5.4.6 (Note 9)	320-323; 378-394
8.4	Restrictions on the use of capital resources	5.4.6 (Note 9.1.3.2) and 5.6.4 (Note 6.2.5)	386; 430
8.5	Anticipated sources of funds	5.4.6 (Note 8.1.2)	380-385
9.	**Regulatory environment**		
9.1	Description of the regulatory environment and information regarding any governmental, economic, fiscal, monetary or political policies or factors	2.1 and 4.3	86-97; 235-266
10.	**Trend information**		
10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last fiscal year Significant changes in the financial performance of the Group since the end of the last fiscal year	5.2 and 5.6.4 (Note 12)	324; 438
10.2	Trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	Integrated Report – Strategy and 5.3	28-51; 324-325
11.	**Profit forecasts or estimates**		
11.1	Statement setting out the principal assumptions upon which the issuer has based its forecasts or estimate	N/A	
11.2	Preparation of the profit forecast or estimate	N/A	
11.3	Statement attesting that the profit forecast or estimate is valid	N/A	
12.	**Administrative, management and supervisory bodies, and senior management**		
12.1	Members – Statements	3.1; 3.2.1; 3.2.2; 3.2.3	108-109; 110-139; 140-151; 152-153
12.2	Conflicts of interest	3.2.3	152-153
13.	**Compensation and benefits**		
13.1	Compensation and benefits in kind	3.3 and 5.4.6 (Notes 6.3 and 6.5)	160-205; 356-365
13.2	Pension, retirement or similar benefits	3.3 and 5.4.6 (Notes 6.3 and 6.5)	160-205; 356-363; 365
14.	**Board practices**		
14.1	Terms of office of members of the Board of Directors	3.1; 3.2.1	109-109; 110-139
14.2	Service contracts between the members of the Board of Directors and the Company	3.2.3	152-153
14.3	Information about the Audit & Risks Committee and Compensation Committee	3.2.2	140-151
14.4	Statement regarding corporate governance	3.2.4 and 7.1.3	153; 462
14.5	Potential material impacts on the corporate governance	3.2	110-159
15.	**Employees**		
15.1	Number of employees	1.4 and 4.1.4 (Employee policy) 1.4 and 4.1.4 of the 2020 URD; 1.4 and 4.4.1 of the 2019 URD	76; 222-224
15.2	Shareholdings and stock options	3.3, 6.2.3 and 6.4.5	160-205; 448; 452
15.3	Arrangements for involving employees in the capital of the issuer	4.3.3 and 6.4.5; 4.3.3 and 6.4.5 of the 2020 URD; 4.4.2 and 6.4.5 of the 2019 URD	237-262; 452
16.	**Major shareholders**		
16.1	Identification of major shareholders	6.4	449-452
16.2	Existence of differing voting rights	6.4.2 and 7.1.11	450-451; 463
16.3	Control of the issuer	6.4.2	450-451
16.4	Arrangements which may result in a change in control of the issuer	6.6.4	459-460

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No.	Headings appearing in Appendix 1 of the Regulation	Chapters/Sections	Pages
17.	**Related party transactions**		
17.1	Related party transactions entered into by the issuer	3.2.7; 5.4.6 (Notes 5.5.3.4 and 6.5) and 5.7; 3.2.7, 3.2.8, 5.4.6 (Notes 4.5.3.4 and 5.5) and 5.7 of the 2020 URD and the 2019 URD	155; 353; 365; 442
18.	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**		
18.1	Historical financial information		
18.1.1	Audited historical financial information	5.4	326-414
18.1.2	Change of accounting reference date	N/A	
18.1.3	Accounting standards	5.4.6	331-408
18.1.4	Change of accounting framework	N/A	
18.1.5	Audited financial information prepared according to national accounting standards	5.4	326-414
18.1.6	Consolidated financial statements	5.4	326-414
18.1.7	Age of financial information	Dec. 31, 2021	
18.2	Interim and other financial information	N/A	
18.2.1	Half-yearly or quarterly financial information	N/A	
18.3	Auditing of historical annual financial information		
18.3.1	Statement that the historical financial information has been audited	5.4.7 of the 2020 URD; 5.6.5 of the 2019 URD	409-414
18.3.2	Other information audited by the Statutory Auditors	5.4.7 of the 2020 URD; 5.6.5 of the 2019 URD	409-414
18.3.3	Source of financial information not extracted from the issuer’s audited financial statements and therefore not audited	N/A	
18.4	Pro forma financial information	N/A	
18.5	Dividend policy		
18.5.1	Policy on dividend distributions and any restrictions thereon	7.1.8	462-463
18.5.2	Amount of the dividend per share	6.3	449
18.6	Legal and arbitration proceedings	2.1.2 and 5.4.6 (Notes 5.6.2 and 8)	95-96; 353-354; 376-377
18.7	Significant change in the issuer's financial position	5.2	324
19.	**Additional information**		
19.1	Share capital		
19.1.1	Amount of issued capital	5.4.6 (Note 11.1), 6.4.1, 6.4.2 and 6.6.1	397-398; 449; 450-451; 456
19.1.2	Shares not representing capital	6.6.3	459
19.1.3	Shares held by or on behalf of the issuer itself or by its subsidiaries	6.5.2	454
19.1.4	Convertible securities, exchangeable securities or securities with warrants	6.6.2	456
19.1.5	Information about the terms of any acquisition rights and/or obligations over authorized but unissued capital or an undertaking to increase the capital	3.2.12	158-159
19.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option	6.6.4	459-460
19.1.7	Share capital history	6.6.1	456
19.2	Memorandum and articles of association		
19.2.1	Description of the issuer's objects and purposes	7.1.5	462
19.2.2	Description of the rights, preferences and restrictions attaching to each class of existing shares	7.1.8; 7.1.9 and 7.1.11	462-463
19.2.3	Brief description of any provision of the issuer's articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring, or preventing a change in control of the issuer	3.2.11	157
20.	**Material contracts**		
20.1	Summary of each material contract to which the issuer or any member of the Group is party	7.3	465
21.	**Documents available**		
21.1	Statement regarding documents that can be inspected for the term of the Universal Registration Document	7.4	466-467

8.1.2 Cross-reference table for the Annual Financial Report

	Annual Financial Report	Chapters/Sections	Pages
1.	**Parent company financial statements**	**5.6**	**417-441**
2.	**Consolidated financial statements**	**5.4**	**326-414**
3.	**Management Report (French Monetary and Financial Code)**		
3.1	Articles L.225-100-1 and L.22-10-35 of the French Commercial Code	5.1.1, 5.1.3, 5.1.4, 5.1.5	314-316; 318-323
3.1.1	• Analysis of business trends	5.1.1, 5.1.3, 5.1.4, sections 5.1.1, 5.1.3, 5.1.4 of the 2020 URD; sections 5.1.1, 5.1.3 to 5.1.5 of the 2019 URD	314-316; 318-319
3.1.2	• Analysis of results	5.1.2, 5.1.3, 5.1.5, sections 5.1.2, 5.1.3 and 5.1.5 of the 2020 URD; sections 5.1.2, 5.1.5 and 5.1.6 of the 2019 URD	317-319; 320-323
3.1.3	• Analysis of financial position	5.1.5, sections 5.1.5 of the 2020 URD and 5.1.6 of the 2019 URD	320-323
3.1.4	• Key financial and non-financial performance indicators related to the Company's specific business, such as information pertaining to environmental issues and personnel matters	4.2 and 5.1	229-234; 314-323
3.1.5	• Principal risks and uncertainties	2.1	86-97
3.1.6	• Financial risks related to the impacts of climate change and measures taken by Company to reduce them by implementing a low-carbon strategy in all components of its business	2.1.1, 4.3.3, 4.5.3	87-94; 237-262; 274-286
3.1.7	• Internal control and risk management procedures	2.3	98-105
3.1.8	• Company hedging objectives and policy, and exposure to price, credit, liquidity and cash flow risks	5.4.6 (Note 5.2, 5.3 and 9.1)	345-346; 378-393
3.2	Article L.225-211 of the French Commercial Code:		
3.2.1	• Buyback by the Company of its own shares	6.5	453-455
4.	**Declaration by the person responsible for the Annual Financial Report**	**7.6.2**	**470**
5.	**Statutory Auditors' report on the parent company financial statements**	**5.6.5**	**438-441**
6.	**Statutory Auditors' report on the consolidated financial statements**	**5.4.7**	**409-414**
7.	**Fees paid to the Statutory Auditors**	**5.4.6 (Note 13), 5.6.4 (Note 10.4) and 7.5.2**	**400; 436; 469**
8.	**Board of Directors' report on corporate governance, prepared in accordance with Article L.225-37 of the French Commercial Code**	**See dedicated cross-reference table in section 8.1.4**	**477**
9.	**Statutory Auditors' report on the Corporate Governance Report**	**5.6.5**	**438-441**

8.1.3 Cross-reference table for the Management Report as provided for by Articles L.225-100 *et seq.* and L.22-10-35 *et seq.* of the French Commercial Code

	Management Report	Chapters/Sections	Pages
1.	**Financial position and operations**		
1.1	Financial position and operations of the Company during the past fiscal year	5.1 and 5.5	314-323; 415-416
1.2	Results of operations of the Company and the Group	5.1 and 5.5	314-323; 415-416
1.3	Review of the business, results of operations and financial position	5.1 and 5.5	314-323; 415-416
1.4	Key financial and non-financial performance indicators	4.2 and 5.1	229-234; 314-323
1.5	Material events occurring between the end of the reporting period and the date the report was prepared	5.2 and 5.6.4 (Note 12)	324; 438
1.6	Company and Group outlook	Tables presented in 5.3	324-325
1.7	Research and Development activity	1.5.7, 4.1.3, 4.2 and 4.5.2	83; 216-218; 229-234; 271-274
1.8	Material investments or controlling interests taken during the past fiscal year in companies with registered offices in France	5.1.5 (section 5.1.5 of the 2020 URD and 5.1.4 and 5.1.6 of the 2019 URD) and 5.4.6 (Note 3.2)	320-323; 340
2.	**Share ownership structure and share capital**		
2.1	Share ownership structure and changes during the past fiscal year	6.4 and 6.6.1	449-452; 456
2.2	Status of employee share ownership plans	6.4.5	452
2.3	Trading by the Company in its own shares	6.5	453-455
2.4	Name of companies controlled and equity interest	5.4.6 (Note 14) and 5.6.4 (Note 11)	401-408; 437
2.5	Share disposals to adjust reciprocal shareholdings	N/A	
2.6	Amount of dividends and other distributed earnings paid during the past three fiscal years	6.3	449
2.7	Adjustments for the issuance of marketable securities giving access to the share capital	N/A	
2.8	Adjustments for stock subscription or purchase options	3.3.1	160-182
2.9	Information on stock subscription and purchase option plans granted to corporate officers and employees	3.3.1, 3.3.4 and 6.6.2	160-182; 204-205; 456
2.10	Restriction on exercising stock subscription or purchase options or obligation for executive corporate officers to hold shares obtained on exercising stock subscription or purchase options	3.3.1 and 6.6.2	160-182; 456
2.11	Information on free shares granted to corporate officers and employees	3.3.1, 3.3.3, 3.3.4 and 6.6.2	160-182; 203-205; 456
2.12	Obligation for executive corporate officers to hold free shares	3.3.1, 3.3.4 and 6.6.2	160-182; 204-205; 456
3.	**Risk factors and internal control**		
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3.2	Financial risks relating to the impacts of climate change and measures taken by the Company to reduce them by implementing a low-carbon strategy	2.1.1 and 4.3	87-94; 235-266
3.3	Company hedging objectives and policy, and exposure to price, credit, liquidity and cash flow risks	5.4.6 (Notes 5.2, 5.3 and 9.1)	345-346; 378-393
3.4	Internal control and risk management procedures related to the preparation and processing of accounting and financial information	2.3.6	105
4.	**Environmental, social and employee information**		
4.1	Non-financial information statement	4.3	235-266
4.2	Duty of care plan and report on its implementation	4.4	267-269
4.3	Information on facilities classified as high-threshold Seveso sites	N/A	
5.	**Other disclosures**		
5.1	Supplier and customer payment cycles	5.4.6 (Note 5.2 and 9.1.5.2) and 5.5	345-346; 393; 415-416
5.2	Changes in the presentation of the annual parent company financial statements and methods of measurement	5.4.6 (Note 1.1.1 and 1.1.2) and 5.6.4 (Note 2)	332-333; 421
5.3	Information on existing branches	N/A	
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5.6	Injunctions or monetary penalties for anti-competitive practices	2.1.2; 5.4.6 (Note 8.2)	95-96; 377
5.7	Transactions in the Company's shares carried out by executive managers and by those with whom they have close relationships	6.4.4	452
5.8	Intercompany loans	N/A	
A.	**Appendix to the Management Report**		
A.1	Board of Directors' Corporate Governance Report	See dedicated cross-reference table in section 8.1.4	477
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A.3	Opinion of the independent third party on the information given in the non-financial information statement	4.8	309-311
A.4	Statutory Auditors' statement on intercompany loans	N/A	

8.1.4 Cross-reference table for the Corporate Governance Report as provided for by Articles L.225-37 *et seq.* of the French Commercial Code

	Corporate Governance Report	Chapters/Sections	Pages
1.	**Compensation**		
1.1	Presentation of the compensation policy for corporate officers and the related draft resolutions	3.3.1	160-182
1.2	Total compensation and benefits paid or awarded during the past fiscal year to each corporate officer; relative proportion of fixed and variable compensation	3.3.1 and 3.3.2	160-202
1.3	Use of the option to request payment of a variable compensation component	N/A	
1.4	Commitments given by the Company on behalf of corporate officers in the form of compensation or benefits owed or likely to be owed on appointment, termination or change of position or subsequent to the performance of that position	3.3.1	160-182
1.5	Compensation paid or awarded by a company included in the scope of consolidation	N/A	
1.6	Ratio between the compensation of each of the executive corporate officers and the average full-time equivalent (FTE) compensation of Company employees other than the corporate officers, and ratio between the compensation of each of these executives and the median FTE compensation of Company employees other than the corporate officers	3.3.2	183-202
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1.8	Explanation of the manner in which total compensation complies with the Company's compensation policy	3.3.1, 3.3.2 and 3.3.3	160-204
1.9	Consideration of the vote of the last Shareholders' Meeting on the ordinary resolution concerning the compensation policy	3.3.1	160-182
1.10	Divergences from or waivers of the compensation policy procedure	N/A	
1.11	Suspension of compensation for breach of parity rules	N/A	
1.12	Reference to resolutions subject to an *ex ante* vote	3.3.1	160-182
1.13	Restrictions imposed on corporate officers by the Board of Directors in relation to the exercise of stock options and the sale of securities	3.3.1	160-182
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2.2	Agreements between a corporate officer or a shareholder holding at least 10% of the voting rights and a controlled company within the meaning of Article L.233-3 of the French Commercial Code	3.2.8	155
2.3	Summary table of powers currently delegated by the Shareholders' Meeting to the Board of Directors with respect to raising new equity	3.2.12	158-159
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2.5	Composition, preparation and organization of the work of the Board of Directors	3.2.1 and 3.2.2	110-151
2.6	Diversity policy applied to the Board of Directors, balanced representation of men and women on the Operations Committee and outcome of measures to improve diversity in 10% of top management positions	3.2.1	110-139
2.7	Limitations on the powers of the Chief Executive Officer	3.2.6	154-155
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8.1.5 Cross-reference table for the non-financial information statement

	Non-financial information statement		Chapters/Sections	Pages
1.	**Business model**			
1.1	The Group's main activities		Integrated Report – Strategy	28-51
1.2	Organization		Integrated Report – Strategy	28-51
1.3	Business model		Integrated Report – Strategy	28-51
1.4	Strategy, outlook and objectives		Integrated Report – Strategy	28-51
2.	**Significant non-financial risk factors for the Group and the main policies**			
2.1	Environmental non-compliance and loss of opportunities in technologies contributing to CO_2 emissions reduction	Description of the risk Risk management policy Measures taken to reduce the risk	2.1.1 and 4.3.3 4.3.3 2.1.1 and 4.3.3	87-94; 237-262 237-262 87-94; 237-262
2.2	Accidental pollution of water and soil	Description of the risk Risk management policy Measures taken to reduce the risk	4.3.3 4.3.3 4.3.3	237-262 237-262 237-262
2.3	Health and safety	Description of the risk Risk management policy Measures taken to reduce the risk	4.3.3 4.3.3 4.3.3	237-262 237-262 237-262
2.4	Attracting talent	Description of the risk Risk management policy Measures taken to reduce the risk	2.1.1 and 4.3.3 4.3.3 2.1.1 and 4.3.3	87-94; 237-262 237-262 87-94; 237-262
2.5	Developing and retaining talent	Description of the risk Risk management policy Measures taken to reduce the risk	2.1.1 and 4.3.3 4.3.3 2.1.1 and 4.3.3	87-94; 237-262 237-262 87-94; 237-262
2.6	Risk of individual corruption	Description of the risk Risk management policy Measures taken to reduce the risk	4.3.3 4.3.3 4.3.3	237-262 237-262 237-262
2.7	Non-compliance with sustainable development requirements by Valeo's suppliers	Description of the risk Risk management policy Measures taken to reduce the risk	2.1.1 and 4.3.3 4.3.3 2.1.1 and 4.3.3	87-94; 237-262 237-262 87-94; 237-262
3.	**Other regulatory issues**			
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3.5	Fight against food waste		4.3.1	235-236
3.6	Fight against food insecurity		4.3.1	235-236
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3.10	Respecting human rights		4.5.4	286-293

8.2 Safe harbor statement

This document and the documents incorporated herein by reference contain statements which, when they are not historical fact, constitute "forward-looking statements".

These forward-looking statements include projections and estimates, statements regarding projects, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. They are based on data, assumptions and estimates considered to be reasonable by Valeo as at the date of this Universal Registration Document and should not be interpreted as guarantees that the facts or data stated will occur. Forward-looking statements can sometimes be identified by the use of terms or expressions indicating, in particular, anticipation, presumption, conviction, continuation, estimate, expectation, forecast, intention, possibility of increase, reduction or change or any similar expressions or by the use of verbs in future or conditional form. These terms or expressions are in no way the sole way of identifying such statements.

Even though Valeo's Management feels that the forward-looking statements are reasonable as at the date of this document, investors are put on notice that the forward-looking statements are subject to numerous factors, risks and uncertainties that are difficult to predict and generally beyond Valeo's control, which could cause actual results and events to differ materially from those expressed or projected in the forward-looking statements. Such factors include, among others, the Company's ability to generate cost savings or manufacturing efficiencies to offset or exceed contractually or competitively required price reductions. The risks and uncertainties to which Valeo is exposed mainly comprise the risks resulting from the investigations currently being carried out by the antitrust authorities as identified in the Universal Registration Document, risks which relate to being a supplier in the automotive industry and to the development of new products and risks due to certain global and regional economic conditions. Also included are environmental and industrial risks, risks associated with the Covid-19 epidemic, as well as risks and uncertainties described or identified in the public documents submitted by Valeo to the French financial markets authority (*Autorité des marchés financiers* – AMF), including those set out in the "Risk Factors" section of this Universal Registration Document. In addition, other risks which are currently unidentified or considered to be non-material by the Group, could have the same adverse impact and investors could lose all or part of their investment.

Forward-looking statements are given only as at the date of this Universal Registration Document and Valeo does not assume any obligation to update any forward-looking statements to reflect events or circumstances which occur subsequent to the date of this document.

Valeo assumes no responsibility for any analyses issued by analysts and any other information prepared by third parties which may be used in this document. Valeo neither intends to review, nor will it confirm, any estimates issued by analysts.

INCORPORATION BY REFERENCE

In accordAnce with Article 19 of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference in this Universal Registration Document:

1. **in respect of the year ended December 31, 2020: the consolidated financial statements, the parent company financial statements and the related Statutory Auditors' reports, as well as the review of the Company's financial position and other information relating to the Company's financial statements set out on pages 3 to 48 and 299 to 430 of the 2020 Universal Registration Document registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 6, 2021 under number D.21-0260;**
2. **in respect of the year ended December 31, 2019: the consolidated financial statements, the parent company financial statements and the related Statutory Auditors' reports, as well as the review of the Company's financial position and other information relating to the Company's financial statements set out on pages 3 to 48 and 279 to 420 of the 2019 Universal Registration Document registered with the French financial markets authority (*Autorité des marchés financiers* – AMF) on April 28, 2020 under number D.20-0385.**

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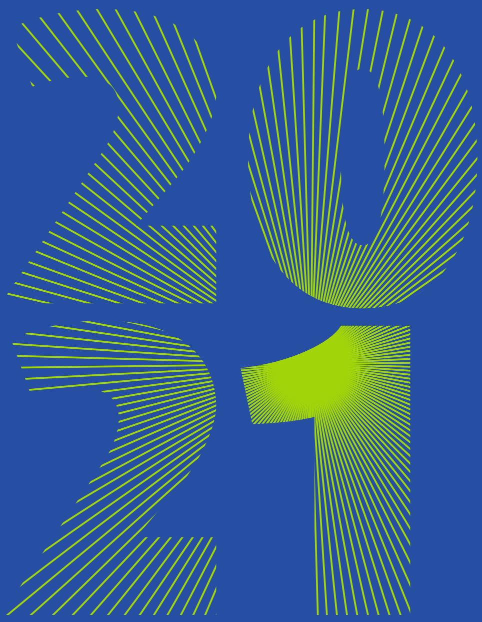

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