

VALEO

A French public limited company with a board of directors
and share capital of €234,628,851
Registered office: 43 Rue Bayen, 75017 Paris, France
552 030 967 RCS Paris
Siret: 552 030 967 00152

NOTICE OF MEETING

Shareholders are invited to attend the Combined Shareholders' Meeting, to be held on June 3, 2010, at 2:30 p.m. at Palais des Congrès de Paris, 2 Place de la Porte Maillot, 75017 Paris, to consider the following agenda and resolutions:

Agenda for the Annual Ordinary General Meeting:

- Review and approval of the parent company financial statements for the 2009 fiscal year;
- Review and approval of the consolidated financial statements for the 2009 fiscal year;
- Approval of the co-opting of Mr. Michel de Fabiani as Director;
- Appointment of Mr. Jérôme Contamine as Director;
- Appointment of Mr. Daniel Camus as Director;
- Appointment of Ms. Noëlle Lenoir as Director;
- Appointment of Ernst & Young et Autres as Statutory Auditor;
- Appointment of Mazars as Statutory Auditor;
- Appointment of Auditex as Substitute Statutory Auditor for Ernst & Young et Autres;
- Appointment of Mr. Philippe Castagnac as Substitute Statutory Auditor for Mazars;
- Approval of agreements including undertakings made for the benefit of Mr. Jacques Aschenbroich in accordance with the provisions of article L. 225-42-1 of the French Commercial Code;
- Approval of the agreements and undertakings governed by the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code;
- Allocation of earnings for the fiscal year;
- Authorization to be granted to the Board of Directors to carry out transactions in shares issued by the Company.

Agenda for the Extraordinary General Meeting:

- Delegation to the Board of Directors of authority to grant stock options;
- Delegation to the Board of Directors of authority to grant free shares, either existing or to be issued, to all or some of the Group's salaried employees and executive directors;
- Delegation to the Board of Directors of authority to decide a capital increase, through the issuance of shares or share equivalents reserved for members of company savings plans, with waiver of preferential subscription rights in favor of such members;
- Delegation of powers to carry out corporate formalities.

General Meeting of Shareholders meeting in ordinary session

First resolution (Review and approval of the 2009 fiscal year parent company financial statements) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, and having considered the report of the Chairman of the Board of Directors on the Board's work and on corporate governance and the report prepared by the Board of Directors and the Statutory Auditors' reports, approves the parent company financial statements for the fiscal year ended December 31, 2009, as presented, and all the transactions that they reflect.

Second resolution (Review and approval of the 2009 fiscal year consolidated financial statements) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, and having considered the report of the Chairman of the Board of Directors on the Board's work and on corporate governance, and the report prepared by the Board of Directors and the Statutory Auditors' reports, approves the consolidated accounts for the fiscal year ended December 31, 2009, as presented, and all the transactions that they reflect.

Third resolution (Approval of the co-opting of Mr. Michel de Fabiani as Director) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, approves the co-opting by the Board of Directors on October 20, 2009, of Mr. Michel de Fabiani to replace the resigning Mr. Erich Spitz as Director for the remainder of Mr. Spitz's term of office, i.e. until the closing of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2010.

Fourth resolution (Appointment of Mr. Jérôme Contamine as Director) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, and noting that the term of office of Mr. Jérôme Contamine as Director expires on this day, renews it for a period of four years, i.e. until the closing of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2013.

Fifth resolution (Appointment of Mr. Daniel Camus as Director) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, and noting that the term of office of Mr. Daniel Camus as Director expires on this day, renews it for a period of four years, i.e. until the closing of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2013.

Sixth resolution (Appointment of Ms. Noëlle Lenoir as Director) – The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, and having considered the report prepared by the Board of Directors, appoints Ms. Noëlle Lenoir as Director for a term of office of four years, i.e. until the closing of the Shareholders' Meeting called to approve the financial statements for the fiscal year ending on December 31, 2013. Ms. Noëlle Lenoir has indicated that she accepts this appointment and that she satisfies all conditions and obligations required by law and regulation, notably concerning the holding of multiple directorships.

Seventh resolution (Appointment of Ernst & Young et Autres as Statutory Auditor) – The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and after noting that the term of PricewaterhouseCoopers Audit ends at the closing of this Shareholders’ Meeting, appoints Ernst & Young et Autres, 41 rue Ybry, 92576 Neuilly-sur-Seine Cedex, for a term of six fiscal years, i.e. until the closing of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2015.

Eighth resolution (Appointment of Mazars as Statutory Auditor) – The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and after noting that the term of Salustro Reydel ends at the closing of this Shareholders’ Meeting, appoints Mazars, 61, rue Henri Régnault, 92075 Paris - La Défense Cedex, for a term of six fiscal years, i.e. until the closing of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2015.

Ninth resolution (Appointment of Auditex as Substitute Statutory Auditor for Ernst & Young et Autres) — The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and after noting that the term of Mr. Yves Nicolas ends at the closing of this Shareholders’ Meeting, appoints Auditex, Faubourg de l’Arche, 11, allée de l’Arche, 92037 Paris – La Défense Cedex, as Substitute Statutory Auditor for Ernst & Young et Autres, for a term of six fiscal years, i.e. until the closing of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2015.

Tenth resolution (Appointment of Mr. Philippe Castagnac as Substitute Statutory Auditor for Mazars) – The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and after noting that the term of Mr. Philippe Arnaud ends at the closing of this Shareholders’ Meeting, appoints Mr. Philippe Castagnac, 44 rue de la Faisanderie, 75116 Paris, as Substitute Statutory Auditor for Mazars, for a term of six fiscal years, i.e. until the closing of the Shareholders’ Meeting called to approve the financial statements for the fiscal year ending on December 31, 2015.

Eleventh resolution (Approval of agreements including undertakings made for the benefit of Mr. Jacques Aschenbroich in accordance with the provisions of article L. 225-42-1 of the French Commercial Code) – The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and having considered the report prepared by the Board of Directors and the Statutory Auditors’ special report on agreements and undertakings governed by articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves, in accordance with the provisions of article L. 225-42-1 of the French Commercial Code, the agreements described in these reports, which were entered into between the Company and Mr. Jacques Aschenbroich.

Twelfth resolution (Approval of the agreements and undertakings governed by the provisions of articles L. 225-38 et seq. of the French Commercial Code) – The Shareholders’ Meeting, having satisfied the quorum and majority conditions of ordinary shareholders’ meetings, and having considered the Statutory Auditors’ special report on the agreements and undertakings governed by the provisions of articles L. 225-38 and L. 225-40 to L. 225-42 of the French Commercial Code, approves this report in all its provisions as well as the agreements described herein.

Thirteenth resolution (Allocation of earnings for the fiscal year)

1) The Shareholders' Meeting, having satisfied the quorum and majority conditions of ordinary shareholders' meetings, notes that the financial statements for the period ended December 31, 2009 and approved by this Shareholders' Meeting show a loss for the fiscal year of €30,435,027.62 and distributable earnings amounting to €1,250,534,471.81, the allocation of which is submitted today for approval by the Shareholders' Meeting.

2) The Shareholders' Meeting decides to allocate the distributable earnings as follows:

- Allocation to retained earnings: €1,250,534,471.81.

The Shareholders' Meeting notes that the amount of the dividend distributed and the total income per share over the past three fiscal years were as follows:

Fiscal Year	Number of shares paid	Dividend per share (in euros)	Total (in million euros)
2006	76,937,913	1.10	85
2007	76,618,927	1.20	91.9
2008	0	0	0

All of the sums set forth in the table above are eligible for the 40% abatement provided for in Article 158-3-2° of the French General Tax Code.

Fourteenth resolution (Authorization to be granted to the Board of Directors to carry out transactions in shares issued by the Company)

The General Meeting, voting on the quorum and majority conditions for ordinary meetings, having reviewed the Directors' report, authorizes the Board of Directors, with powers to subdelegate in accordance with article L.225-209 *et seq.* of the French Commercial Code, to purchase or arrange for the purchase of shares in the Company, with a view to:

- the implementation of any Company stock option plan under the terms of article L.225-177 *et seq.* of the French Commercial Code; or
- the allotment of free shares under the terms of article L.225-197-1 *et seq.* of the French Commercial Code; or
- the allotment or sale of shares to employees as their interest in the benefits of the company's expansion or under the implementation of any employee savings plan on the conditions stipulated by law, in particular article L.3332-1 *et seq.* of the French Labor Code; or
- the delivery of shares on the exercise of rights attached to share equivalents by redemption, conversion, exchange, presentation of a warrant or any other means; or
- the delivery of shares (in exchange, as payment, or otherwise) in connection with acquisitions, mergers, spin-offs or contributions; or

- market-making in the secondary market or maintenance of the liquidity of Valeo shares by an investment services provider under a liquidity contract that complies with the ethical code recognized by the French stock market regulator (the “*Autorité des marchés financiers*”).

Purchases of the Company’s own shares may be made such that:

- the number of shares acquired by the Company during the repurchase program may not exceed 10% of the shares which constitute the share capital of the Company at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to this Shareholders' Meeting, i.e., 7,820,961 shares at December 31, 2009, it being stipulated that (i) the number of shares acquired with a view to their retention or future delivery in connection with a merger, spin-off or contribution may not exceed 5% of the Company’s share capital, and (ii) when the shares are bought back to increase liquidity under the conditions set forth in the General Regulation of the *Autorité des marchés financiers*, the number of shares taken into account for the calculation of the 10% maximum indicated above in this section shall be the number of shares bought minus the number of shares resold during the authorization period.
- the number of own shares held by the Company at any time may not exceed 10% of the shares that constitute the share capital of the Company at that time.

The aggregate amount to be allocated to the share repurchase program authorized above may not exceed €350 million.

Acquisitions, sales and transfers of shares may be made at any time subject to the limits authorized by applicable laws and regulations (except during the period of a public tender offer) and by any means, on a regulated market, via a multilateral trading facility, a systematic internalizer or over the counter, including by block purchases or sales (with no limit on the portion of the share repurchase program that can be carried out by this means), by public tender offer or public exchange offer or by the use of options, forwards or futures traded on a regulated market or a multilateral trading facility, via a systematic internalizer or over the counter or by delivery of shares arising from the issuance of share equivalents by conversion, exchange, redemption, presentation of a warrant or any other means, either directly or through an investment services provider.

The maximum share purchase price under this resolution will be €45 per share. This ceiling will apply only to acquisitions decided as of the date of this Meeting and not to transactions concluded in the future pursuant to an authorization granted by a prior Shareholders' Meeting and providing for the acquisition of shares subsequent to the date of this Meeting.

This authorization cancels with immediate effect any unused portion of any previous delegation to the Board of Directors of authority to carry out transactions in the Company’s own shares. It is granted for a period of eighteen months from this day.

The Shareholders' Meeting delegates to the Board of Directors powers to adjust the aforementioned purchase price in the event of a change in the par value of the

share, increase in share capital by incorporation of reserves, allotment of free shares, stock split or reverse stock split, distribution of reserves or of any other assets, redemption of capital, or any other transaction affecting shareholders' equity, so as to take account of the impact of such transactions on the value of the shares.

The General Meeting grants full power to the Board of Directors, with powers to subdelegate as permitted by law, to decide on and implement this authorization and, if necessary, to specify the conditions and determine the terms thereof, to implement the share repurchase program, and in particular to place stock market orders, enter into agreements for the keeping of registers of purchases and sales of shares, make declarations to the *Autorité des marchés financiers* or any other successor authority, accomplish all formalities and generally do all that is necessary.

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Extraordinary business

Fifteenth resolution (Delegation to the Board of Directors of authority to grant stock options)

The General Meeting, voting on the quorum and majority conditions for extraordinary shareholders' meetings, having reviewed the Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, in accordance with articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant on one or more occasions to salaried employees and executive directors of the Company and of companies or groupings associated with it under article L. 225-180 of said Code, options conferring the right to buy shares of the Company coming from repurchases made by the Company under the conditions stipulated by law;

2. resolves that the stock options granted under this authorization may not give the right to purchase more than a total of 1,000,000 shares;

3. resolves that the price to be paid when exercising the stock options shall be set by the Board of Directors on the day when the stock options are granted and that this price may not be less than or 100% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the 20 trading sessions preceding the day the stock options are granted, or 80% of the average purchase price of the shares held by the Company under L. 225-208 and L. 225-209 of the French Commercial Code. If the Company carries out any of the transactions covered by article L. 225-181 or article R. 225-138 of the French Commercial Code, the Company shall take the necessary actions required by law and regulation to protect the interests of the beneficiaries, including, if necessary, an adjustment of the number of shares that may be obtained by exercising the stock options granted to the beneficiaries to take into account the impact of this transaction;

4. resolves that the exercise of stock options granted to executive directors shall be subject to the performance requirements set by the Board of Directors;

5. Accordingly, the Shareholders' Meeting grants full powers to the Board of Directors to carry out this authorization and in particular:

- to draw up the list of persons receiving stock options and to determine the number of stock options granted to each one;
- to set the terms and conditions of the stock options, and in particular:
 - the period of validity of the stock options, it being stipulated that the stock options shall be exercised within a period not exceeding eight years;
 - the exercise date(s) or periods for the stock options, it being stipulated that the Board of Directors may (a) move up the exercise dates or periods, (b) maintain the possibility of exercising the stock options, or (c) modify the dates or periods when the shares obtained by exercising stock options may not be transferred or transformed into bearer shares;
 - clauses forbidding the immediate resale of all or a portion of the shares; however, the period during which the shares must be kept may not exceed three years from the exercise of the option, with the stipulation that in the case of options granted to executive directors, the Board of Directors must either (a) decide that the options may not be exercised by the persons in question before the end of their functions, or (b) determine the quantity of shares that must be kept as registered shares until the end of their functions;
- if need be, to limit, suspend, restrict or forbid the exercise of stock options or the transfer or transformation into bearer shares of shares obtained by exercising stock options during certain periods or following certain events; its decision may apply to all or a portion of the options or shares or to all or a portion of the beneficiaries;

6. resolves that this authorization is granted for a period of thirteen months as from today.

Sixteenth resolution (Delegation to the Board of Directors of authority to allot free shares, either existing or to be issued, to all or some salaried employees and executive directors of the Group)

The General Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' report and the Statutory Auditors' special report:

1. authorizes the Board of Directors, in accordance with articles L. 225-197-1 *et seq.* of the French Commercial Code, to allot free shares, existing or to be issued (other than preferred shares), on one or more occasions, to beneficiaries or categories of beneficiaries designated by it among the salaried employees of the Company or of companies or grouping associated with it pursuant to article L. 225-197-2 of said Code, and the executive directors of the Company or companies or grouping associated with it who satisfy

the provisions of article L. 225-197-1, II, of said Code, according to the terms and conditions set forth hereafter;

2. resolves:

(i) that existing shares or shares to be issued under this delegation may not give the right to obtain more than a total of 400,000 shares; and

(ii) that the par value of the capital increases that may be made immediately or in the future under this delegation shall count toward the overall ceiling specified in section 3 of the Eighth Resolution of the Shareholders' Meeting of June 9, 2009, or, as the case may be, towards any overall ceiling stipulated by any similar resolution that would supersede said resolution during the period of validity of this delegation;

3. resolves that the shares shall vest either at the end of a minimum vesting period of two years, with the beneficiaries required to keep the shares for a minimum of two years from vesting, or at the end of a minimum vesting period of four years, with the beneficiaries then having no obligation to keep the shares for any period of time. In both cases, the shares shall vest before the expiry of the abovementioned period in the event that the beneficiary becomes disabled, within the definition set down in the second or third categories specified by article L. 341-4 of the Social Security Code and that the shares shall be freely transferable if the beneficiary becomes disabled as per the cited categories of the Social Security Code;

4. resolves that in the case of free shares granted to executive directors, the final acquisition shall be subject to meeting performance obligations that shall be set by the Board of Directors;

5. grants full powers to the Board of Directors to implement this delegation of authority, and in particular to:

- decide whether the free shares allotted are to be issued or are existing shares;
- decide the beneficiaries or the category(ies) of beneficiaries of the share allotments among the members of the personnel and the executive directors of the Company or companies or groupings specified above and the number of shares allotted to each of them;
- set the conditions and any allotment criteria, and in particular, the minimum vesting period and the period each beneficiary is required to keep the shares, under the terms and conditions set forth above, with the stipulation that in the case of free shares granted to executive directors, the Board of Directors shall either (a) decide that the free shares allotted may not be transferred by the beneficiaries before the end of their functions or (b) determine the quantity of free shares allotted that must be kept as registered shares until the end of their functions;
- in the event new shares are issued, to charge any amounts required to pay up said shares against reserves, earnings or share premium; to record the capital increases made under this delegation; to make corresponding

modifications to the bylaws; and generally to carry out all necessary procedures and formalities;

6. decides that the Company can, if need be, adjust the number of free shares allotted so as to preserve the rights of beneficiaries in relation to any transactions involving the Company's share capital, and in particular a change in the par value of the share, an increase in share capital by incorporation of reserves, allotment of free shares, issuance of new shares with preferential subscription rights reserved for shareholders, stock split or reverse stock split, distribution of reserves, issuance premiums or any other assets, repayment of capital, change in the allocation of earnings through the creation of preference shares, or any other transaction affecting shareholders' equity. The shares allotted pursuant to these adjustments shall be considered allotted on the same day as the shares initially allotted;

7. formally notes that in the event new free shares are allotted, this delegation shall constitute, with the final allotment of said shares, a capital increase through the incorporation of reserves, earnings or issuance premiums in favor of the beneficiaries of said shares and a corresponding waiving by shareholders in favor of said beneficiaries of their preferential subscription rights in respect of said shares;

8. formally notes that, should the Board of Directors make use of this delegation, it shall inform the Ordinary General Meeting each year of the transactions carried out under articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, in accordance with article L. 225-197-4 of said Code;

9. formally notes that this delegation cancels with effect from this day any unused portion of any prior delegation to the Board of Directors of authority to allot free shares, either existing or to be issued, to all or some of the salaried employees or executive directors of the Group;

10. resolves that this delegation of authority is given for a period of 26 months as of today.

Seventeenth resolution (Delegation to the Board of Directors of authority to decide a capital increase through the issuance of shares or share equivalents reserved for members of company savings plans, with waiver of preferential subscription rights in favor of such members)

The Shareholders' Meeting, voting on the quorum and majority conditions for Extraordinary Meetings, having reviewed the Directors' report and the Statutory Auditors' special report, and in accordance with articles L.225-129-2, L.225-129-6 and L.225-138-1 of the French Commercial Code and with article L.3332-18 to L. 3332-24 of the French Labor Code:

1. delegates to the Board of Directors, with powers to subdelegate as permitted by law, its authority to decide to carry out increases in the share capital, on one or more occasions, up to a maximum aggregate par value of €5 million, by issuing shares or share equivalents reserved for members of one or more company savings plans (or any other plan for whose members a capital increase may be reserved on equivalent terms under article L.3332-1 *et seq.* of the French Labor Code or any equivalent law or regulation) instituted within a French or foreign entity or group of entities falling within the scope of the Company's consolidated or combined financial statements pursuant to article L.3344-1 of the

French Labor Code, it being stipulated that the maximum aggregate par value of capital increases made immediately or in the future under this delegation will count towards the overall ceiling specified in section 3 of the eighth resolution of the Shareholders' Meeting of June 9, 2009, or, as the case may be, towards any overall ceiling stipulated by any similar resolution that would supersede said resolution during the period of validity of this delegation;

2. sets the period of validity of this delegation at twenty-six months from the date of this Meeting;

3. resolves that the issuance price of the new shares or share equivalents will be determined on the terms stipulated in article L.3332-18 *et seq.* of the French Labor Code and will be equal to at least 80% of the Reference Price (as defined below) or 70% of the Reference Price where the lock-up period stipulated by the plan pursuant to articles L.3332-25 and L.3332-26 of the French Labor Code is ten years or more; however, the Shareholders' Meeting expressly authorizes the Board of Directors to reduce or eliminate the aforementioned discounts (within the legal and regulatory limits) as it sees fit, in particular to take account *inter alia* of locally applicable legal, accounting, tax and social security regimes; for the purposes of this section, the Reference Price refers to the average of the first quoted market prices of the Company's shares on the regulated market of Euronext Paris for the twenty trading sessions preceding the date of the decision setting the opening date of the subscription period for members of a company savings plan;

4. authorizes the Board of Directors to allot to the beneficiaries indicated above, in addition to the shares or share equivalents subscribed for in cash, free shares or share equivalents, to be issued or already issued, in full or partial substitution for the discount to the Reference Price and/or by way of top-up employer's contribution, it being stipulated that the benefit resulting from such allotment may not exceed the legal or regulatory limits applicable under article L.3332-10 *et seq.* of the French Labor Code;

5. resolves to waive in favor of the aforesaid beneficiaries the preferential subscription rights of shareholders in respect of the shares and share equivalents covered by this delegation, said shareholders also waiving, in the event of an allotment to such beneficiaries of free shares or share equivalents, any rights to such shares or share equivalents, including the portion of reserves, earnings, or share premium incorporated into the share capital to the extent of the free allotment of said securities on the basis of this resolution;

6. authorizes the Board of Directors, on the terms specified in this delegation of authority, to make sales of shares as permitted under article L.3332-24 of the French Labor Code to members of an employee savings plan, it being stipulated that the aggregate par value of shares sold at a discount to members of one or more of the company savings plans covered by this resolution will count towards the ceilings mentioned in section 1 above;

7. resolves that the Board of Directors shall have full powers to implement this delegation, with powers to subdelegate as permitted by law subject to the aforementioned limits and terms, and in particular to:

- establish in accordance with the law a list of those companies for which the beneficiaries indicated above may subscribe for the shares or share

equivalents thereby issued and who may be allotted free shares or share equivalents;

- decide that subscriptions may be made directly by beneficiaries belonging to a company savings plan, or via dedicated mutual funds or other vehicles or entities permitted under the applicable laws and regulations;
- determine the conditions, in particular as regards length of service, that must be met by the beneficiaries of the capital increases;
- set the opening and closing dates for subscriptions;
- set the amounts of issuances to be made under this authorization and in particular determine the issuance prices, dates, time limits, terms and conditions of subscription, payment, delivery and date of ranking for dividend of the securities (which may be retrospective), rules for scaling down in the event of oversubscription and any other terms and conditions of the issuances, subject to applicable legal and regulatory limits;
- in the case of an issuance of free shares or of share equivalents, determine the nature, characteristics and quantity of shares or share equivalents to be issued, the quantity to be allotted to each beneficiary, and determine the dates, time limits, and terms and conditions of allotment of such shares or share equivalents subject to applicable legal and regulatory limits, and in particular choose to either wholly or partially substitute the allotment of such shares or share equivalents for the discount to the Reference Price specified above or offset the equivalent value of such shares or securities against the total amount of the employer's contribution or a combination of these two options;
- in the case of an issuance of new shares, charge any amounts required to pay up said shares against reserves, earnings, or share premium;
- duly record the completion of a capital increase equal to the amount of shares actually subscribed;
- where appropriate, charge the costs of the capital increases against the premium arising thereon, and deduct from this premium the sums necessary to increase the legal reserve to one-tenth of the new share capital after each capital increase;
- enter into all agreements and accomplish directly or indirectly via an agent all transactions and formalities, including the formalities required as a result of capital increases and the necessary amendments to the bylaws;
- generally, enter into all agreements, in particular to ensure completion of the proposed issuances, take all measures and decisions and accomplish all formalities required for the issuance, listing and financial administration of securities issued by virtue of this delegation and for the exercise of the rights attached thereto or required as a result of capital increases;

8. resolves that this authorization cancels with effect from this day any unused portion of any prior delegation to the Board of Directors of authority to increase the Company's share capital by issuing shares or share equivalents reserved for members of employee savings plans, with preferential subscription rights waived in their favor.

Eighteenth resolution (Delegation of powers to carry out corporate formalities)

The General Meeting gives full powers to the bearer of an original, copy or extract of the minutes of its deliberations to carry out any formalities including the filing, publication, and others required of it.

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All shareholders, regardless of the number of shares they own, are entitled to take part in the General Meeting of Shareholders. If they do not attend the Meeting in person, shareholders may vote by mail, by giving authorization to a proxy (spouse or another Valeo shareholder), or by sending a proxy form without indicating a proxy.

However, in accordance with article R. 225-85 of the French Commercial Code, the right to participate in the Shareholders' Meeting is subject to the shares being entered in the name of the shareholder or the intermediary registered on his behalf, either in the registered shareholder account held by the Company or in the bearer shareholder account held by an authorized financial intermediary, on the third business day preceding the Meeting (Monday, May 31, 2010) at midnight (zero hours), Paris time (hereafter, "D-3"). The entry of the shares in the bearer shareholder account held by the financial intermediary will be certified by a shareholding certificate issued by the intermediary and attached to the form for voting by mail, voting by proxy, or requesting an admission card in the name of the shareholder or on behalf of the shareholder represented by the registered financial intermediary. A certificate will also be issued to shareholders wishing to attend the Meeting in person and who have not received their admission card by D-3.

A notice of meeting with a postal vote/proxy vote form and appended documents will be sent automatically to all registered shareholders. Bearer shareholders may contact the financial intermediary that holds their shares or Société Générale, Département des Titres et Bourse, Service des Assemblées, 32 rue du Champ-de-Tir, BP 81236, 44312 Nantes Cedex 3 up to five days before the date of the Meeting to obtain the postal vote/proxy vote form and the appended documents.

The duly completed postal vote/proxy vote form will not be taken into account unless it arrives at the Company, either directly or through a financial intermediary, at least three days before the Meeting.

Shareholders who have already voted by mail, sent a proxy, or requested an admission card cannot choose to participate in the Meeting in a different way, but they may transfer some or all of their shares at any time. However, if this transfer occurs more than three days before the Meeting, the Company will invalidate or modify accordingly the postal vote, proxy, admission card or shareholding certificate. For this purpose, the authorized intermediary holding the shares will inform the Company or its agent of the transfer of the shares and send

it the necessary information. No transfer of shares or other transaction conducted after D-3, regardless of the means used, will be notified by the authorized intermediary or taken into consideration by the Company, regardless of any agreements to the contrary.

Participation and voting by videoconferencing or other electronics means of telecommunication will not be possible for this Shareholders' Meeting. As a consequence, no site covered by article R. 225-61 of the French Commercial Code will set up for this purpose.

Requests to submit resolutions to be added to the agenda that are made by shareholders who meet the requirements of R. 225-71 of the French Commercial Code shall, in accordance with the law, be sent to the Company's registered head office by registered mail with return receipt within 20 days of publication of this notice. These requests shall be accompanied by a shareholding certificate showing that the authors of the request own or represent the fraction of the capital required by the aforementioned article R. 225-71. Moreover, the Shareholders' Meeting will examine proposed resolutions submitted by shareholders only if the persons making the submission have sent in a new certificate showing that the shares were registered by book entry in the same accounts on the third day before the Meeting.

The Board of Directors