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V A L E O

A French *société anonyme* with a share capital of 237,808,788 euros
Registered office: 43 rue Bayen – 75017 Paris
552 030 967 Registry of Commerce and Companies of Paris

Articles of Association as amended on January 19, 2012

- ARTICLES OF ASSOCIATION -
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TITLE I

FORM – COMPANY NAME – PURPOSE – REGISTERED OFFICE – TERM – SHARE CAPITAL

Article 1 FORM

The Company is established as a French *société anonyme* managed by a Board of Directors. It is governed by these articles of association and the laws and regulations applicable to French companies.

Article 2 COMPANY NAME

The name of the Company is VALEO.

Article 3 PURPOSE

The purpose of the Company is as follows:

- 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 and 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.

Article 4 REGISTERED OFFICE

The registered office is located in the 17th *arrondissement* of Paris, 43 rue Bayen.

It may be transferred to any other location in the same *département* or a neighboring *département*, by a decision of the Board of Directors, which will be subject to the approval of the next Ordinary Shareholders' Meeting.

Article 5 TERM

The term of the Company shall be ninety-nine years effective as from February 10, 1972, subject to an earlier winding up.

Article 6 SHARE CAPITAL

The share capital is 237,808,788 euros, divided into 79,269,596 shares, each with a par value of 3 euros.

TITLE II

SHARES / SECURITIES

Article 7 TYPE

The Company may issue shares and other securities, either in exchange for cash or contributions or through the capitalization of reserves or any other means provided by law.

Article 8 CHARACTERISTICS

The shares may be registered shares or bearer shares, at the option of the shareholder.

The Board of Directors may, in its discretion, issue bearer securities representing several fully paid-up shares.

Article 9 TRANSFER

1. The shares are freely transferable unless provided otherwise by law or regulation.

   In the event of a share capital increase, the new shares will be transferable as of the date of such increase.

2. In order to identify holders of securities in bearer form, the Company may request, in accordance with the applicable laws and regulations and the sanctions provided for by the French Commercial Code, that any organization or intermediary provides information enabling to identify holders of securities of the Company that have, or may in the future have, voting rights in its shareholders' meetings, and especially the number of securities held by each of them.

   With respect to registered securities, giving access to capital immediately or in the future, the intermediary recorded under the terms provided for by the French Commercial Code must reveal the identity of the owners of such securities, as well as the number of shares held by each of them, upon the request by the Company or its agent, which may be made at any time. Failure of the holders of the securities or their intermediaries to comply with their obligation to communicate the information mentioned above may, subject to any relevant legal constraints, cause the suspension or withdrawal of the right to vote and any right to dividend payments related to the shares.

3. In addition to the thresholds provided for by Article L.233-7 of the French Commercial Code, any individual or legal entity owning directly or indirectly, alone or in concert with other entities, a number of shares representing more than 2% of the share capital or voting rights of the Company, must notify the Company by registered letter with acknowledgement of receipt within fifteen days upon crossing the said 2% threshold, setting forth its name and the names of the persons acting in concert. This

notification obligation also applies to each additional 2% of the share capital or voting rights. This obligation also applies when the threshold of 2% (or of a multiple thereof) is crossed in connection with a decrease in ownership of share capital or voting rights.

The intermediary recorded as holder of shares in accordance with the seventh paragraph of Article L.228-1 of the French Commercial Code shall provide the declarations required by this Article for all the shares held for its account, without prejudice to the obligations of the owners of the shares.

In the event of failure to comply with the obligations set forth above, the sanctions under Article L.233-14 of the French Commercial Code will be applied provided that a request for such sanctions by one or more shareholders holding at least 2% of the share capital or voting rights is recorded in the minutes of the Shareholders' Meeting.

Article 10 PAYMENT IN FULL

The subscription price of the shares issued in connection with a share capital increase, and to be fully paid up in cash, will be due under the conditions defined by the Board of Directors.

The subscribers and shareholders shall be informed of any calls for capital at least fifteen days before the date set for each payment by a notice published in a legal gazette of the location of the registered office or by individual registered letter.

Any late payment of the amounts due related to shares which have not been paid up will entail, automatically and without any formality, the payment of a late payment interest calculated at the legal rate applicable to commercial matters plus two points, accrued on a daily basis as of the due date, without prejudice to any action that the Company may bring against the defaulting shareholder and enforcement procedures provided for by law.

Article 11 RIGHTS AND OBLIGATIONS RELATED TO THE SHARES

Each share will give rise to the ownership of the company’s assets, a share of the profits and liquidating rights, in proportion to the number of existing shares.

Tax exemptions or various taxes, related to the current or future capitalization of reserves, or transactions treated as such, and which may become due in the event of a capital redemption, either during the course of the Company's existence or during its liquidation, will be allocated uniformly among all the shares constituting the share capital. This allocation will be carried out so that the net amount allocated to each share is equal, and that all shares enjoy the same rights and bear the same obligations.

Any time that a shareholder is required to hold a certain number of shares in order to exercise a given right, the owners of individual shares or a number of shares lower than the required number will not have any right against the Company. In such an event, each such shareholder will, if it wishes to exercise such right, be responsible for acquiring the required number of shares or fractional shares.

The shares are indivisible with respect to the Company.

TITLE III

BONDS

Article 12 ISSUE AND TYPE

The Company may issue bonds upon the decision or authorization of the Board of Directors in accordance with applicable laws.

Such bonds may be in registered or bearer form, at the option of the holder.

TITLE IV

MANAGEMENT AND CONTROL OF THE COMPANY

Article 13 BOARD OF DIRECTORS – COMPOSITION

The Company shall be managed by a Board of Directors which will be composed of no less than three directors and no more than eighteen directors, or any other maximum number permitted by applicable law.

Article 14 DIRECTORS' TERM OF OFFICE – AGE LIMIT – CONDITIONS – COMPENSATION

1. Each member of the Board of Directors shall be appointed for a four-year term by the Ordinary Shareholders' Meeting; members may be re-elected. The terms of one-fourth of the members of the Board of Directors are renewed each year or, when the total number of its members divided by four does not equal a whole number, the number that is immediately higher or lower than the number resulting from this division, provided that to the extent possible, for each year within the same period of four consecutive years, the gap between the number of seats to be renewed in such year and the number of seats to be renewed in each of the three other years of such period may not be higher than one.

   At the first meeting of the Board of Directors following the Shareholders' Meeting called to approve the financial statements for the 2010 fiscal year, the expiration of the terms of office of the members appointed during the Shareholders' Meetings called to approve the financial statements for the 2011, 2012, and 2014 fiscal years will be designated in advance, the number of which was determined applying the rules above in order to allow the implementation of the renewal by one-fourth. This designation will be agreed upon at the Board of Directors' meeting unanimously by the members present or represented or, failing that, by random-drawing performed during the meeting.

The term of the directors so appointed or who are chosen by way of random-drawing will be cancelled automatically on the expiration dates determined as stipulated in the preceding paragraph. Once the rollover is established, the renewals will take place in the chronological order of the appointments.

A director who is appointed to replace a director whose mandate has not yet expired will only remain in office for the remainder of his or her predecessor's mandate.

If after the rollover is established, the number of directors changes as a result of the non-replacement or the appointment of new directors, a new exit order will be established in accordance with the principles set forth above so as to allow an annual renewal of the Board of Directors by one-fourth.

2. In case of vacancies resulting from the death or resignation of one or more directors, the Board of Directors may, in the period between two Shareholders' Meetings, appoint replacements on a temporary basis in accordance with law.

3. No individual who is more than 70 years of age may be appointed a member of the Board of Directors if his/her appointment results in more than one-third of the members of the Board of Directors being over 70 years of age. This age limit shall apply to the permanent representatives of legal entities that serve as directors.

4. Each director must own a minimum of 500 shares during his/her term of office. Such shares shall be held in a registered account.

5. The acceptance and exercise of the position of director includes an undertaking, by each director, to certify in writing upon request that he/she personally abides by the conditions and obligations required of directors under applicable law, in particular regarding the holding of several offices.

6. The Shareholders' Meeting may grant the members of the Board of Directors, in compensation for their services, a fixed annual fee, which will be recorded as an operating expense. The Board of Directors shall freely allocate the aggregate amount among its members. The Chairman's compensation is determined by the Board of Directors. The Board of Directors may grant additional exceptional compensation for assignments or offices entrusted to members of the Board of Directors, in particular in case of attendance at any of the committees referred to in Article 17 hereof.

Article 15 CHAIRMAN OF THE BOARD OF DIRECTORS – VICE-CHAIRMAN

1. The Board of Directors shall elect a Chairman among its individual members. It shall determine his/her compensation and set the term of his/her office, which may not exceed that of his/her term of office as director.

   The Chairman organizes and manages the operations of the Board of Directors, which he/she shall report on to the Shareholders' Meeting. He/she shall oversee the proper operation of the Company's bodies and make sure, in particular, that the directors are able to fulfill their duties.

   If the Chairman becomes temporarily unavailable or dies, the Board of Directors may delegate the Chairman's duties to the Vice-Chairman or to a director. In a case of temporary unavailability, such delegation is granted for a limited term. In a case of death, such delegation is valid until the election of a new Chairman.

The Chairman's duties shall cease no later than upon adjournment of the Shareholders' Meeting reviewing the financial statements of the fiscal year during which he/she reaches the age of 70.

2. The Board of Directors may decide to appoint a Vice-Chairman. It shall set the term of his/her office, which may not exceed that of his/her term of office as director.

Article 16 OPERATION OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet as often as the interests of the Company require, upon notice given by its Chairman through any means, including orally. The meeting shall be held either at the registered office, or in any other location mentioned in the notice given by the Chairman.

   If the Board of Directors has not met for more than two months, directors representing at least one-third of the members of the Board may at any time request that the Chairman call a meeting of the Board of Directors with a stated agenda. The Chief Executive Officer (*Directeur Général*) may also, at any time, request that the Chairman call a meeting of the Board of Directors with a stated agenda. The Chairman is bound by the requests sent to him/her pursuant to this paragraph.

   If the Chairman is unable to do so, a meeting of the Board of Directors may be called either by at least one-third of the members of the Board or by the Chief Executive Officer or a Vice-Chief Executive Officer (*Directeur Général Délégué*) if he/she is a director.

2. The Board or Directors shall act under the quorum and majority conditions provided by law. In the event that there is a tie, the chairman of the meeting shall cast the deciding vote.

3. The Board of Directors may appoint a secretary chosen from among its members or otherwise.

Article 17 POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall determine the Company's strategy and oversee its implementation. Subject to the powers expressly granted to the Shareholders' Meetings and within the scope of the corporate purpose, it shall take up any question concerning the proper operation of the Company and settle by its deliberations the matters concerning it.

2. The Board of Directors shall perform any such audits and verifications that it may deem necessary. The Chairman of the Board of Directors or the Chief Executive Officer shall provide each director with all documents and information necessary to fulfill his/her duties.

3. The Board of Directors may create one or more committees to examine issues that the Board or its Chairman refers to it.

Article 18 GENERAL MANAGEMENT

1. The general management of the Company shall be the responsibility of either the Chairman of the Board of Directors, or of another individual, that need not be a director, who holds the title of Chief Executive Officer.

   The Board of Directors, when appointing its Chairman, shall choose between the two forms of general management. The option retained by the Board of Directors may be changed only during the reappointment or replacement of the Chairman of the Board of Directors, or upon expiration of the term of office of the Chief Executive Officer.

   Shareholders and third parties shall be informed of such choice in accordance with applicable law.

2. When the Company's general management is ensured by the Chairman of the Board of Directors, the following provisions relating to the Chief Executive Officer shall apply to him/her.

3. The Chief Executive Officer shall have the broadest power to act in the Company's name in all circumstances. He/she shall exercise such powers within the scope of the Company's corporate purpose and subject to the powers expressly granted by law to the Shareholders' Meetings and to the Board of Directors. The Chief Executive Officer shall represent the Company vis-à-vis third parties and before courts of law.

4. The Board of Directors shall determine the compensation and term of office of the Chief Executive Officer, which may not exceed, if applicable, that of his/her term of office as a director.

5. At the request of the Chief Executive Officer, the Board of Directors may appoint, in accordance with law, one or more individuals charged with assisting the Chief Executive Officer, with the title of Vice-Chief Executive Officer (*Directeur Général Délégué*). With the consent of the Chief Executive Officer the Board of Directors shall determine the scope of the powers entrusted to the Vice-Chief Executive Officer and the term of his/her office, which may not exceed, if applicable, that of his/her office as a director. The Vice-Chief Executive Officer shall have, vis-à-vis third parties, the same powers as the Chief Executive Officer.

6. The Chief Executive Officer and the Vice-Chief Executive Officers shall have the ability to partly substitute in their powers as many representatives as they deem necessary, within the limits set by the applicable law.

7. The duties of the Chief Executive Officer and Vice-Chief Executive Officers shall end no later than upon adjournment of the Shareholders' Meeting reviewing the financial statements of the fiscal year during which they reach the age of 65.

Article 19 REGULATED AGREEMENTS

Any direct or indirect agreement between the Company and one of the members of the Board of Directors, the Chief Executive Officer or a Vice-Chief Executive Officer, a shareholder holding more than 10% of the voting rights or, if such shareholder is a company, the company controlling it as defined in Article L.233-3 of the French Commercial Code, must be subject to the prior authorization of the Board of Directors.

The same applies to agreements in which one of the persons mentioned in the preceding paragraph is indirectly concerned, as well as if the agreement takes place between the Company and another company, if one of the directors, the Chief Executive Officer or one of the Vice-Chief Executive Officers of the Company is also an owner, general partner, manager, director, member of the supervisory board or, generally, a senior manager of the other company.

The provisions of the two paragraphs above do not apply to agreements entered into in the ordinary course of business and on arms' length terms, which shall be subject to the procedure set forth in Article L.225-39 of the French Commercial Code.

TITLE V

AUDITING OF THE COMPANY

Article 20 STATUTORY AUDITORS

The Company will be audited by one or more statutory auditors in compliance with applicable law.

One or more substitute statutory auditors will be appointed in compliance with applicable law, to replace any statutory auditor in the event of such statutory auditor's refusal, unavailability, resignation or death.

TITLE VI

SHAREHOLDERS' MEETINGS

Article 21 SHAREHOLDERS' MEETINGS

The shareholders' meeting, duly constituted, shall represent all shareholders; decisions made in compliance with the law and these articles of association will bind all shareholders.

Each year, an Ordinary Shareholders' Meeting shall be held within six months of the end of the fiscal year. In addition, ordinary Shareholders' Meetings held on an exceptional basis or extraordinary Shareholders Meetings may be held at any time.

Article 22 FORM AND NOTICE OF MEETING

The Shareholders' Meetings shall be convened in compliance with applicable law. They will be held at the registered office or any other place mentioned in the notice of the meeting.

Article 23 ATTENDANCE OF MEETING; PROXIES

Any shareholder has the right to attend the Meetings under the conditions provided for by law.

Each shareholder at the meeting shall, without limitation, have a number of votes equal to the number of shares it owns or for which it holds proxies. However, a double voting right compared to the voting rights granted to other shares will be granted to all registered shares that are fully paid up and recorded in the name of the same holder for at least four years. In addition, in the event of a capital increase by capitalization of reserves, profits or issuing premiums, this double voting right will be granted as of the date of their issue to registered shares offered free of charge to shareholders in connection with pre-existing shares already entitled to such double voting right. The double voting right shall cease, automatically, with respect to any shares converted into bearer form or transferred; however, the four-year period set forth above shall not be interrupted and the vested right will be retained in the event of a transfer effected as a result of an inheritance, a division of marital property or an inter vivos gift to the benefit of a spouse or relatives entitled to inherit.

The shareholders may, in compliance with applicable laws and regulations, send proxies and mail voting instructions with respect to any Shareholders' Meeting either in paper format or by remote transmission.

Article 24 OFFICERS – ATTENDANCE SHEET - AGENDA

The Meetings will be chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman or a director especially appointed for this purpose by the Board of Directors; otherwise, the Meeting shall elect its Chairman; the duties as tellers will be performed by two members attending the Meeting who receive the largest number of votes and who are willing to perform this position; the officers will appoint the Secretary who needs not be a shareholder.

An attendance sheet shall be kept in compliance with applicable law.

The agenda of the Meetings shall be determined by the author of the notice of meetings; however, one or several shareholders may, in compliance with applicable law, require that proposed resolutions be included in the agenda.

Article 25 MINUTES

Decisions made at the Shareholders' Meeting will be recorded in minutes drafted in compliance with applicable law; copies or excerpts of these minutes will be certified in compliance with applicable laws and regulations.

Article 26 QUORUM AND MAJORITIES - POWERS

If the Board of Directors decides to use telecommunications technology to conduct the meeting and publishes its decision to do so in the notice of meeting or the convening notice, shareholders who participate in the meeting through videoconference or other telecommunications means, which permit the identification of the shareholders in accordance with applicable laws and regulations, will be deemed present for purposes of quorum and majority.

TITLE VII

FISCAL YEAR
FINANCIAL STATEMENTS / APPROPRIATION OF RESULTS
DISTRIBUTION OF PROFITS

Article 27 FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31 of each year.

Article 28 FINANCIAL STATEMENTS

The financial statements for the fiscal year shall be approved each year by the Shareholders' Meeting, which decides on the appropriation of the profits in compliance with applicable law.

Article 29 DISTRIBUTABLE PROFITS - DIVIDENDS

The distributable profit shall include the net income for the fiscal year, less any previous losses and sums allocated to the legal reserve and increased by any profits carried forward. In addition, the Shareholders' Meeting may decide in compliance with applicable law to distribute sums allocated to available reserves and/or retained earnings; in such case, the decision will expressly set forth the categories of reserves from which the deductions will be made.

The dividend payment terms will be set by the Shareholders' Meeting or, in the event such terms are not set by the Shareholders' Meeting, by the Board of Directors.

The Board of Directors may decide, if permitted by law, to distribute an interim dividend from the previous or current fiscal year, before the approval of such fiscal year's annual financial statements, and to set the dividend amount and payment date.

The Shareholders' Meeting approving the annual financial statements may grant to each shareholder, for all or part of the declared dividend or interim dividend, the option to choose between the payment of the dividend or interim dividend in cash or in shares, under the conditions set by, and in compliance with, applicable law.

TITLE VIII

MODIFICATIONS OF THE SHARE CAPITAL

Article 30 INCREASE – AMORTIZATION AND REDUCTION OF CAPITAL

The share capital may be increased by decision of the Shareholders' Meeting, which may empower the Board of Directors to carry out the capital increase in one or more time(s), to set the terms and conditions, to record its completion and to make corresponding amendments to the articles of association.

TITLE IX

WINDING-UP - LIQUIDATION / JURISDICTION

Article 31 WINDING-UP- LIQUIDATION

At the end of the period set forth in these articles of association or in the event of an earlier winding-up, the Shareholders' Meeting shall determine the method of liquidation, shall appoint one or several receivers, and shall determine his or their powers; such receivers shall exercise their duties in compliance with applicable law.

Article 32 JURISDICTION

Any disputes which may arise during the Company's existence or during its liquidation, either between shareholders and the Company or among the shareholders themselves, relating to the interpretation or implementation of these articles of association or the Company's business generally shall be subject to the jurisdiction of the competent courts of the location of the registered office.

For such purpose, in the event of any disputes, each shareholder must elect a domicile in the jurisdiction of the competent court of the location of the registered office, and any summons will be served at such domicile; failing such election of domicile, such summons will be validly served at the Prosecutor’s office at the *Tribunal de Grande Instance* of the location of the registered office.