

April 22, 2011

AGENDA

Agenda for the Annual Ordinary Shareholders' Meeting:

- Review and approval of the unconsolidated financial statements for the 2010 fiscal year;
- Review and approval of the consolidated financial statements for the 2010 fiscal year;
- Approval of the co-opting of Mrs. Ulrike Steinhorst as Director;
- Appointment of Mr. Jacques Aschenbroich as Director;
- Appointment of Mr. Gérard Blanc as Director;
- Appointment of Mr. Pascal Colombani as Director;
- Appointment of Mr. Michel de Fabiani as Director;
- Appointment of Mr. Michael Jay as Director;
- Appointment of Mrs. Helle Kristoffersen as Director;
- Appointment of Mr. Georges Pauget as Director;
- Appointment of Mr. Thierry Moulouguet as Director;
- Approval of the severance pay of Mr. Jacques Aschenbroich in accordance with the provisions of article L. 225-42-1 of the French Commercial Code;
- Approval of the related party agreements for the 2010 fiscal year - article L. 225-38 *et seq.* of the French Commercial Code;
- Allocation of profits 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 Shareholders' Meeting:

- Modification of article 14, point 1 of the Articles of Association relating to the “*Directors' term of office – Age limit – Conditions – Compensation*”;
- Modification of article 14, point 4 of the Articles of Association relating to the “*Directors' term of office – Age limit – Conditions – Compensation*”;
- Modification of article 23 of the Articles of Association relating to “*Attendance of meeting; Proxies*”;
- Delegation to the Board of Directors of authority to decide a capital increase through the issuance, with preferential subscription rights, of shares and/or securities giving access to the capital of the Company and/or securities entitling holders to the allotment of debt securities;

- Delegation to the Board of Directors of authority to decide a capital increase through the issuance, without preferential subscription rights, of shares and/or securities giving access to the capital of the Company and/or securities entitling holders to the allotment of debt securities;
- Delegation to the Board of Directors of authority to decide a capital increase by incorporation of premiums, reserves, profits or other items;
- Delegation to the Board of Directors of authority to increase the number of securities to be issued in case of a capital increase with or without preferential subscription rights;
- Delegation to the Board of Directors of authority to reduce the share capital through the cancellation of treasury shares;
- Delegation to the Board of Directors of authority to decide a capital increase, through the issuance of shares or securities giving access to the capital reserved for members of company savings plans, with waiver of preferential subscription rights in favor of such members;
- Delegation to the Board of Directors of authority to grant stock options;
- Delegation to the Board of Directors of authority to allot free shares, either existing or to be issued, to all or some of the Group's salaried employees or corporate officers;
- Delegation of powers to carry out corporate formalities.

Item for discussion, without vote

- **Point to the agenda requested by Pardus Investments Sàrl on April 15, 2011.**

A certificate of account registration was attached to Pardus Investments Sàrl request providing registration of 2,499,600 Valeo shares representing 3.17% of the Company's share capital.

Despite strong recent operating performance in 2010, Valeo's shares continue to trade at a deep discount to the valuation of its industry peers. As shown on the table below, the company would need to improve its valuation by 87% simply to reach its peer average. For the benefit of all shareholders, the Company shall host a discussion among shareholders, members of the Board of Directors and management to contemplate various options for Valeo to reduce this valuation gap and the Board of Directors of the Company shall be invited to present to the shareholders options it is considering to enhance value for all stakeholders.

April 12, 2011	EV / EBIT			EV / EBITDA			EV / Revenues		
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	2011e	2012e	2013e	2011e	2012e	2013e	2011e	2012e	2013e
European OE Suppliers									
Valeo	5.4x	4.7x	4.4x	2.9x	2.7x	2.6x	0.3x	0.3x	0.3x
Faurecia	6.7x	5.4x	4.5x	3.5x	3.1x	2.7x	0.3x	0.2x	0.2x
Autoliv	6.9x	6.4x	6.1x	5.1x	4.8x	4.4x	0.8x	0.7x	0.7x
Continental	8.0x	7.1x	6.4x	5.0x	4.6x	4.2x	0.7x	0.7x	0.6x
Brembo SPA	11.1x	8.7x	7.5x	5.4x	4.7x	4.3x	0.7x	0.6x	0.6x
Rheinmetall AG	6.7x	5.4x	4.6x	4.5x	3.8x	3.4x	0.5x	0.5x	0.4x
North American OE Suppliers									
Federal Mogul	12.8x	10.2x		5.8x	5.2x	4.5x	0.6x	0.6x	0.5x
Dana Corp.	7.3x	5.7x		4.3x	3.6x	2.9x	0.4x	0.4x	0.3x
Lear Corp.	5.2x	4.4x	3.8x	4.1x	3.6x	3.3x	0.3x	0.3x	0.3x
TRW	5.5x	5.0x	4.9x	4.0x	3.7x	3.4x	0.5x	0.4x	0.4x
Magna	6.3x	5.3x	4.7x	4.4x	3.7x	3.3x	0.3x	0.3x	0.3x
Tenneco	8.6x	6.7x	5.9x	5.5x	4.6x	4.1x	0.5x	0.4x	0.4x
Arvin Meritor	8.6x	5.7x		6.8x	4.7x	4.2x	0.5x	0.4x	0.4x
Johnson Controls	13.3x	10.8x	8.6x	9.6x	8.0x	6.8x	0.8x	0.7x	0.6x
Borg Warner	11.6x	9.6x	8.6x	8.5x	7.4x	6.4x	1.3x	1.1x	1.0x

Median (Excluding Valeo)	<u>7.7x</u>	<u>6.1x</u>	<u>5.9x</u>	<u>5.1x</u>	<u>4.6x</u>	<u>4.2x</u>	<u>0.5x</u>	<u>0.4x</u>	<u>0.4x</u>
Average (Excluding Valeo)	<u>8.5x</u>	<u>6.9x</u>	<u>6.0x</u>	<u>5.5x</u>	<u>4.7x</u>	<u>4.1x</u>	<u>0.6x</u>	<u>0.5x</u>	<u>0.5x</u>
Valeo Valuation Gap to Peer Average				<u>87%</u>	<u>74%</u>	<u>60%</u>			

Source: Bloomberg estimates