

VALEO

French *société anonyme* with a Board of Directors
with share capital of EUR 238,387,620
Registered office: 43, rue Bayen – 75017 Paris
552 030 967 R.C.S. Paris

NOTICE OF MEETING (AVIS DE CONVOCATION)

Shareholders of Valeo (the "**Company**") are invited to attend an Ordinary and Extraordinary Shareholders' Meeting on 26 May 2016 at 2:30 p.m. at the Pavillon Gabriel, 5, avenue Gabriel, 75008 Paris, to deliberate on the following agenda:

Agenda

Agenda for the Ordinary Shareholders' Meeting:

1. Approval of the unconsolidated financial statements for the financial year ended 31 December 2015;
2. Approval of the consolidated financial statements for the financial year ended 31 December 2015;
3. Allocation of earnings for the financial year ended 31 December 2015 and setting of dividend;
4. Approval of agreements and undertakings governed by Articles L. 225-38 *et seq.* of the French Commercial Code;
5. Approval of an undertaking governed by Article L. 225-42-1 of the French Commercial Code regarding Jacques Aschenbroich;
6. Appointment of Mari-Noëlle Jégo-Laveissière as a director;
7. Appointment of Véronique Weill as a director;
8. Re-appointment of Thierry Moulouguet as a director;
9. Re-appointment of Georges Pauget as a director;
10. Re-appointment of Ulrike Steinhorst as a director;
11. Decision on the annual amount of the director fees;
12. Re-appointment of Ernst & Young et autres as a Principal Statutory Auditor;
13. Re-appointment of Mazars as a Principal Statutory Auditor;
14. Re-appointment of Auditex as an Alternate Statutory Auditor;
15. Appointment of Jean-Maurice El Nouchi as an Alternate Statutory Auditor;
16. Opinion on the compensation components owed or awarded to Pascal Colombani, regarding his duties as Chairman of the Board of Directors, for the financial year ended 31 December 2015;
17. Opinion on the compensation components owed or awarded to Jacques Aschenbroich, regarding his duties as Chief Executive Officer, for the financial year ended 31 December 2015;
18. Authorisation to be granted to the Board of Directors to carry out transactions on the Company's shares;

Agenda for the Extraordinary Shareholders' Meeting:

19. Division by three (3) of the unitary par value of the Company's shares; delegation of powers to the Board of Directors and corresponding amendment of the articles of association;
20. Authorisation to the Board of Directors to carry out allocations of free shares (existing or to be issued) to the employees or corporate officers of the Group or certain employees or corporate officers, with cancellation of the shareholders' preferential subscription right;
21. Decision on an age limit for directors – amendment of article 14.3 of the articles of association;
22. Extension of the age limit applicable to the Chief Executive Officer and any Vice-Chief Executive Officers – amendment of article 18.7 of the articles of association;
23. Compliance of the articles of association with the new wording of Articles L. 225-38 and L. 225-39 of the French Commercial Code deriving from Ordinance no. 2014-863 of 31 July 2014 – amendment of article 19 of the articles of association; and
24. Powers to complete formalities.

The proposed resolutions which will be submitted to the Shareholders' Meeting were published in the notice of meeting (*avis de réunion*) of the *Bulletin des Annonces légales obligatoires* dated 1 April 2016, bulletin no. 40.

Preliminary formalities to attend the Shareholders' Meeting. – All shareholders can take part in the Shareholders' Meeting in accordance with applicable legal and regulatory requirements, regardless the number of shares they own, either by personally attending, by being represented at the Shareholders' Meeting, by voting by mail, or by giving a proxy to the Chairman of the Shareholders' Meeting.

In accordance with Article R. 225-85 of the French Commercial Code, only the shareholders who can prove their status by the registration of their shares in their name or in the name of the intermediary registered on their behalf (pursuant to subparagraph 7 of Article L. 228-1 of the French Commercial Code), on the second business day preceding the Shareholders' Meeting at midnight (00:00 hour), Paris time, *i.e.* on 24 May 2016 at midnight (00:00 hour), Paris time, either in the registered share accounts kept by the Company (or its agent), or in the bearer share accounts kept by the authorised intermediary, will be permitted to take part in the Shareholders' Meeting.

— **for registered shareholders:** this registration in the registered share accounts on 24 May 2016, at midnight (00:00 hour), Paris time, is sufficient to allow them to take part in the Shareholders' Meeting;

— **for bearer shareholders:** registration of their shares in bearer share accounts kept by financial intermediaries is established by a certificate of investment issued by those intermediaries under the conditions provided by Article R. 225-85 of the French Commercial Code, and that should be attached:

- (1) to the mail voting form; or
- (2) to the proxy form; or
- (3) to the request for an admission ticket;

prepared in the name of the shareholder or on behalf of a shareholder represented by the registered intermediary.

A certificate is also issued to shareholders wishing to take part in the meeting in person and who have not received their admission ticket on the second business day preceding the Shareholders' Meeting, at midnight (00:00 hour), Paris time, i.e. on 24 May 2016, at midnight (00:00 hour), Paris time.

Participation to the Shareholders' Meeting. – Shareholders wishing to **attend the Shareholders' Meeting in person** can ask for an admission ticket in the following way:

— **for registered shareholders:** each registered shareholder will automatically receive the voting form, attached to the notice of meeting, which he or she must complete, stating that he or she wishes to take part in the Shareholders' Meeting and to obtain an admission ticket, and returned it executed, with the prepaid envelope attached to the convening form. Alternatively such shareholders may, on the day of the Shareholders' Meeting, go directly to the counter specially provided for this purpose and present an identity card;

— **for bearer shareholders:** bearer shareholders must ask the authorised intermediary handling the management of their share account to arrange for an admission ticket to be sent to them.

Shareholders who do not attend the Shareholders' Meeting in person may choose from among the following three options:

1) voting by mail;

2) giving a proxy to the Chairman of the Shareholders' Meeting;

3) giving a proxy to another shareholder, to their spouse or partner in the context of a *pacte civil de solidarité* or to any other natural or legal person of their choice.

In order to exercise one of the three options listed above, the shareholders shall perform the following formalities:

— **for registered shareholders:** send back the single mail voting or proxy form, which will be sent to them with the notice of meeting, with the prepaid envelope attached to the convening form;

— **for bearer shareholders:** request this form from the authorised intermediary that manages their share account, from the date of the notice of meeting, it being specified that these requests must be received at Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France, at least six days before the Shareholders' Meeting, i.e. on 20 May 2016 (Article R. 225-75 of the French Commercial Code). The single mail voting or proxy form must be accompanied by a certificate of investment issued by the financial intermediary and it must be returned by him or her to the following address: Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

In order to be taken into account, mail voting forms and/or proxy forms, duly completed and signed, must be received at the latest on 23 May 2016.

Proxies granted for this Shareholders' Meeting are valid for any further meetings which may be convened with the same agenda and may be cancelled by the shareholders in the same form as was required for the appointment of their proxy.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notifications of the appointment and revocation of proxies can also be given electronically, in the following way:

— **for registered shareholders:** the shareholder must send an e-mail, with an electronic signature obtained by him from a habilitated certifier under the conditions of applicable laws and regulations, to the address actionnaires.groups@valeo.com. This e-mail must contain the following information: Valeo Shareholders' Meeting of 26 May 2016, surname, forename, address and login Société Générale for the pure registered shareholders (information available on top left of their account statement) or login from financial intermediary for the administrative registered shareholders, and the surname, forename and address of the proxy appointed or revoked;

— **for bearer shareholders:**

(1) the shareholder must send an e-mail, with an electronic signature obtained by him or her from a habilitated certifier under the conditions of applicable laws and regulations to the address actionnaires.groups@valeo.com. This e-mail must contain the following information: Valeo Shareholders' Meeting of 26 May 2016, surname, forename, address and complete bank references, and the surname, forename and address of the proxy appointed or revoked;

(2) the shareholder must ask the financial intermediary handling the management of his/her share account to send a written confirmation to Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

In order to be valid and taken into account, confirmations of electronic appointments or revocations of proxies must be received at the latest at 3 p.m., Paris time, on 25 May 2016.

Appointments or revocations of proxies by mail must be received at the latest on 23 May 2016 at the following address: Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France.

No shareholder that has already voted by mail, sent a proxy or requested an admission ticket or a certificate of investment, will be able to choose another mode of participation in the meeting (Article R. 225-85 of the French Commercial Code). A shareholder can at any time sell all or part of his or her shares. However, if the sale takes place before the second business day preceding the Shareholders' Meeting at midnight (00:00 hour), Paris time, *i.e.* on 24 May 2016, at midnight (00:00 hour), Paris time, the Company will, as the case may be, invalidate or make amendments to the mail vote, proxy, admission ticket or certificate of investment. For this purpose, the authorized intermediary and account holder shall give notice of the sale to the Company or its agent, and shall send it the necessary information. No transfer of ownership completed after the second business day preceding the Shareholders' Meeting, at midnight (00:00 hour), Paris time, *i.e.* on 24 May 2016, at midnight (00:00 hour), will be notified by the authorized intermediary or taken into account by the Company, regardless of the method used, and notwithstanding any agreement providing otherwise (Article R. 225-85 of the French Commercial Code).

It is recalled that for every proxy vote of a shareholder which fails to indicate the name of the authorized representative, the Chairman of the Shareholders' Meeting will issue a vote in favour of the adoption of the proposed resolutions presented or approved by the Board of Directors, and a vote against the adoption of any other proposed resolutions. To make any other vote, the shareholder must choose an authorized representative who will agree to vote in the sense indicated by the represented shareholder.

No provision will be made for voting at this meeting by means of videoconferencing or other means of telecommunication and electronic transmission, and accordingly, no website of the kind referred to in Article R. 225-61 of the French Commercial Code will be made available for this purpose.

Written Questions. – Any shareholder will be entitled to submit written questions until the fourth business day preceding the date of the Shareholders' Meeting, *i.e.* until 20 May 2016 (Article R. 225-84 of the French Commercial Code).

Questions must be sent by registered letter with proof of receipt to: Valeo, The Chairman of the Board of Directors, "Written questions for the Shareholders' Meeting", 43, rue Bayen, 75017 Paris, France, or by electronic means to the following address actionnaires.groups@valeo.com. In order to be taken into account, questions must be accompanied by a certificate of account registration.

When several questions have the same content, a single reply may be given. The reply to a written question will be deemed to have been given if it appears on the website at www.valeo.com (under Shareholders' Meeting).

Documents made available to shareholders. – As required by laws and regulations, all documents that must be provided in the context of this Shareholders' Meeting will be made available to shareholders at Valeo registered office: 43, rue Bayen, 75017 Paris, France, within the legal time limits.

Shareholders may also obtain the documents provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code, within the legal time limits, from the convening notice and until 23 May 2016, by making a request to Société Générale, Service des Assemblées, CS 30812, 44308 Nantes Cedex 3, France (article R. 225-88 of the French Commercial Code).

Furthermore, the documents intended to be presented to the Shareholders' Meeting, together with the other information and documents provided for by Article R. 225-73-1 of the French Commercial Code, will be available on the Company's website at www.valeo.com (under Shareholders' Meeting), at the latest as from 5 May 2016 (*i.e.* 21 days before the Shareholders' Meeting).

The Board of Directors