

VALEO

French *société anonyme* with a Board of Directors with share capital of €239,143,131
Registered office: 43, rue Bayen – 75017 Paris
552 030 967 R.C.S. Paris

CONVENING NOTICE (*AVIS DE CONVOCATION*)

The shareholders of Valeo (the "**Company**") are invited to attend an Ordinary and Extraordinary General Shareholders' Meeting on May 23, 2017 at 2:30 p.m. at Pavillon Gabriel, 5, avenue Gabriel, 75008 Paris, to deliberate on the following agenda:

Agenda for the Ordinary General Shareholders' Meeting:

1. Approval of the individual company financial statements for the financial year ended December 31, 2016;
2. Approval of the consolidated financial statements for the financial year ended December 31, 2016;
3. Allocation of earnings for the financial year ended December 31, 2016 and setting of dividend;
4. Approval of agreements and undertakings governed by Articles L. 225-38 *et seq.* of the French Commercial Code;
5. Renewal of C. Maury Devine's term of office as Director;
6. Renewal of Mari-Noëlle Jégo-Laveissière's term of office as Director;
7. Renewal of Véronique Weill's term of office as Director;
8. Opinion on the compensation components owed or awarded to Pascal Colombani for the financial year ended December 31, 2016, in respect of his office as Chairman of the Board of Directors held until February 18, 2016;
9. Opinion on the compensation components owed or awarded to Jacques Aschenbroich for the financial year ended December 31, 2016, in respect of his office as Chief Executive Officer held until February 18, 2016, then Chairman and Chief Executive Officer as of February 18, 2016;
10. Approval of policy on compensation components applicable to the Chairman and Chief Executive Officer;
11. Authorisation to be granted to the Board of Directors to carry out transactions in shares issued by the Company;

Agenda for the Extraordinary General Shareholders' Meeting:

12. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving access to the Company's share capital and/or granting entitlement to the allocation of debt securities, with maintenance of the shareholders' preferential subscription right;
13. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving access to the Company's share capital and/or granting entitlement to the allocation of debt securities, with cancellation of the shareholders' preferential subscription right;
14. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving access to the Company's share capital and/or granting entitlement to the allocation of debt securities by private placement, within the meaning of Article L. 411-2, II of the French

- Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right;
15. Delegation of authority to the Board of Directors to increase the number of shares or securities to be issued in a rights issue with maintenance or cancellation of the shareholders' preferential subscription right within the framework of options for over-allotment in the event demand exceeds the number of securities offered;
 16. Delegation of authority to the Board of Directors to increase the share capital by capitalisation of premiums, reserves, profits or other amounts that may be capitalised;
 17. Delegation of powers to the Board of Directors to decide to issue shares and/or securities giving access to the Company's share capital and/or entitling holders to be attributed debt securities to be used as remuneration for contributions in kind granted to the Company;
 18. Delegation of authority to the Board of Directors to decide to issue shares and/or securities giving access to the Company's share capital and/or granting entitlement to the allocation of debt securities reserved to members of a savings plan, with cancellation of the shareholders' preferential subscription right;
 19. Authorisation to the Board of Directors to reduce the share capital by cancelling treasury shares;
 20. Amendment of the articles of association to set the method for appointing Directors representing employees on the Board – Law 2015-994 of August 17, 2015 on social dialogue and employment; and
 21. Powers to complete formalities.

The proposed resolutions which will be submitted to the General Shareholders' Meeting were published in the notice of meeting (*avis de réunion*) of the *Bulletin des Annonces légales obligatoires* dated 29 March 2017, bulletin No. 38. It is nevertheless specified that in the proposed twentieth resolution, first paragraph, the words "in favour" are deleted. The remainder of the text of the proposed twentieth resolution as well as the text of the other proposed resolutions remain unchanged.

Preliminary formalities to attend the General Shareholders' Meeting. – All shareholders can take part in the General 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 General Shareholders' Meeting, by voting by mail, or by giving a proxy to the Chairman of the General Shareholders' Meeting.

In accordance with Article R. 225-85 of the French Commercial Code, the shareholders' right to attend the General Shareholders' Meeting is evidenced by their shares being recorded in their name or in the name of the intermediary registered on their behalf (pursuant to paragraph 7 of Article L. 228-1 of the French Commercial Code), on the second business day preceding the General Shareholders' Meeting at midnight (00:00 a.m.), Paris time, *i.e.* on May 19, 2017 at midnight (00:00 a.m.), Paris time, either in the registered share accounts kept by the Company (or its agent), or in the bearer share accounts kept by an authorised intermediary.

— For registered shareholders: this entry in the registered share accounts on May 19, 2017, at midnight (00:00 a.m.), Paris time, is sufficient to allow them to take part in the General Shareholders' Meeting;

— For bearer shareholders: entry of their shares in bearer share accounts kept by financial intermediaries is evidenced 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 card;

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

A certificate is also issued to shareholders wishing to take part in the General Shareholders' Meeting in person and who have not received their admission card on the second business day preceding the General Shareholders' Meeting, at midnight (00:00 a.m.), Paris time, i.e. on May, 19, 2017, at midnight (00:00 a.m.), Paris time.

Participation to the General Shareholders' Meeting. – Shareholders wishing to **attend the General Shareholders' Meeting in person** can ask for an admission card 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 General Shareholders' Meeting and to obtain an admission card, and return it executed, with the prepaid envelope attached to the convening form (alternatively such shareholders may, on the day of the General Shareholders' Meeting, proceed directly to the dedicated desk and present an identity card);

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

Shareholders who **do not attend the General 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 General 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 notice;

— **for bearer shareholders:** request this form from the authorised intermediary that manages their share account, from the date of the convening of the General Shareholders' Meeting, it being specified that these requests must be received by Société Générale, *Service des Assemblées*, CS 30812, 44308 Nantes Cedex 3, France, at least six days before the General Shareholders' Meeting, i.e. by May 17, 2017 (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 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 executed and completed on paper, must be received at the latest on May 19, 2017.

Proxies granted for this General 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 those 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 provided electronically, in the following way:

— **for registered shareholders:** the shareholder must send an e-mail, with an electronic signature obtained by him from an authorised certifier under the conditions of applicable laws and regulations, to the address actionnaires.groups@valeo.com. This e-mail must contain the following mandatory information: Valeo General Shareholders' Meeting of May 23, 2017, surname, first name, address and Société Générale login for the registered shareholders holding so-called "*purely unmediated registered shares*" (information available on the top left of their account statement) or login provided by the financial intermediary for registered shareholders holding so-called "*administratively-registered shares*", in addition to the surname, first name and address of the proxy appointed or revoked;

— **for bearer shareholders:**

(1) the shareholder must send an e-mail, with an electronic signature obtained from an authorised certifier under the conditions of applicable laws and regulations to the address actionnaires.groups@valeo.com. This e-mail must contain the following mandatory information: Valeo General Shareholders' Meeting of May 23, 2017, surname, first name, address and complete bank details, in addition to the surname, first name and address of the proxy appointed or revoked;

(2) the shareholder is required to ask the financial intermediary handling the management of his/her/its 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 May 22, 2017.

Appointments or revocations of proxies by mail must be received at the latest on May 19, 2017 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 form or requested an admission card or a certificate of investment, will be able to choose another mode of participation for the General Shareholders' Meeting (Article R. 225-85 of the French Commercial Code). Shareholders can at any time sell all or part of their shares. However, if the sale takes place before the second business day preceding the General Shareholders' Meeting at midnight (00:00 a.m.), Paris time, *i.e.* on May 19, 2017, at midnight (00:00 a.m), Paris time, the Company will, as the case may be, reject or make necessary amendments to the mail form, proxy, admission card 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 provide it with the relevant information. No transfer of title completed after the second business day preceding the General Shareholders' Meeting, at midnight (00:00 a.m), Paris time, *i.e.* after May 19, 2017, at midnight (00:00 a.m), will be notified by the authorized intermediary or taken into account by the Company, regardless of the form such transfer may take, and notwithstanding any agreement providing otherwise (Article R. 225-85 of the French Commercial Code).

For any proxy form of a shareholder which fails to indicate the name of the proxy, the Chairman of the General Shareholders' Meeting will vote in favour of the adoption of the proposed resolutions submitted or approved by the Board of Directors, and a vote against the adoption of any other proposed resolutions. To vote in any other way, the shareholder must choose a proxy who will agree to vote in the manner indicated by the represented shareholder.

It is not intended for voting at this General Shareholders' Meeting to be possible by videoconference 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 is entitled to submit written questions until the fourth business day preceding the date of the General Shareholders' Meeting, *i.e.* until May 17, 2017 (Article R. 225-84 of the French Commercial Code).

Questions must be sent by registered letter with acknowledgment of receipt to: Valeo, The Chairman of the Board of Directors, "Written questions for the General 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.

Where several questions are the same in terms of 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 (in the "General Shareholders' Meeting" section).

Documents made available to shareholders. – Pursuant to laws and regulations, all documents that must be provided in the context of this General Shareholders' Meeting will be made available to shareholders within the legal timeframes at Valeo's registered office located at 43, rue Bayen, 75017 Paris, France.

Shareholders may also obtain the documents referred to by Articles R. 225-81 and R. 225-83 of the French Commercial Code, within the legal timeframes, as from the date of notice convening the General Shareholders' Meeting until May 18, 2017, by making a request to this effect to the attention of Société Générale, *Service des Assemblées*, CS 30812, 44308 Nantes Cedex 3 (Article R. 225-88 of the French Commercial Code).

Furthermore, the documents intended to be submitted to the General Shareholders' Meeting, together with the other information and documents referred to by Article R. 225-73-1 of the French Commercial Code, will be made available on the Company's website at www.valeo.com (in the "General Shareholders' Meeting" section), at the latest on May 2, 2017 (*i.e.* 21 calendar days before the General Shareholders' Meeting).

The Board of Directors