NOTICE
OF MEETING

COMBINED SHAREHOLDERS’ MEETING
TUESDAY MAY 24, 2022, 2:30 P.M.
AT PAVILLON GABRIEL
5, AVENUE GABRIEL, 75008 PARIS
## CONTENTS

### MESSAGES FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER
- 2

### HOW TO PARTICIPATE IN THE GENERAL SHAREHOLDERS’ MEETING?
- 4
  - Conditions
  - 4
  - How to vote?
  - 5

### FOR YOUR INFORMATION
- 9

### KEY FIGURES
- 10

### SUMMARY OF THE GROUP’S FINANCIAL RESULTS AND POSITION
- 14

### THE BOARD OF DIRECTORS DURING THE YEAR ENDED DECEMBER 31, 2021
- 26

### AGENDA
- 48
  - Agenda for the Ordinary General Shareholders’ Meeting
  - 48
  - Agenda for the Extraordinary General Shareholders’ Meeting
  - 48
  - Agenda for the Ordinary General Shareholders’ Meeting
  - 48

### PRESENTATION OF THE PROPOSED RESOLUTIONS
- 49
  - Report of the Board of Directors
  - 49

### APPENDICES
- 62
  - Appendix 1 - Compensation components paid to directors for the financial year ended December 31, 2021
  - 62
  - Appendix 2 - Table summarizing compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer
  - 63
  - Appendix 3 - Table summarizing compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Deputy Chief Executive Officer (for the period from May 26, 2021 to December 31, 2021)
  - 67
  - Appendix 4 - Compensation policy for directors for the year ending December 31, 2022
  - 71
  - Appendix 5 - Compensation policy for Jacques Aschenbroich for the financial year ending December 31, 2022, in his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022
  - 73
  - Appendix 6 - Compensation Policy for Christophe Périllat for the financial year ending December 31, 2022, in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022
  - 76

### REGISTERED SHAREHOLDERS: OPT FOR THE E-NOTICE
- 83

### REQUEST FOR DOCUMENTS AND INFORMATION
- 84
In keeping with today’s environmental and social issues, future mobility must be greener, safer and more diverse, and must improve the well-being and safety of citizens and consumers. We will achieve this goal thanks to our unique positioning and technological leadership in the areas that are driving the transformation of the automotive industry and sustainable mobility across the globe. This positioning and this leadership are rooted in our expertise, innovations and operational excellence. They are supported by our values and business culture and built to serve our customers, employees, shareholders and host regions.

As a tech company, Valeo’s goal is to play a major role in the mobility of tomorrow.
“2021, a year of remarkable resilience for Valeo.”

JACQUES ASCHENBROICH
CHAIRMAN OF THE BOARD OF DIRECTORS

n the wake of 2020, which saw a 17% decline in automotive production as a result of the pandemic, we were met with severe disruption in 2021 due to an environment heavily impacted by the shortage of electronic components. Consequently, over the last two years, automotive production has shrunk by about 13 million vehicles per year compared to pre-crisis levels. Despite the severe global semiconductor shortage, we were able to supply all of our customers, without exception, attesting to our strong and recognized resilience. In addition, we fully achieved our EBITDA margin target of 13.4%, with an amount up 53% compared to 2020, in keeping with our ambition shared at the beginning of 2021. Lastly, the voluntary and temporary increase in inventories needed to supply our customers without disruption resulted in free cash flow generation of 292 million euros, slightly below our initial target of 330 million euros.

Carbon neutrality by 2050, a deep-rooted sustainability commitment
In 2021, we took our ESG commitment one step further with a goal of achieving carbon neutrality by 2050, and accomplishing just under half of that goal by 2030. We are also a signatory to the “Business Ambition for 1.5°C” campaign and were the first European automotive supplier to issue a sustainability-linked bond, for a total of 700 million euros. By 2030, Valeo’s CO₂ emissions will have decreased by 45% across its entire value chain – including emissions from its suppliers, its own operating activities and the end use of its products – compared with 2019. This commitment is our contribution to a major societal issue, the fight against global warming. The goal fits perfectly with our strategy of designing and developing technologies that contribute to cleaner mobility in all its forms.

Valeo, a successful transformation
Since 2009, the scale of our business has changed: our sales have more than doubled, the workforce has grown from 45,000 to 110,000 employees, and we have expanded internationally, particularly in Asia. China is now our biggest country, with more than 20,000 employees. We have also significantly diversified our customer base, which is now one-third German and one-third Asian. In addition, we have streamlined our organization, which has led to significant synergies, and realigned our strategy to focus on CO₂ emissions reduction and advanced driving assistance systems (ADAS). Our capacity for innovation has made us the world’s leading French patent applicant and the world leader in electrification (high- and low-voltage systems) as well as in ADAS. This strategy has allowed us to improve our profitability and at the same time prepare for the future.

Change in governance
As per our commitment in 2019, the Board of Directors unanimously decided to separate the roles of Chairman of the Board of Directors and Chief Executive Officer of Valeo. The succession plan drawn up by the Board of Directors and initiated on October 27, 2020, with the appointment of Christophe Périllat as Associate Chief Executive Officer until his appointment as Chief Executive Officer on January 26, 2022, has been successfully implemented and has received the backing of the Group’s employees and stakeholders. I will assume the responsibility of Chairman of the Board of Directors and will support Christophe Périllat in his role. Finally, I would like to thank all of the Group’s employees in whom I have complete confidence – starting with Christophe, who is the natural leader to guide Valeo towards new horizons consistent with our strategy and values, while preparing it for the mobility challenges of tomorrow.

Jacques Aschenbroich

(*) Chairman and Chief Executive Officer until January 26, 2022.
too would like to thank all Valeo employees for their commitment in enabling the Group to achieve good results in 2021 in a difficult automotive industry environment. I am confident in Valeo’s future as the automotive industry undergoes a major transformation in the coming two decades. We have identified four structural growth megatrends to support the transition to safer, cleaner mobility: electrification, ADAS, reinvention of the interior experience and lighting everywhere. This major transformation is beneficial not only to the planet, but to Valeo as well. For many years now, we have been investing in electrification and ADAS. Our decision to acquire Siemens’ stake in Valeo Siemens eAutomotive is aligned with this vision. With this transaction and the integration of Valeo Siemens eAutomotive within our Powertrain Systems Business Group, we are accelerating by strengthening our position as a major player in electrification by creating a more innovative, competitive and profitable champion with all the technologies needed to decarbonize mobility.

Move Up, the new medium-term strategic and financial plan
Presented to the market on February 25, 2022, the Move Up plan has enabled us to update our strategic ambitions and financial objectives for 2025. It takes into account an increase in raw material prices, synergies following the integration of Valeo Siemens eAutomotive estimated at 120 million euros on an annual basis, an efficiency program worth 100 million euros on an annual basis, and 500 million euros in non-strategic asset divestitures. The plan forms part of a longer term vision in which the electrification and ADAS markets will experience hypergrowth to reach 200 billion euros and 120 billion euros, respectively, by 2035. Thanks to Move Up, we will be ideally positioned to leverage this growth with leading-edge technologies, a robust financial performance and cash generation that will guarantee strong value creation.

Christophe Périllat

“Valeo, a Group ideally positioned to meet the future challenges of sustainable mobility.”

(1) Deputy Chief Executive Officer until January 26, 2022.
HOW TO PARTICIPATE IN THE GENERAL SHAREHOLDERS’ MEETING?

Warning – Covid-19
In the context of the coronavirus epidemic (Covid-19), shareholders are advised to exercise due caution and to opt for voting remotely before the General Shareholders’ Meeting, using the single mail voting form, the proxy form or online by connecting to the secure platform Votaccess, rather than attending the General Shareholders’ Meeting in person. We remind those shareholders who would like to attend the General Shareholders’ Meeting in person that their attendance will depend on observance of the health measures that may apply at the date of the Meeting.

Valeo’s General Shareholders’ Meeting will be streamed (broadcast live and recorded) on the Company’s website (www.valeo.com).

It should be noted that the modalities of holding and participating in the General Shareholders’ Meeting may change according to health and/or regulatory requirements. Shareholders are therefore invited to regularly consult the page dedicated to the 2022 General Shareholders’ Meeting on the Company’s website www.valeo.com (see “Investors and Shareholders / General Meeting”).

Conditions

To be able to attend the General Shareholders’ Meeting, you must ensure that your shares have been recorded by midnight (Paris time) on the second business day preceding the General Shareholders’ Meeting, i.e. at midnight (Paris time) on May 20, 2022:

- either in the registered shareholder account managed by the Company if the shares are registered in your name;
- or in the securities account managed by a financial intermediary on your behalf if your shares are bearer shares. This will then be certified by a certificate of account registration (attestation de participation) issued by the financial intermediary. This certificate must be attached to the voting form for the meeting.

A certificate will also be issued if you wish to attend the General Shareholders’ Meeting in person and have not received your admission card at midnight (Paris time) on May 20, 2022.

Any shareholder who has already cast his/her vote remotely, sent in a proxy form, or requested an admission card or certificate of account registration can no longer choose another means of participation.

Please note that the shareholder who has already expressed his/her vote is entitled to sell all or part of his/her shares. However, if the transfer of ownership occurs before May 20, 2022 at midnight (Paris time), the Company invalidates or modifies accordingly, the postal vote, the proxy, or the certificate of account registration, as the case may be, up to the number of the shares sold.
How to vote?

There are several ways to exercise your voting rights, which are presented below in more detail:
1. attending the General Shareholders’ Meeting in person;
2. voting by mail;
3. giving a proxy to the Chairman of the General Shareholders’ Meeting or to any natural or legal person of your choice.

These modalities can be exercised by post or online. Valeo offers each shareholder the possibility, prior to the General Shareholders’ Meeting, of requesting an admission card, transmitting voting instructions, or appointing or revoking a proxy, online, on the secure voting platform Votaccess, under the conditions described below.

The secure platform Votaccess will be open from April 29, 2022 at 9 a.m. (Paris time) until May 23, 2022 at 3 p.m. (Paris time).

Shareholders are advised not to wait until the last days before the General Shareholders’ Meeting to request an admission card or to enter their instructions.

1. If you wish to attend the General Shareholders’ Meeting in person

If you wish to attend the General Shareholders’ Meeting in person, you must first request an admission card in one of the ways described below:

1.1 Requesting an admission card by post (with the voting form)

To do this, you need to check box A at the top of the voting form, date and sign the bottom of the form, and enter your first name, last name and address or, if these already appear on the form, make sure they are correct.

- If you hold registered shares, send your request with the prepaid envelope attached to this notice of meeting.
- If you hold bearer shares, ask the bank holding your securities to arrange for an admission card to be sent to you by Société Générale.

The request must be sent early enough so that it is received by Société Générale no later than May 20, 2022 (see address below).

If you have not received the card that you have requested three days before the General Shareholders’ Meeting, please call the admission card information centre of Société Générale, at 0 825 315 315 (0.15 euros/min from a land line in France), open from 8:30 a.m. to 6 p.m.

1.2 Requesting an admission card online (Votaccess)

Shareholders wishing to attend the General Shareholders’ Meeting in person may also request an admission card online as follows:
- If you hold registered shares, you must make your request online on the secure platform Votaccess accessible via the website www.sharinbox.societegenerale.com using your access code sent to you by letter at the time of your first contact with Société Générale (it can be resent to you by clicking on “Get your codes” on the website homepage). You must then follow the procedure on the screen. The admission card will be available in accordance with the detailed procedure. If you have not chosen to receive the card by post, you will have to print it out and present it at reception.
- If you hold bearer shares, you must identify yourself on the Internet portal of your account-holding institution with your usual access codes. It is specified that only holders of bearer shares whose account-holding institution has subscribed to the Votaccess system and offers them this service for this General Shareholders’ Meeting will be able to access it. The securities account-holding institution of a bearer shareholder who does not subscribe to Votaccess or if access to the secure platform is subject to special terms of use, the institution will inform the shareholder of the procedure to be followed.

In any case, in order to be taken into account, requests for admission cards online must be made no later than 3 p.m. (Paris time) on the day before the Meeting, i.e. May 23, 2022.
2. **If you do not wish to attend the General Shareholders’ Meeting in person**

If you are not attending the General Shareholders’ Meeting in person, you may choose one of the following possibilities to cast your vote. **You may not, by any means, cast a postal vote and give a proxy at the same time.** You will have to choose between one form of participation and another.

It is recalled that for any proxy form that fails to name a 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 against the adoption of any other proposed resolutions.

2.1 **Voting by mail or giving a proxy by post (with the voting form)**

- If you hold registered shares, return the single mail voting form or proxy form, completed with one of the choices detailed below, using the prepaid envelope attached to this notice of meeting.

- If you hold bearer shares, you must send a request to receive the single mail voting form or proxy form to the bank holding your securities by simple letter. To be honoured, the financial intermediary must receive the request for a single voting/proxy form at least six days before the date of meeting, i.e. no later than May 18, 2022. The single mail voting form or proxy form, completed with one of the choices detailed below, must be returned to your depositary bank, which will forward it to Société Générale, together with a certificate of account registration.

**A. If you want to cast a postal vote**

Check the box “I VOTE BY POST” of the voting form, and indicate how your vote should be cast:

- for the draft resolutions presented or approved by the Board of Directors (resolutions 1 to 19 – box a):
  - leave blank the boxes corresponding to the resolutions for which you wish to vote YES,
  - tick the boxes corresponding to the resolutions for which you wish to vote NO,

- tick the boxes corresponding to the resolutions for which you wish to abstain. In this case, your securities will be counted in for the determination of the global quorum of the General Shareholders’ Meeting. However, your abstention will not be counted in for the adoption or rejection of the resolution,

- for the draft resolutions not approved by the Board of Directors, if any (box b), tick the box YES, NO or Abstain for each resolution, as appropriate,

- in the event that amendments to the resolutions or new resolutions are presented during the Meeting, do not forget to choose one of the options offered in box c so that your shares are taken into account: for these resolutions, you can give a proxy to the Chairman of the General Shareholders’ Meeting, abstain (in which case your abstention will not be taken into account in the calculation of the adoption or rejection of the resolution) or give a proxy to another person. In the latter case, do not forget to indicate the name of your representative. If no explicit indication is given in box c, a negative vote to all amendments to resolutions or new resolutions presented during the meeting will be applied.

B. **If you want to give a proxy to the Chairman of the General Shareholders’ Meeting**

Check the box “I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL SHAREHOLDERS’ MEETING” of the voting form. Simply date and sign the form in the red box at the bottom.

In this case, your vote will be in favour of all draft resolutions presented or approved by the Board of Directors (resolutions 1 to 19) and against all other draft resolutions not approved by the Board of Directors.

C. **If you want to give a proxy to a third party**

Check the box “I HEREBY APPOINT” of the voting form and state the full name and the address of the person who will be attending the General Shareholders’ Meeting and voting on your behalf.

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**Do not forget** to write your name, first name and address in the bottom right-hand corner of the single mail voting form or proxy form or to check the accuracy of your details if they are already indicated in the form, then date and sign in the red box provided.

In order to be taken into account, the single mail voting form, as well as the appointment or revocation of proxies(1) expressed by post, must be received (either directly for registered shareholders, or via the financial intermediary for bearer shareholders) at Société Générale Securities Services, Service des Assemblées – CS 30812, 44308 Nantes Cedex 3, France at least three days before the date of the General Shareholders’ Meeting, i.e. no later than May 20, 2022.

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(1) **Shareholders may also revoke their proxy, it being specified that the revocation, which must be communicated to the Company, follows the same procedure as a proxy appointment in accordance with Articles R. 225-79 and R. 22-10-24 of the French Commercial Code. To appoint a new proxy, shareholders should request a new form marked “Change of proxy”. This new form must be received by Société Générale Securities Services, Service des Assemblées – CS 30812 - 44308 Nantes Cedex 3, France no later than three days before the General Meeting, i.e. May 20, 2022.**
2.2 Voting by mail or giving a proxy online (Votaccess)

Shareholders also have the possibility to transmit their voting instructions and appoint or revoke a proxy online before the General Shareholders’ Meeting, on the Votaccess website, under the following conditions:

- If you hold registered shares, you can access Votaccess to vote or appoint a proxy online by logging on to the website www.sharinbox.societegenerale.com using the access code by post at the time of your first contact with Société Générale. You can have the access code resent by clicking on «Get your codes» on the website home page. You must then follow the instructions given on the screen.
- If you hold bearer shares, you must log in to your account-holding institution’s web portal using the usual access codes. It is specified that only holders of bearer shares whose account-holding institution has subscribed to the Votaccess website and offers them this service for this General Shareholders’ Meeting will be able to access it. The account-holding institution of the bearer shareholder who does not subscribe to Votaccess, or if access to the secure platform is subject to special terms of use, the institution will inform the shareholder of the procedure to be followed.

Written questions

Each shareholder is entitled to ask written questions on the matters that fall within the scope of the General Shareholders’ Meeting. Such questions must be sent to the Company no later than the fourth business day preceding the date of the General Shareholder’s Meeting.

Please note that the secure platform Votaccess, allowing you to vote or give proxy online, will be open from April 29, 2022 at 9 a.m. (Paris time) until May 23, 2022 at 3 p.m. (Paris time).

In accordance with the provisions of Articles R. 225-79 and R. 22-10-24 of the French Commercial Code, you may also notify the appointment and revocation of a proxy by sending an e-mail to the following address: ag2022.fr@socgen.com

- If your hold pure registered shares, you must mention in your e-mail your first name, last name, address and Société Générale identifier (which you will find at top left of your account statement) as well as the first name and last name of your proxy (appointed or revoked).
- If you hold administered registered shares or bearer shares, you must mention in your e-mail your full name, address and bank details as well as the full name of your proxy (appointed or revoked) and attach the certificate of account registration issued by the bank holding your securities. You must also ask the bank holding your securities to send confirmation to Société Générale, Service des Assemblées.

The same procedure applies if you wish to revoke your proxy.

In order for proxy appointments or revocations to be taken into account, confirmation must be received by Société Générale no later than May 23, 2022 at 3 p.m. (Paris time).
HOW TO PARTICIPATE IN THE GENERAL SHAREHOLDERS’ MEETING?

You are invited to choose one option, failing which a vote against all amendments to the resolutions or new resolutions presented during the meeting will be applied.

If your shares are bearer shares, send the form to the bank holding your shares in order that your instructions are taken in account.

You will not attend the Meeting and you wish to appoint a named person as proxy who will be present at the Meeting: tick the box and enter the details of the person concerned (first name, last name, address).

You will not attend the Meeting and you wish to vote by mail: tick the box and fill in boxes a, b, and c.

You will not attend the Meeting and you wish to appoint the Chairman of the Meeting as your proxy: tick box.

You are invited to choose one option, failing which a vote against all amendments to the resolutions or new resolutions presented during the meeting will be applied.

If your shares are bearer shares, send the form to the bank holding your shares in order that your instructions are taken in account.

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You will not attend the Meeting and you wish to vote by mail: tick the box and fill in boxes a, b, and c.

You will not attend the Meeting and you wish to appoint the Chairman of the Meeting as your proxy: tick box.

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You will not attend the Meeting and you wish to vote by mail: tick the box and fill in boxes a, b, and c.

You will not attend the Meeting and you wish to appoint the Chairman of the Meeting as your proxy: tick box.

You are invited to choose one option, failing which a vote against all amendments to the resolutions or new resolutions presented during the meeting will be applied.

If your shares are bearer shares, send the form to the bank holding your shares in order that your instructions are taken in account.
For any information about your participation in the General Shareholders’ Meeting, please contact your bank or call the toll-free number 0800 814 045 (free from a land line in France) or +33 (01) 40 55 20 39 from outside France, or send an email to the following address: valeo.actionnairesindividuels.mailbox@valeo.com

On our website: www.valeo.com, you can find the notices of meeting and the convening notice of this Meeting, the number of voting rights existing at the date of publication of the notice of meeting, all documents to be presented to the General Shareholders’ Meeting, the Universal Registration Document, the single mail voting form or proxy form, and, if applicable, any points required by shareholders to be recorded on the agenda and any draft resolutions presented by shareholders.
**KEY FIGURES**

**FINANCIAL PERFORMANCE 2021**

**€17.3bn IN SALES**

82% ORIGINAL EQUIPMENT
18% AFTERMARKET AND OTHER

**SALES BY BUSINESS GROUP**

*Excluding the Top Column Module business.

**OEM SALES: GROWTH, OUTPERFORMANCE and Breakdown by Destination Region**

Like for like**

**NORTH AMERICA**

5 pt* OUTPERFORMANCE

19% of Group sales
OEM sales vs 2020: +5%

**EUROPE (incl. Africa)**

3 pt* OUTPERFORMANCE

45% of Group sales
OEM sales stable vs 2020

**SOUTH AMERICA**

1 pt* OUTPERFORMANCE

2% of Group sales
OEM sales vs 2020: +17%

**ASIA, MIDDLE EAST AND OCEANIA (including China)**

0 pt OUTPERFORMANCE*

34% of Group sales
OEM sales vs 2020: +8%

**CHINA**

3 pt* UNDERPERFORMANCE

16% of Group sales
OEM sales vs 2020: +5%

**WORLD**

0 pt OUTPERFORMANCE*

2 pt OUTPERFORMANCE EXCLUDING GEOGRAPHIC MIX

* Versus the automotive market, based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for China.

** See financial glossary, page 25.
**KEY FIGURES**


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**FREE CASH FLOW**

*In millions of euros*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>294</td>
</tr>
<tr>
<td>2021</td>
<td>292</td>
</tr>
</tbody>
</table>

* See financial glossary, page 25.

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**OPERATING MARGIN**

*In millions of euros and as a % of sales*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
<th>% of Sales</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>1,505</td>
<td>9.2%</td>
</tr>
<tr>
<td>2021</td>
<td>1,505</td>
<td>9.4%</td>
</tr>
</tbody>
</table>

---

**EBITDA** AND BREAKDOWN BY BUSINESS GROUP

*In millions of euros and as a % of each Business Group’s sales*

<table>
<thead>
<tr>
<th>Group</th>
<th>2020</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Comfort &amp; Driving Assistance Systems</strong></td>
<td>412</td>
<td>12.8%</td>
</tr>
<tr>
<td><strong>Powertrain Systems</strong></td>
<td>409</td>
<td>9.4%</td>
</tr>
<tr>
<td><strong>Thermal Systems</strong></td>
<td>247</td>
<td>6.7%</td>
</tr>
<tr>
<td><strong>Visibility Systems</strong></td>
<td>435</td>
<td>8.7%</td>
</tr>
</tbody>
</table>

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**INVESTMENTS IN PROPERTY, PLANT AND EQUIPMENT**

*In millions of euros*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>880</td>
<td>+5.4%</td>
</tr>
<tr>
<td>2021</td>
<td>780</td>
<td>+4.5%</td>
</tr>
</tbody>
</table>

* Excluding capitalized R&D expenditure.

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**INCOME FROM OPERATIONS**

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>699</td>
<td>-2.3%</td>
</tr>
<tr>
<td>2021</td>
<td>780</td>
<td>+4.0%</td>
</tr>
</tbody>
</table>

* Excluding share in net earnings of equity-accounted companies.

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**ORDER INTAKE**

*In billions of euros*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>15.9</td>
</tr>
<tr>
<td>2021</td>
<td>21.0</td>
</tr>
</tbody>
</table>

* See financial glossary, page 25.

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**ORDER INTAKE**

*45% of order intake derived from innovative products or systems in 2021*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>15.9</td>
<td>-2.3%</td>
</tr>
<tr>
<td>2021</td>
<td>21.0</td>
<td>+4.0%</td>
</tr>
</tbody>
</table>

* Excluding share in net earnings of equity-accounted companies.

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**EBITDA** AND BREAKDOWN BY BUSINESS GROUP

*In millions of euros and as a % of each Business Group’s sales*

<table>
<thead>
<tr>
<th>Group</th>
<th>2020</th>
<th>2021</th>
</tr>
</thead>
<tbody>
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<td><strong>Comfort &amp; Driving Assistance Systems</strong></td>
<td>412</td>
<td>12.8%</td>
</tr>
<tr>
<td><strong>Powertrain Systems</strong></td>
<td>409</td>
<td>9.4%</td>
</tr>
<tr>
<td><strong>Thermal Systems</strong></td>
<td>247</td>
<td>6.7%</td>
</tr>
<tr>
<td><strong>Visibility Systems</strong></td>
<td>435</td>
<td>8.7%</td>
</tr>
</tbody>
</table>

* Excluding share in net earnings of equity-accounted companies.

---

**ORDER INTAKE**

*45% of order intake derived from innovative products or systems in 2021*

<table>
<thead>
<tr>
<th>Year</th>
<th>Value</th>
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<td>15.9</td>
<td>-2.3%</td>
</tr>
<tr>
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<td>+4.0%</td>
</tr>
</tbody>
</table>

* Excluding share in net earnings of equity-accounted companies.
**SUSTAINABLE DEVELOPMENT PERFORMANCE 2021**(1)

### Research and Development Expenditure
**In millions of euros and as % of total sales**

<table>
<thead>
<tr>
<th>Year</th>
<th>Expenditure</th>
<th>% of Total Sales</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020</td>
<td>1,495</td>
<td>10.3%</td>
</tr>
<tr>
<td>2021</td>
<td>1,510</td>
<td>8.7%</td>
</tr>
</tbody>
</table>

### OEM Sales Derived from Products Contributing to Cleaner and Safer Mobility
**As a % of OEM sales**

- Cleaner: 48%
- Safer: 32%
- Cleaner and safer: 12%
- Other: 8%

92% of our OEM sales contribute to cleaner and safer mobility

### Innovation
- **14,730** employees in research and development
- **1,448** patents filed in 2021

### Governance
- **100%** average rate of attendance at meetings of the Board of Directors
- **83%** of directors are independent(2)
- **50%** of the members of the Board of Directors are women(3)

### Social Footprint
- **95%** of new employees took and validated the Anti-Bribery Compliance Induction Program module
- **82%** Share of production purchases for which the suppliers’ sustainable development practices were assessed during the year

---


(2) In accordance with the ARCEP-MEDIF Code, this figure does not include directors representing employees.

(3) In accordance with Article I.225-27-1, II of the French Commercial Code, this percentage does not include directors representing employees.
ENVIRONMENTAL ECO-EFFICIENCY

- 31% of sites certified ISO 50001
- 14.8 t/€m Total waste generated as a proportion of sales
- 31% of sites covered by employee representative bodies compared to 2019

VALEO AND ITS EMPLOYEES

- 86.3/100(t) gender equality index, Group average
- 50% of employees are Valeo shareholders
- 72% of sites covered by employee representative bodies

FREQUENCY RATE OF OCCUPATIONAL ACCIDENTS*

FR1

- Calculation of FR1: number of lost-time accidents x 1,000,000/number of hours worked during the year.

AVERAGE HOURS OF TRAINING PER EMPLOYEE*

- This ratio corresponds to all employees trained during the year (including those no longer in the Group)/total headcount at end-December.

(t) This index is based on the evaluation of five criteria, taking into account managers and professionals only:
- criterion 1: difference in compensation between men and women;
- criterion 2: difference in individual pay rises between men and women;
- criterion 3: difference in the percentage of men and women promoted;
- criterion 4: percentage of women employees receiving a pay rise after returning from maternity leave;
- criterion 5: percentage of women among the top ten highest paid employees.
### SUMMARY OF THE GROUP’S FINANCIAL RESULTS AND POSITION

This summary of the Group’s financial results and position includes information from the 2021 results press release of February 25, 2022 and the Company’s Universal Registration Document filed with the AMF on April 7, 2022 under number D.22-0254. See these documents for further details.


#### 2021 Annual Results

<table>
<thead>
<tr>
<th></th>
<th>2021</th>
<th>2020</th>
<th>Change</th>
<th>2019</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>(in millions of euros)</td>
<td>17,262</td>
<td>16,436</td>
<td>+5%</td>
<td>19,477</td>
</tr>
<tr>
<td>Original equipment sales</td>
<td>(in millions of euros)</td>
<td>14,151</td>
<td>13,810</td>
<td>+2%</td>
<td>16,360</td>
</tr>
<tr>
<td>Gross margin</td>
<td>(in millions of euros)</td>
<td>3,040</td>
<td>2,155</td>
<td>+41%</td>
<td>3,454</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>17.6%</td>
<td>13.1%</td>
<td>+4.5 pts</td>
<td>17.7%</td>
<td>-0.1 pt</td>
</tr>
<tr>
<td>R&amp;D expenditure</td>
<td>(in millions of euros)</td>
<td>(1,510)</td>
<td>(1,695)</td>
<td>-11%</td>
<td>(1,550)</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-8.7%</td>
<td>-10.3%</td>
<td>+1.6 pt</td>
<td>-8.0%</td>
<td>-0.7 pt</td>
</tr>
<tr>
<td>Selling and administrative expenses</td>
<td>(in millions of euros)</td>
<td>(831)</td>
<td>(832)</td>
<td>-0.1%</td>
<td>(870)</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-4.8%</td>
<td>-5.1%</td>
<td>+0.3 pt</td>
<td>-4.4%</td>
<td>-0.4 pt</td>
</tr>
<tr>
<td>Operating margin excluding share in net earnings (losses) of equity-accounted companies</td>
<td>(in millions of euros)</td>
<td>699</td>
<td>(372)</td>
<td>N/A</td>
<td>1,034</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>4.0%</td>
<td>-2.3%</td>
<td>+6.3 pts</td>
<td>5.3%</td>
<td>-1.3 pt</td>
</tr>
<tr>
<td>Share in net earnings (losses) of equity-accounted companies</td>
<td>(in millions of euros)</td>
<td>(243)</td>
<td>(278)</td>
<td>-13%</td>
<td>(237)</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-1.4%</td>
<td>-1.7%</td>
<td>+0.3 pt</td>
<td>-1.2%</td>
<td>-0.2 pt</td>
</tr>
<tr>
<td>Operating margin including share in net earnings (losses) of equity-accounted companies*</td>
<td>(in millions of euros)</td>
<td>456</td>
<td>(650)</td>
<td>N/A</td>
<td>797</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>2.6%</td>
<td>-4.0%</td>
<td>6.6 pts</td>
<td>4.1%</td>
<td>-1.5 pt</td>
</tr>
<tr>
<td>Net attributable income (loss)</td>
<td>(in millions of euros)</td>
<td>175</td>
<td>(1,089)</td>
<td>N/A</td>
<td>313</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>1.0%</td>
<td>-6.6%</td>
<td>+7.6 pts</td>
<td>1.6%</td>
<td>-0.6 pt</td>
</tr>
<tr>
<td>Basic earnings per share</td>
<td>(in euros)</td>
<td>0.73</td>
<td>(4.55)</td>
<td>N/A</td>
<td>1.31</td>
</tr>
<tr>
<td>EBITDA*</td>
<td>(in millions of euros)</td>
<td>2,308</td>
<td>1,505</td>
<td>+53%</td>
<td>2,496</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>13.4%</td>
<td>9.2%</td>
<td>+4.2 pts</td>
<td>12.8%</td>
<td>+0.6 pt</td>
</tr>
<tr>
<td>Change in operating working capital</td>
<td>(in millions of euros)</td>
<td>(460)</td>
<td>266</td>
<td>N/A</td>
<td>301</td>
</tr>
<tr>
<td>Investments in property, plant and equipment and intangible assets</td>
<td>(in millions of euros)</td>
<td>(1,109)</td>
<td>(1,329)</td>
<td>-17%</td>
<td>(1,766)</td>
</tr>
<tr>
<td>Free cash flow*</td>
<td>(in millions of euros)</td>
<td>292</td>
<td>294</td>
<td>-1%</td>
<td>519</td>
</tr>
<tr>
<td>Net debt*</td>
<td>(in millions of euros)</td>
<td>3,104</td>
<td>2,944</td>
<td>+160m</td>
<td>2,817</td>
</tr>
<tr>
<td>ROCE*</td>
<td>9%</td>
<td>-13%</td>
<td>N/A</td>
<td>13%</td>
<td>N/A</td>
</tr>
<tr>
<td>ROA*</td>
<td>5%</td>
<td>-12%</td>
<td>N/A</td>
<td>8%</td>
<td>N/A</td>
</tr>
</tbody>
</table>

* See financial glossary, page 25.

#### 2021 annual results in line with the preliminary financial information published on January 26, 2022

- Sales of 17,262 million euros.
- EBITDA margin at 13.4% of sales.
- Free cash flow of 292 million euros.
- Valeo Siemens eAutomotive negative contribution to “Share in net earnings of equity-accounted companies” of 255 million euros.
2021 dividend

At the next Shareholder’s Meeting, Valeo will ask shareholders to approve an increase in the dividend to 0.35 euros per share (up 17% compared to 2020).

2021 sales

2021 automotive production was up by only 4% year on year. Hit by the Covid crisis in 2020, business was severely disrupted by the electronic components crisis in 2021.

<table>
<thead>
<tr>
<th>Sales (in millions of euros)</th>
<th>As a % of 2021 sales</th>
<th>2021</th>
<th>VS. 2020</th>
<th>VS. 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>2020 LFL change</td>
<td>Change</td>
<td>2019 LFL change</td>
</tr>
<tr>
<td>Original equipment</td>
<td>82%</td>
<td>14,151</td>
<td>13,810</td>
<td>+4%</td>
</tr>
<tr>
<td>Aftermarket</td>
<td>12%</td>
<td>2,068</td>
<td>1,748</td>
<td>+22%</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>6%</td>
<td>1,043</td>
<td>878</td>
<td>+20%</td>
</tr>
<tr>
<td>TOTAL</td>
<td>100%</td>
<td>17,262</td>
<td>16,436</td>
<td>+6%</td>
</tr>
</tbody>
</table>

* Like-for-like (1).

Compared to 2020:

Consolidated sales came in at 17,262 million euros, up 5%. Changes in exchange rates had a negative 1.1% impact, primarily due to the depreciation of the euro against the US dollar and the Japanese yen. Changes in Group structure had a negative 0.2% impact for the period.

Original equipment sales grew by 4% on a like-for-like basis, spurred by a slight rebound in trading. Hit by the Covid crisis in 2020, business was severely disrupted by the electronic components crisis in 2021. Valeo nevertheless managed to supply all of its customers without interruption.

Like-for-like aftermarket sales rose sharply by 22%, driven by price increases and an excellent service rate in the aftermarket business.

«Miscellaneous» sales rose by 20% on a like-for-like basis, supported by customer contributions to R&D.

Q4 sales (in millions of euros)

<table>
<thead>
<tr>
<th>Sales (in millions of euros)</th>
<th>As a % of Q4 2021 sales</th>
<th>Q4</th>
<th>2021</th>
<th>Q4 2020 LFL change</th>
<th>Change</th>
<th>Q4 2019 LFL change</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original equipment</td>
<td>80%</td>
<td>3,456</td>
<td>4,196</td>
<td>-19%</td>
<td>-18%</td>
<td>4,094</td>
<td>-14%</td>
</tr>
<tr>
<td>Aftermarket</td>
<td>12%</td>
<td>518</td>
<td>476</td>
<td>+10%</td>
<td>+9%</td>
<td>508</td>
<td>+9%</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>8%</td>
<td>330</td>
<td>317</td>
<td>-5%</td>
<td>-4%</td>
<td>327</td>
<td>+26%</td>
</tr>
<tr>
<td>Q4 TOTAL</td>
<td>100%</td>
<td>4,304</td>
<td>4,989</td>
<td>-15%</td>
<td>-14%</td>
<td>4,929</td>
<td>-9%</td>
</tr>
</tbody>
</table>

* Like-for-like (1).

In fourth-quarter 2021, business was affected by the shortage of electronic components, which disrupted the supply chain and our customers’ production schedules, while automotive production fell by 10% compared with 2020. Sales totalled 4,304 million euros, down 15% on a like-for-like basis. Original equipment sales slid by 19% compared with 2020 on a like-for-like basis, reflecting the impact of the electronic components crisis on activity for certain automaker platforms. Like-for-like aftermarket sales rose by 10% compared to 2020.

(1) See financial glossary, page 25.
### Original equipment sales by destination region

<table>
<thead>
<tr>
<th>Original equipment sales (in millions of euros)</th>
<th>As a % of 2021 sales</th>
<th>2021</th>
<th>VS. 2020</th>
<th>VS. 2019</th>
<th>Outperf. vs. IHS/CPCA**</th>
<th>Q4</th>
<th>LFL* change</th>
<th>Outperf. vs. IHS/CPCA**</th>
</tr>
</thead>
<tbody>
<tr>
<td>Europe &amp; Africa</td>
<td>45%</td>
<td>6,375</td>
<td>6,389</td>
<td>— %</td>
<td>+3 pts</td>
<td>1,432</td>
<td>1,895</td>
<td>-26%</td>
</tr>
<tr>
<td>Asia, Middle East &amp; Oceania</td>
<td>34%</td>
<td>4,838</td>
<td>4,527</td>
<td>+8%</td>
<td>0 pt</td>
<td>1,004</td>
<td>1,028</td>
<td>+6%</td>
</tr>
<tr>
<td>• o/w China</td>
<td>16%</td>
<td>2,261</td>
<td>2,082</td>
<td>+8%</td>
<td>-3 pts</td>
<td>1,024</td>
<td>1,028</td>
<td>+6%</td>
</tr>
<tr>
<td>• o/w Japan</td>
<td>7%</td>
<td>1,024</td>
<td>1,028</td>
<td>+6%</td>
<td>+10 pts</td>
<td>1,084</td>
<td>1,080</td>
<td>+3%</td>
</tr>
<tr>
<td>• o/w South Korea</td>
<td>8%</td>
<td>1,084</td>
<td>1,080</td>
<td>+3%</td>
<td>+4 pts</td>
<td>198</td>
<td>127</td>
<td>+5%</td>
</tr>
<tr>
<td>North America</td>
<td>19%</td>
<td>2,677</td>
<td>2,641</td>
<td>+5%</td>
<td>+5 pts</td>
<td>261</td>
<td>253</td>
<td>+17%</td>
</tr>
<tr>
<td>South America</td>
<td>2%</td>
<td>261</td>
<td>253</td>
<td>+17%</td>
<td>+1 pt</td>
<td>256</td>
<td>253</td>
<td>— %</td>
</tr>
<tr>
<td><strong>Q4 TOTAL</strong></td>
<td>100%</td>
<td>14,151</td>
<td>13,810</td>
<td>+4%</td>
<td>0 PT</td>
<td>4,196</td>
<td>4,094</td>
<td>-14%</td>
</tr>
</tbody>
</table>

* Like for like(1)  
** Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.

---

**Compared to 2020:**

In 2021, original equipment sales outperformed automotive production in all major production regions, despite an unprecedented electronic components crisis disrupting our customers’ production schedules. In this environment, the Group posted an overall outperformance of 2 percentage points, excluding the impact of the geographic mix:

- in Europe and Africa, original equipment sales remained stable on a like-for-like basis, outpacing automotive production by 3 percentage points driven in particular by a solid performance from Thermal Systems in electrification;
- in Asia, original equipment sales grew by 8% on a like-for-like basis, in line with growth in automotive production:
  - in China, original equipment sales were up 5% on a like-for-like basis, underperforming automotive production by 3 percentage points. Original equipment sales in China were higher than pre-crisis levels – even though an unfavourable customer mix is affecting growth in the country amid strong performances from certain local automakers,
  - in Japan, original equipment sales were up 6% on a like-for-like basis, representing an outperformance of 10 percentage points, driven in particular by Group subsidiary Ichikoh (Visibility Systems Business Group) and by a favourable customer mix,
  - in South Korea, original equipment sales advanced by 3% on a like-for-like basis, outpacing automotive production by 4 percentage points, driven mainly by the ramp-up of new contracts with Hyundai for 48V and actuation systems,
- in North America, original equipment sales increased by 5% on a like-for-like basis, outperforming automotive production by 5 percentage points, driven mainly by the ramp-up of numerous projects in ADAS for North American and Japanese customers;
- in South America, original equipment sales expanded by 17% on a like-for-like basis, outperforming automotive production by 1 percentage point.

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**Summary of the Group’s Financial Results and Position**

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(1) See financial glossary, page 25.
In fourth-quarter 2021, business continued to be impacted by the electronic components crisis, which caused disruptions in our customers’ production schedules. Original equipment sales were 5 percentage points lower than automotive production, excluding the impact of the geographic mix.

### Balanced geographic positioning and customer portfolio

<table>
<thead>
<tr>
<th>Production regions</th>
<th>2021</th>
<th>2020</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Western Europe</td>
<td>30%</td>
<td>32%</td>
<td>32%</td>
</tr>
<tr>
<td>Eastern Europe &amp; Africa</td>
<td>16%</td>
<td>15%</td>
<td>16%</td>
</tr>
<tr>
<td>China</td>
<td>16%</td>
<td>15%</td>
<td>12%</td>
</tr>
<tr>
<td>Asia excluding China</td>
<td>17%</td>
<td>17%</td>
<td>18%</td>
</tr>
<tr>
<td>United States</td>
<td>8%</td>
<td>9%</td>
<td>9%</td>
</tr>
<tr>
<td>Mexico</td>
<td>11%</td>
<td>11%</td>
<td>11%</td>
</tr>
<tr>
<td>South America</td>
<td>2%</td>
<td>1%</td>
<td>2%</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Customers</th>
<th>2021</th>
<th>2020</th>
<th>2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>German</td>
<td>30%</td>
<td>30%</td>
<td>30%</td>
</tr>
<tr>
<td>Asian</td>
<td>33%</td>
<td>32%</td>
<td>33%</td>
</tr>
<tr>
<td>American</td>
<td>18%</td>
<td>19%</td>
<td>18%</td>
</tr>
<tr>
<td>French</td>
<td>14%</td>
<td>13%</td>
<td>13%</td>
</tr>
<tr>
<td>Other</td>
<td>5%</td>
<td>6%</td>
<td>6%</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

### 2021 income statement

The EBITDA margin represented 13.4% of sales, in line with the 2021 guidance (EBITDA margin of between 13% and 13.4% of 2021 sales). In an environment marked by the shortage of electronic components, this performance underlines the improved operating efficiency of the Group’s plants.

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Sales</strong></td>
<td>17,262</td>
<td>16,436</td>
<td>+5%</td>
<td>19,477</td>
<td>-11%</td>
</tr>
<tr>
<td><strong>Gross margin</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>17.6%</td>
<td>13.1%</td>
<td>+4.5 pts</td>
<td>17.7%</td>
<td>-0.1 pt</td>
</tr>
<tr>
<td><strong>EBITDA</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>13.4%</td>
<td>9.2%</td>
<td>+4.2 pts</td>
<td>12.8%</td>
<td>+0.6 pt</td>
</tr>
<tr>
<td><strong>Operating margin excluding share in net earnings (losses) of equity-accounted companies</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-1.4%</td>
<td>-1.7%</td>
<td>+0.3 pts</td>
<td>-1.2%</td>
<td>-0.2 pt</td>
</tr>
<tr>
<td><strong>Share in net earnings (losses) of equity-accounted companies</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>4.0%</td>
<td>-2.3%</td>
<td>+6.3 pts</td>
<td>5.3%</td>
<td>-1.3 pt</td>
</tr>
<tr>
<td><strong>Net attributable income (loss)</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>1.0%</td>
<td>-6.6%</td>
<td>+7.6 pts</td>
<td>1.6%</td>
<td>-0.6 pt</td>
</tr>
</tbody>
</table>

* See financial glossary, page 25.
**Compared to 2020:**

Despite the disruptions caused by the electronic components shortage, the extra costs resulting from customers abruptly suspending production and the impact of higher raw material prices in the second half of the year, the gross margin represented 17.6% of sales, attesting to the operating efficiency of the Group’s plants.

Amid this downturn in business, changes in the gross margin reflect:

- rising raw material prices and transportation costs: negative 0.7 percentage point impact (particularly pronounced in the second half of the year)

**Gross Research and Development expenditure** is under control, increasing 3% year on year to 1,704 million euros. As a result of the 5% increase in sales (outpacing the rise in gross Research & Development expenditure), gross R&D expenditure as a percentage of sales fell by 0.2 percentage points to 9.9%.

<table>
<thead>
<tr>
<th>2021</th>
<th>2020</th>
<th>Change</th>
<th>2019</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>(in millions of euros)</td>
<td>(in millions of euros)</td>
<td>(in millions of euros)</td>
<td>(as a % of sales)</td>
<td>(as a % of sales)</td>
</tr>
<tr>
<td>GROSS RESEARCH AND DEVELOPMENT EXPENDITURE</td>
<td>(1,704)</td>
<td>+3%</td>
<td>(2,054)</td>
<td>-17%</td>
</tr>
<tr>
<td>IFRS impact</td>
<td>-9.9%</td>
<td>+0.2 pt</td>
<td>-10.5%</td>
<td>+0.6 pt</td>
</tr>
<tr>
<td>Subsidies and grants, and other income</td>
<td>52</td>
<td>-10%</td>
<td>364</td>
<td>-86%</td>
</tr>
<tr>
<td>Research and Development expenditure</td>
<td>(1,510)</td>
<td>+1%</td>
<td>(1,550)</td>
<td>-3%</td>
</tr>
<tr>
<td>IFRS impact</td>
<td>142</td>
<td>1.6 pt</td>
<td>140</td>
<td>0.7 pt</td>
</tr>
<tr>
<td>Capitalized development expenditure</td>
<td>0.3%</td>
<td>+1.1 pt</td>
<td>1.8%</td>
<td>-1.5 pt</td>
</tr>
<tr>
<td>Amortization and impairment*</td>
<td>586</td>
<td>-2%</td>
<td>769</td>
<td>-24%</td>
</tr>
<tr>
<td>IFRS impact</td>
<td>3.4%</td>
<td>-0.2 pt</td>
<td>3.9%</td>
<td>-0.5 pt</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>(534)</td>
<td>+1.3 pt</td>
<td>(405)</td>
<td>+32%</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-3%</td>
<td>-2%</td>
<td>-3%</td>
<td>-1.0 pt</td>
</tr>
</tbody>
</table>

* Impairment losses recorded in operating margin only.

Note the reduction of the IFRS impact (net difference between capitalized development expenditure and amortization/impairment expense) over the last few years, from 2.1 percentage points of sales in 2018 to 1.8 percentage points of sales in 2019 and 0.3 percentage points in 2021 (negative 0.8 percentage points of sales in 2020 due to one-off items). This lower impact is attributable to (i) the decrease in capitalized development expenditure due to the Group’s improved R&D efficiencies resulting from the deployment of its new technological platforms and (ii) the increase in amortization expense linked to the start of production on numerous innovative projects.

Research and Development expenditure recorded in the income statement therefore fell 11% year on year to 1,510 million euros, or 8.7% of sales (down 1.6 percentage points).

Thanks to tight control over fixed costs, administrative and selling expenses remained stable at 831 million euros, or 4.8% of sales (down 0.3 percentage points on 2020).

**Operating margin excluding the share in net earnings (losses) of equity-accounted companies** came in at 699 million euros, or 4.0% of sales.

The **EBITDA margin**(1) came in at 13.4% of sales, in line with the guidance (EBITDA margin of between 13% and 13.4% of 2021 sales).

The **share in net earnings (losses) of equity-accounted companies** represented a loss of 243 million euros, and takes into account the share of the loss reported by Valeo Siemens eAutomotive amounting to 255 million euros.

**Operating margin including the share in net earnings (losses) of equity-accounted companies**(1) amounted to 456 million euros, or 2.6% of sales.

The Group reported **operating income** of 406 million euros for the year, which includes a negative 50 million euros in other income and expenses, or a negative 0.3% of sales.

Other financial items (which rose 96 million euros) were favourably impacted by the good performance of Group investments in various innovation funds.

The effective tax rate came out at 28.8%.

**Net attributable income** was 175 million euros, or 1.0% of sales after deducting non-controlling interests in an amount of 70 million euros.

Return on capital employed (ROCE(1)) and return on assets (ROA(1)) stood at 9% and 5%, respectively in 2021.

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Segment reporting

Sales by Business Group

The sales performance for the Business Groups reflects the specific product, geographic and customer mix and the relative weighting of the aftermarket in their activity as a whole.

<table>
<thead>
<tr>
<th>Sales by Business Group</th>
<th>2021</th>
<th>VS. 2020</th>
<th>Change in sales</th>
<th>Change in OE sales*</th>
<th>Outperf. vs. IHS/ CPCA**</th>
<th>VS. 2019</th>
<th>Change in sales</th>
<th>Change in OE sales*</th>
<th>Outperf. vs. IHS/ CPCA**</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comfort &amp; Driving Assistance Systems***</td>
<td>3,417</td>
<td>3,228</td>
<td>+6%</td>
<td>+6%</td>
<td>+2 pts</td>
<td>3,649</td>
<td>-6%</td>
<td>-5%</td>
<td>+9 pts</td>
</tr>
<tr>
<td>Powertrain Systems</td>
<td>4,651</td>
<td>4,370</td>
<td>+6%</td>
<td>+4%</td>
<td>— pts</td>
<td>5,121</td>
<td>-9%</td>
<td>-11%</td>
<td>+3 pts</td>
</tr>
<tr>
<td>Thermal Systems</td>
<td>3,926</td>
<td>3,703</td>
<td>+6%</td>
<td>+5%</td>
<td>-1 pt</td>
<td>4,582</td>
<td>-14%</td>
<td>-13%</td>
<td>+1 pt</td>
</tr>
<tr>
<td>Visibility Systems</td>
<td>5,094</td>
<td>5,024</td>
<td>+1%</td>
<td>—%</td>
<td>-4 pts</td>
<td>6,014</td>
<td>-15%</td>
<td>-14%</td>
<td>— pts</td>
</tr>
</tbody>
</table>

* Like for like(1).
** Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
*** Excluding the Top Column Module (TCM) business.

Compared to 2020:

The Comfort and Driving Assistance Systems Business Group outperformed global automotive production by 2 percentage points, thanks to the start-up of numerous ADAS projects, notably in North America and China, thereby reinforcing the Group’s position as a world leader in this field.

The Powertrain Systems Business Group performed in line with global automotive production, with sales led by growth in Asia (excluding China) in 48V systems and by the increase in the average content per vehicle in transmission systems.

The Thermal Systems Business Group outperformed global automotive production by 1 percentage point, buoyed by accelerating sales in Europe and Asia of technologies related to the thermal management of electrified vehicles (battery cooling systems, dedicated air conditioning systems for electric vehicles, etc.). These solutions offer new growth opportunities for the Business Group. Thermal technologies dedicated to electrified vehicles accounted for almost 57% of the Business Group’s order intake in 2021.

The Visibility Systems Business Group underperformed global automotive production by 4 percentage points. In China, the performance was impacted by an unfavourable customer mix amid vigorous growth from certain local automakers. In Europe, the Visibility Systems Business Group was hit by disruptions in production on certain vehicle platforms, and by an unfavourable product mix (lower electronics content) following the electronic components crisis.

<table>
<thead>
<tr>
<th>Sales by Business Group</th>
<th>Q4</th>
<th>Q4</th>
<th>Change in sales</th>
<th>Change in OE sales*</th>
<th>Outperf. vs. IHS/ CPCA**</th>
<th>Q4</th>
<th>Change in sales</th>
<th>Change in OE sales*</th>
<th>Outperf. vs. IHS/ CPCA**</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comfort &amp; Driving Assistance Systems***</td>
<td>844</td>
<td>975</td>
<td>-13%</td>
<td>-16%</td>
<td>-6 pts</td>
<td>919</td>
<td>-8%</td>
<td>-10%</td>
<td>-3 pts</td>
</tr>
<tr>
<td>Powertrain Systems</td>
<td>1,103</td>
<td>1,323</td>
<td>-17%</td>
<td>-24%</td>
<td>-14 pts</td>
<td>1,307</td>
<td>-16%</td>
<td>-20%</td>
<td>-13 pts</td>
</tr>
<tr>
<td>Thermal Systems</td>
<td>989</td>
<td>1,126</td>
<td>-12%</td>
<td>-15%</td>
<td>-5 pts</td>
<td>1,122</td>
<td>-12%</td>
<td>-12%</td>
<td>-5 pts</td>
</tr>
<tr>
<td>Visibility Systems</td>
<td>1,306</td>
<td>1,533</td>
<td>-15%</td>
<td>-19%</td>
<td>-9 pts</td>
<td>1,542</td>
<td>-15%</td>
<td>-15%</td>
<td>-8 pts</td>
</tr>
</tbody>
</table>

* Like for like(1).
** Based on IHS automotive production estimates released on February 14, 2022/CPCA estimates for data relating to China.
*** Excluding the TCM business.
EBITDA\(^{(1)}\) by Business Group

<table>
<thead>
<tr>
<th>EBITDA (in millions of euros and as a % of sales by Business Group)</th>
<th>2021</th>
<th>2020</th>
<th>Change</th>
<th>2019</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comfort &amp; Driving Assistance Systems</td>
<td>587</td>
<td>412</td>
<td>+42%</td>
<td>599</td>
<td>-2%</td>
</tr>
<tr>
<td></td>
<td>17.2%</td>
<td>12.8%</td>
<td>+4.4 pts</td>
<td>16.4%</td>
<td>+0.8 pt</td>
</tr>
<tr>
<td>Powertrain Systems</td>
<td>566</td>
<td>409</td>
<td>+38%</td>
<td>685</td>
<td>-17%</td>
</tr>
<tr>
<td></td>
<td>12.2%</td>
<td>9.4%</td>
<td>+2.8 pts</td>
<td>13.4%</td>
<td>-1.2 pt</td>
</tr>
<tr>
<td>Thermal Systems</td>
<td>428</td>
<td>247</td>
<td>+73%</td>
<td>502</td>
<td>-15%</td>
</tr>
<tr>
<td></td>
<td>10.9%</td>
<td>6.7%</td>
<td>+4.2 pts</td>
<td>11.0%</td>
<td>-0.1 pt</td>
</tr>
<tr>
<td>Visibility Systems</td>
<td>675</td>
<td>435</td>
<td>+55%</td>
<td>660</td>
<td>+2%</td>
</tr>
<tr>
<td></td>
<td>13.3%</td>
<td>8.7%</td>
<td>+4.6 pts</td>
<td>11.0%</td>
<td>+2.3 pts</td>
</tr>
<tr>
<td>Other*</td>
<td>52</td>
<td>2</td>
<td>+2,500%</td>
<td>50</td>
<td>+4%</td>
</tr>
<tr>
<td></td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>GROUP</td>
<td>2,308</td>
<td>1,505</td>
<td>+53%</td>
<td>2,496</td>
<td>-8%</td>
</tr>
<tr>
<td></td>
<td>13.4%</td>
<td>9.2%</td>
<td>+4.2 pts</td>
<td>12.8%</td>
<td>+0.6 pt</td>
</tr>
</tbody>
</table>

* Including the TCM business.

2021 free cash flow\(^{(1)}\) generation

The Group generated free cash flow of 292 million euros in 2021. This chiefly results from:

- 2,308 million euros in EBITDA\(^{(1)}\), up 53% on 2020;
- the significant 460 million euro negative change in working capital owing to the 468 million euro increase in inventories excluding tooling resulting from (i) the voluntary increase in inventories to supply customers without disruption in response to the semiconductor shortage, (ii) the volatility of customer production, and (iii) ocean freight disruptions leading to an increase in “in transit” inventories. These negative factors are temporary and will largely reverse, resulting in a positive contribution to free cash flow generation in 2022;
- tight control over investments in property, plant and equipment and intangible assets, down 17% compared to 2020.

In 2021, net cash flow\(^{(1)}\) amounted to a negative 152 million euros, taking into account 72 million euros in dividend payments to Group shareholders and 267 million euros in additional loans to the Valeo Siemens eAutomotive joint venture.

Net debt\(^{(1)}\)


The leverage ratio (net debt/EBITDA) came out at 1.34 times EBITDA and the gearing ratio (net debt/stockholders’ equity) stood at 84% of equity.

Valeo’s balanced debt profile and solid liquidity position give it a robust financial structure:

- in February 2021, the European Investment Bank (EIB) approved 600 million euros in financing for Valeo’s European Research and Development projects focused on reducing CO\(_2\) emissions and improving active vehicle safety. The Group has drawn down a total amount of 600 million euros, of which 300 million euros had been drawn down at December 31, 2021 and 300 million euros at February 10, 2022;
- a Euro Medium Term Note (EMTN) financing program for a maximum of 5 billion euros, on which 3.7 billion euros had been drawn at December 31, 2021;
- at the end of July 2021, Valeo became the first European player in the automotive industry to issue sustainability-linked bonds, with an issue of 700 million euros maturing in August 2028;
- the average maturity of gross long-term debt stood at 3.1 years at December 31, 2021, compared with 3 years at December 31, 2020;
- Valeo has available cash of 2.4 billion euros and a total of 1.7 billion euros in undrawn credit lines.
2021 order intake(1)

Valeo’s order intake reached a significant 21 billion euros, close to pre-crisis levels (15.9 billion euros in the same period in 2020), representing 1.5x original equipment sales for the period.

Reconciliation of Valeo and TCM business data

The Group decided to withdraw from the TCM segment. The following table reconciles published consolidated data with data excluding the TCM business:

<table>
<thead>
<tr>
<th></th>
<th>2021</th>
<th>TCM*</th>
<th>2021 excluding TCM</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales (in millions of euros)</td>
<td>17,262</td>
<td>199</td>
<td>17,063</td>
</tr>
<tr>
<td>Gross margin (in millions of euros)</td>
<td>3,040</td>
<td>10</td>
<td>3,030</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>17.6%</td>
<td>5.0%</td>
<td>17.8%</td>
</tr>
<tr>
<td>R&amp;D expenditure (in millions of euros)</td>
<td>(1,510)</td>
<td>(18)</td>
<td>(1,492)</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-8.7%</td>
<td>-9.0%</td>
<td>-8.7%</td>
</tr>
<tr>
<td>Selling and administrative expenses (in millions of euros)</td>
<td>(831)</td>
<td>(11)</td>
<td>(820)</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>-4.8%</td>
<td>-5.5%</td>
<td>-4.8%</td>
</tr>
<tr>
<td>Operating margin excluding share in net earnings (losses) of equity-accounted companies (in millions of euros)</td>
<td>699</td>
<td>(19)</td>
<td>718</td>
</tr>
<tr>
<td>(as a % of sales)</td>
<td>4.0%</td>
<td>-9.5%</td>
<td>4.2%</td>
</tr>
</tbody>
</table>

* Including intercompany transactions and consolidation adjustments.

Highlights as of February 23, 2022

Corporate governance

On March 11, 2021, Valeo announced that its transformation into a European company, as approved by the Board of Directors on February 20, 2020 and the Annual Shareholders’ Meeting on June 25, 2020, had taken effect on March 9, 2021.

On May 26, 2021, the Board of Directors appointed Christophe Périllat Deputy Chief Executive Officer of Valeo. Christophe Périllat was also appointed director of Valeo by the Shareholders’ Meeting held on the same date. These appointments as Deputy Chief Executive Officer and as director are in line with the succession plan for Jacques Aschenbroich announced on October 27, 2020.

On July 22, 2021, the Board of Directors noted Olivier Piou’s decision to step down as a director for personal reasons, effective June 30, 2021. The Board of Directors also noted the appointment by the Group Works Council on June 18, 2021(2) of Éric Poton to replace Éric Chauvirey as director representing employees.

On January 26, 2022, the Board of Directors decided to appoint Christophe Périllat as Valeo Chief Executive Officer, in accordance with the succession plan announced on October 27, 2020. Jacques Aschenbroich will continue to act as Chairman of the Board of Directors until the end of his current term of office as a director(3).

Sustainable development – Carbon Neutrality Plan for 2050

On February 4, 2021, Valeo unveiled its CO₂ emissions reduction plan. By 2030, it commits to reducing:

- 75%(4)(5) of CO₂ emissions related to its operating activities (scopes 1 and 2);
- 15%(4)(5) of CO₂ emissions related to its supply chain (upstream scope 3);
- 15%(4)(5) of CO₂ emissions related to the end use of its products (downstream scope 3); this reduction is expected to rise to 50% when taking into account emissions avoided thanks to the Group’s electrification technologies.

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(1) See financial glossary, page 25.
(2) With effect on June 30, 2021.
(3) By press release dated 30 March 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange’s shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.
(4) According to the SBTi’s (Science Based Targets initiative) calculation methodology. The SBTi provides companies with a clearly-defined path to reduce CO₂ emissions in line with the objective to limit global warming to 2°C.
(5) Compared to 2019.
By 2050, Valeo will be carbon neutral across all of its operating activities and its entire supply chain worldwide, and will be 100% carbon neutral (including the end use of its products) in Europe.

On March 23, 2021, Valeo joined the new “CAC 40 ESG” index comprising 40 companies that have demonstrated the best environmental, social and governance practices.

On June 3, 2021, Valeo announced that it had been awarded the Corporate Social Responsibility prize by Stellantis at its inaugural Supplier Awards ceremony. Valeo was recognized for its environmental, social and ethical performance and the management of its subcontracting chain, highlighting the importance of the Group’s global carbon neutrality strategy for 2050.

Collaboration and partnership agreements

On July 2, 2021, Valeo and Omega Seiki Mobility (OSM), part of Anglian Omega Group, announced they had teamed up to accelerate the electrification of two- and three-wheelers in India. Pursuant to the Memorandum of Understanding (MoU), Valeo will provide the electric powertrains for the OSM vehicle range. Valeo’s 48V electric powertrain system (reducer, integrated motor and inverter) will be offered on OSM’s cargo three-wheelers “Rage+” and “Rage+ Frost”.

On September 7, 2021, Valeo and Leonis, a leading supplier of wiring systems and power distribution, joined forces to bring the best-in-class solution for zone controllers, key elements of future vehicles.

On February 10, 2022, Valeo, Valeo Siemens eAutomotive and Renault Group announced a strategic partnership for the design, co-development and manufacture in France of a new-generation automotive electric motor, eliminating the use of rare earths. Renault will develop and produce the EESM (Electrically Excited Synchronous Machine) rotor technology, while Valeo and Valeo Siemens eAutomotive will develop and produce the stator, which is based on Valeo’s technological expertise in copper wire assembly.

Innovation, technology and awards

On March 16, 2021, Valeo announced that the Valeo ClimSpray™ had been named Product of the Year 2021. With a simple spray, Valeo ClimSpray™ disinfects a vehicle cabin in 15 minutes and renders any coronavirus-like viruses, bacteria and fungi inactive. The solution contained in the product has been certified by an independent medical laboratory, demonstrating its compliance with European anti-microbial efficacy standards.

On April 15, 2021, Valeo received the International Busplaner Sustainability Award 2021 for its UV air purifier for buses and coaches. The technology, which is the most powerful in the world, clears the air of more than 95% of its microbes, viruses and bacteria while the vehicle is on the move with passengers on board. Its effectiveness against SARS-CoV-2 has been scientifically proven by the Frankfurt University Hospital and the Institute for Laser Technologies in Medicine and Metrology at the University of Ulm (ILM).

On April 21, 2021, the device, which acts as a protective shield against the Covid-19 virus in buses, was also named one of the year’s major innovations in Germany by the VDA (Verband der Automobilindustrie – the German association of automotive manufacturers and suppliers) on World Creativity and Innovation Day 2021.

On June 8, 2021, Valeo announced that it was ranked as the World’s leading French patent applicant, with 1,913 patents filed in a year(1), of which 53% in France, according to the list published for the first time by France’s INPI Intellectual Property Institute. Valeo also came out in third place in the 2020 ranking of patent applicants in France, with 819 patents filed. Its innovations are now protected by a portfolio of almost 35,000 patents worldwide.

On June 22, 2021, Valeo announced that it had been awarded the Overdrive prize by General Motors for its Valeo XtraVue™ Trailer technology, the world’s first system enabling drivers to “see through” the trailer or caravan they are towing. This innovative driving assistance technology makes towing objects simpler and safer for drivers. Using cameras and software developed by Valeo, the system combines the data recorded by the vehicle and trailer cameras into a single, homogenous image.

On October 1, 2021, Valeo won the 2021 Automotive News PACE Award for the Valeo eAccess 48V, an all-electric powertrain solution for small urban vehicles.

On November 23, 2021, Valeo unveiled its third-generation LiDAR scanner, set to make its market debut in 2024. Valeo’s third-generation LiDAR delivers unrivalled performance in terms of range, resolution and frame rate per second. Up to 30% of premium new vehicles are due to reach Level 3 automation by 2030, and to do so will need to be equipped with LiDAR technology.

On December 9, 2021, Valeo and Mercedes-Benz announced that the new Mercedes-Benz S-Class, capable of Level 3 automation, will be the world’s first vehicle to be fitted with its second-generation Valeo SCALA LiDAR, allowing it to drive in conditionally automated mode under controlled conditions. The S-Class will also be the world’s first car to include Valeo’s new generation LiDAR Cleaning technology.

Financing and ratings assigned to Valeo’s long- and short-term debt by rating agencies

On July 15, 2021, a second loan of 300 million euros was contracted from the EIB. As a reminder, the EIB approved 600 million euros in financing for the Valeo Group’s research projects in Europe focused on technologies that reduce CO₂ emissions and improve vehicle safety. An initial loan of 300 million euros was signed in February 2021. On February 10, 2022, the Group contracted a second 300 million loan maturing in 2030 and repayable in six equal annual instalments from 2025.

---

(1) In 2019
On July 27, 2021, Valeo issued 700 million euros’ worth of sustainability-linked bonds with a seven-year maturity and a coupon of 1.00%, becoming the first European player in the automotive industry to issue this type of bond. This transaction is a natural extension of Valeo’s overall sustainability efforts and is aligned with its commitment to achieving carbon neutrality by 2050.

Valeo financial ratings:

Valeo is recognized by non-financial rating agencies for its sustainable development (environmental, social and governance) performance.

Changes in the scope of consolidation

At end-April 2021, Valeo sold its Lighting business in Brazil. The business represented sales of 10 million euros in first-half 2020, versus 9 million euros in first-half 2021.

On February 9, 2022, Valeo announced that it had signed an agreement with Siemens to hold 100% of Valeo Siemens eAutomotive, which will be integrated within Valeo’s Powertrain Systems business after July 1, 2022, subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted. Siemens’ 50% stake in Valeo Siemens eAutomotive will be acquired for 277 million euros on a debt-free basis. The impact of the acquisition is an increase of 741 million euros in Valeo’s net debt.

Subsequent events

On February 9, 2022, Valeo announced an agreement with Siemens to acquire Siemens’ stake in Valeo Siemens eAutomotive. Following this acquisition, which is expected to take effect after July 1, 2022, subject to authorization from the relevant antitrust authorities, Valeo Siemens eAutomotive will be integrated within Valeo’s Powertrain Systems business. The relevant employee representative bodies will be informed and consulted. Siemens’ 50% stake in Valeo Siemens eAutomotive will be acquired for 277 million euros on a debt-free basis. The impact of the acquisition is an increase of 741 million euros in Valeo’s net debt.

Trends and outlook

2022 and 2025 outlook

On February 25, 2022, at the presentation of the “Move Up” medium-term plan held in Paris, Valeo unveiled its value creation strategy and its financial objectives built on the sustainable mobility megatrends:
- acceleration of electrification;
- acceleration of ADAS;
- reinvention of the interior experience;
- lighting everywhere.

Assuming global automotive production of around 98.5 million vehicles(1) in 2025 (factoring in the recovery in volumes after the Covid-19 crisis and the end of the electronic component shortage), corresponding to annual growth of 6.3% over the 2021-2025 period, Valeo expects to outperform automotive production by more than 5 percentage points(1).

In 2021, the European Investment Bank (EIB) approved 600 million euros in financing for Valeo’s European R&D projects focused on reducing CO2 emissions and improving vehicle safety. An initial credit facility of 300 million euros was signed on February 4, 2021. On February 10, 2022, the Group contracted a second 300 million loan maturing in 2030 and repayable in six equal annual instalments from 2025.

### 2022** 2025**

| **Sales (in billions of euros)** | 19.2-20.0 | 27.5 |
| **EBITDA (as a % of sales)**   | 11.8%-12.3% | -14.5% |
| **Operating margin (as a % of sales)** | 3.2%-3.7% | -6.5% |
| **Free cash flow (in millions of euros)** | -320 | 800-1,000 |

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(1) Based on IHS estimates (February 2022).

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**Based on:
- IHS automotive production estimates (released in February 2022), reduced by 1.5%, corresponding to around 82.9 million vehicles; and
- the integration of Valeo Siemens eAutomotive after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in the joint venture. The transaction is subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted.

**Based on:
- IHS automotive production estimates (released in February 2022) corresponding to around 98.5 million vehicles, and
- after factoring in the divestiture of non-strategic assets.
Valeo also set the following 2025 objectives for each of its Business Groups:

<table>
<thead>
<tr>
<th></th>
<th>Annual growth in original equipment sales 2021-2025</th>
<th>Outperformance 2021-2025</th>
<th>EBITDA margin in 2025</th>
</tr>
</thead>
<tbody>
<tr>
<td>PTS</td>
<td>15%</td>
<td>&gt;8 points</td>
<td>&gt;11%</td>
</tr>
<tr>
<td>THS</td>
<td>11%</td>
<td>&gt;4 points</td>
<td>~13%</td>
</tr>
<tr>
<td>CDA</td>
<td>16%</td>
<td>&gt;9 points</td>
<td>~18%</td>
</tr>
<tr>
<td>VIS</td>
<td>10%</td>
<td>&gt;4 points</td>
<td>~15%</td>
</tr>
</tbody>
</table>

The Group’s outlook, which is based in particular on global automotive production assumptions for 2022-2025, is prepared on the basis of the medium-term budgets and plans drawn up by the Group’s entities, which are reviewed and validated by Executive Management before being approved by the Board of Directors.

Valeo’s future financial performance objectives have been set in line with the principles applied by the Group to prepare its consolidated financial statements. These forward-looking data are based on management’s assumptions as of the date of this Universal Registration Document and are subject to known and unknown risks and uncertainties. Future results and performance may be adversely or positively affected and may differ from those set out above due to a variety of factors described in this Universal Registration Document. For more information on the risks faced by the Group, see section 2.1 “Risk factors”.

**Impacts of the Russia-Ukraine conflict**

The Group is closely monitoring the situation and is doing everything it can to support its customers and employees while acting in the strictest compliance with the sanctions imposed by governments around the world.

In 2021, the Group’s activities in Russia represented less than 1% of total sales.

As indicated in Valeo’s February 25, 2022 press release, published when it presented its “Move Up” strategy, the outlook for 2022-2025 as described above does not take into account the potentially unfavourable impacts of recent developments in the Russia-Ukraine crisis on the economic and financial environment such as a decline in production volumes or an increase in energy or raw material prices to above those seen in early 2022.
Financial glossary

- **Order intake**: corresponds to business awarded by automakers during the period to Valeo, and to joint ventures and associates based on Valeo’s share in net equity, (except Valeo Siemens eAutomotive, for which 100% of orders are taken into account), less any cancellations, based on Valeo’s best reasonable estimates in terms of volumes, selling prices and project lifespans. Unaudited indicator.

- **Like for like (or LFL)**: the currency impact is calculated by multiplying sales for the current period by the exchange rate for the previous period. The Group structure impact is calculated by (i) eliminating, for the current period, sales of companies acquired during the period, (ii) adding to the previous period full-year sales of companies acquired in the previous period, and (iii) eliminating, for the current period and for the comparable period, sales of companies sold during the current or comparable period.

- **Operating margin including share in net earnings of equity-accounted companies**: corresponds to operating income before other income and expenses.

- **ROCE**: or return on capital employed, corresponds to operating margin (including share in net earnings of equity-accounted companies) divided by capital employed (including investments in equity-accounted companies), excluding goodwill.

- **ROA**: or return on assets, corresponds to operating margin divided by capital employed (including investments in equity-accounted companies), including goodwill.

- **EBITDA**: corresponds to (i) operating margin before depreciation, amortization and impairment losses (included in the operating margin) and the impact of government subsidies and grants on non-current assets, and (ii) net dividends from equity-accounted companies.

- **Free cash flow**: corresponds to net cash from operating activities (excluding changes in non-recurring sales of receivables and net payments for the principal portion of lease liabilities) after taking into account acquisitions and disposals of property, plant and equipment and intangible assets.

- **Net cash flow**: corresponds to free cash flow less (i) cash flows in respect of investing activities, relating to acquisitions and disposals of investments and to changes in certain items shown in non-current financial assets, (ii) cash flows in respect of financing activities, relating to dividends paid, treasury share purchases and sales, interest paid and received, and acquisitions of equity interests without a change in control, and (iii) changes in non-recurring sales of receivables.

- **Net debt**: comprises all long-term debt, liabilities associated with put options granted to holders of non-controlling interests, short-term debt and bank overdrafts, less loans and other long-term financial assets, cash and cash equivalents and the fair value of derivative instruments hedging the foreign currency and interest rate risks associated with these items.

- **TSR**: Total shareholder return measures share profitability, taking into account, over a given period, the dividends received by the shareholder and the unrealized gains and losses on fluctuations in the share price.

Sustainable development glossary

- **CDP**: Carbon Disclosure Project: an independent, non-profit organization working to drive greenhouse gas emissions reductions for companies and cities by collecting, environmental data and analyzing their carbon emissions policy: www.cdproject.net

- **GHG**: Greenhouse gas: gases which absorb infrared rays emitted by the Earth’s surface, contributing to the greenhouse effect.

- **ISO 14001**: International standard on environmental management systems.

- **ISO 50001**: International standard on energy management systems.

- **OHSAS 18001**: International standard on occupational health and safety management systems.

- **Open Innovation**: Open Innovation is a concept that involves promoting innovation by deriving the maximum possible benefit from the ecosystem surrounding the company, primarily through collaboration between various players (governmental organizations, private companies, academic and research companies, innovative start-ups, etc.).

- **SAE**: International Society of Automotive Engineers International: a US-based association. Similarly to the VDA, this organization has defined six levels of driving automation, from 0 (no automation, the driver must control everything) to 5 (full automation, no driver input required). Levels 3 and 4 correspond respectively to “conditional automation” and “high automation”.

- **Scopes 1, 2 and 3**: Scope 1 covers CO2 emissions directly emitted by the Group’s activities (including combustion emissions from stationary sources on sites, emissions from fuel combustion by Group vehicles, direct emissions from energy processes such as the incineration of VOCs, and direct fugitive emissions related to refrigerant leaks. Scope 2 covers CO2 emissions linked to the consumption of electricity, steam, compressed air and other energy sources. Scope 3 covers other CO2 emissions related to purchases of products used in industrial processes, and the transportation of goods and people, as well as indirect CO2 emissions related to the use of Valeo products.

**SUMMARY OF THE GROUP’S FINANCIAL RESULTS AND POSITION**
THE BOARD OF DIRECTORS DURING THE YEAR ENDED DECEMBER 31, 2021

OPERATION AND SUMMARY OF THE COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2021

Operation of the Board of Directors

The principal role of the Board of Directors is to determine Valeo’s business strategies and ensure that they are implemented effectively. The Board of Directors, chaired by Jacques Aschenbroich, has set up four committees – the Audit & Risks Committee, the Compensation Committee, the Governance, Appointments & Corporate Social Responsibility Committee, and the Strategy Committee – to issue recommendations on key matters, improve its operating procedures and, ultimately, guarantee the Group’s sustainable growth. At December 31, 2021, the Board of Directors’ 14 members have different backgrounds and enable the Group to benefit from their experience and skills in a variety of fields relating to economics, manufacturing and finance. 50% (1) of the Board’s members are women and 79% are under 70 and, except for the two directors representing employees, who are not included in the calculation, all of the Board’s members excluding the Chairman and Chief Executive Officer (Chairman of the Board of Directors from January 26, 2022) and the Deputy Chief Executive Officer (Chief Executive Officer from January 26, 2022) are considered independent (2) according to the criteria set out in both the Internal Procedures and the AFEP-MEDEF Code to which Valeo refers. Gilles Michel, an independent director, is Lead Director (until January 26, 2022) and Chairman of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee. In accordance with the recommendations of the AFEP-MEDEF Code, the operating procedures of the Board of Directors and its specialized committees are assessed each year. As the assessment of the Board of Directors was conducted by an external consulting firm in 2020, the Board decided to carry it out internally in 2021. The assessment was carried out between late 2021 and early 2022 by the Chairman of the Board of Directors using a questionnaire given to each director to obtain their insight into the Board of Directors’ operation and their suggestions for improvement through individual interviews. The topics covered in the assessment included the Board of Directors’ operating procedures, structure, governance, composition, duties, proceedings of meetings, directors’ access to information, the choice of issues discussed, the quality of debate and directors’ participation, and the general running of the Board committees. The outcome of the assessment was reviewed by the Governance, Appointments & Corporate Social Responsibility Committee at its meeting on March 23, 2022, and was presented and discussed at the Board of Directors’ meeting held on the same date. The assessment revealed that the directors are unanimously satisfied with the Board’s operating procedures. The main areas of satisfaction include:

- suggestions for improvement made during the previous assessment taken on board;
- the transparent, professional and effective way the succession plan was implemented;
- exemplary governance, with, among other things:
  - effective coordination of the Board by the Chairman and Chief Executive Officer through transparency and receptiveness of its work, initiating discussion and encouraging the directors to engage in active debate,
  - an open, respectful Board of Directors with a genuine ability to dialog and listen, resulting in a collegial working style and convergence of points of view on various matters;
- a Lead Director who carried out his duties extremely well, particularly with regard to the implementation of the succession plan for the Chairman and Chief Executive Officer and leading the Board’s executive sessions;
- the quality of the work performed by all the committees, with good coordination between them and the Board;
- the onboarding and training processes in place for new directors;
- the annual strategy seminar, which is considered a key event for the Board of Directors, as it provides genuine insight into Valeo’s strategy and is an excellent opportunity for discussions and exchanges of views with the Executive Management team;
- the frequency and quality of the Board’s executive sessions.

50% of the Board’s members are women (1)
83% of directors are independent (2)
100% average rate of attendance at Board of Directors’ meetings

(1) In accordance with Article L.225-27-1, II of the French Commercial Code (Code de commerce), this percentage does not include directors representing employees.
(2) For more information, see section “Director independence review”, of the 2021 Universal Registration Document, page 114.
The Board of Directors has set up committees to enhance its operating procedures and provide assistance with preparing its decisions by issuing recommendations and opinions.

**AUDIT & RISKS COMMITTEE**
- 5 members, all independent
- 6 meetings
- 95% attendance rate

- Ensure that the accounting policies adopted to prepare the consolidated and parent company financial statements are relevant, consistent and properly applied.
- Review the financial and accounting treatment of acquisitions or disposals in excess of 50 million euros.
- Monitor the implementation and efficiency of all mechanisms designed to improve the Group’s control environment, in particular risk management, internal control, compliance and internal audit.
- Ensure that the rules, principles and recommendations aimed at guaranteeing the independence of the Statutory Auditors are adhered to.
- Supervise the procedure for selecting or renewing the Statutory Auditors.
- Seek regular updates on the Group’s financial position, particularly with regard to liquidity and cash position, and on the main thrusts of the Group’s finance and tax policies.
- Remain informed of the Group’s insurance, IT system governance, IT security and cybersecurity policies as well as the organization of the finance teams and the succession plans for their members.
- Review external financial communications prior to their publication.

**COMPENSATION COMMITTEE**
- 7 members, all independent
- 6 meetings
- 100% attendance rate

- Review and make recommendations concerning the compensation paid to executive corporate officers, including the variable portion of said compensation and any benefits in kind, performance shares and stock options from any Group companies, provisions relating to post-employment benefits, and any other benefits of any kind.
- Recommend to the Board of Directors an aggregate amount of directors’ compensation to be proposed at the Shareholders’ Meeting.
- Make recommendations to the Board on the rules for allocating directors’ compensation and the individual amounts to be paid.
- Give its opinion to the Board of Directors on the general policy for allotting stock purchase or subscription options and free shares or performance shares, as well as on the stock option, free share and performance share plans set up by the Group’s General Management.
- Keeping informed about the compensation policy for the main executive managers who are not corporate officers of the Company or of other Group companies.
- Review any questions submitted to the committee by the Chairman about the above matters, as well as proposed share issues reserved for employees.

**GOVERNANCE, APPOINTMENTS & CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**
- 6 members, all independent
- 5 meetings
- 100% attendance rate

- Draw up a succession plan for executive corporate officers and directors.
- Analyze how the Board of Directors and its Committees operate.
- Assess and update corporate governance rules.
- Prepare the composition of the governing bodies, by making reasoned recommendations regarding the appointment of executive corporate officers, directors and committee members.
- Review the independence of each director.
- Select candidates for the position of director.
- Review CSR and safety policy, identify CSR objectives and challenges, oversee the gradual and increasing implementation of CSR policy, and assess the Group’s contribution to sustainable development.
- In conjunction with the Audit & Risks Committee, gaining an understanding of the risks and issues involved in corporate social responsibility, and obtaining information about the resources the Group can call on to pursue its strategy in this area.
- As required, issue opinions and recommendations to help the Board make informed decisions.

**STRATEGY COMMITTEE**
- 5 members, all independent
- 3 meetings
- 100% attendance rate

- Issue opinions and recommendations on the Group’s key strategies, market trend information, research developments, competition benchmarking and the resulting medium- and long-term outlook for the business.
- Issue opinions and recommendations on the analysis of the Group’s development projects, particularly external growth transactions, investments or borrowings in excess of 50 million euros per transaction.

(1) Except for the directors representing employees who, in accordance with the recommendation in Article 15.1 of the AFEP-MEDEF Code, do not count.
Valeo’s governance structure allows the Group to define and implement its strategy in line with sustainable development commitments, while adhering to the strictest principles of compliance and ethics. This structure helps the Group manage risks and identify opportunities to drive sustainable growth.

**THE BOARD OF DIRECTORS IN SUPPORT OF THE GROUP’S STRATEGY**

**COMPOSITION OF THE BOARD OF DIRECTORS AT DECEMBER 31, 2021**

<table>
<thead>
<tr>
<th>PERSONAL INFORMATION</th>
<th>EXPERIENCE</th>
<th>POSITION ON THE BOARD OF DIRECTORS</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Jacques Aschenbroich</strong>&lt;sup&gt;3&lt;/sup&gt;</td>
<td>-</td>
<td>Chairman and Chief Executive Officer</td>
</tr>
<tr>
<td>Chrisophe Périllat&lt;sup&gt;4&lt;/sup&gt;</td>
<td>-</td>
<td>Deputy Chief Executive Officer</td>
</tr>
<tr>
<td>Bruno Bézard</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td><strong>Bpifrance Participations</strong>&lt;sup&gt;6&lt;/sup&gt;</td>
<td>-</td>
<td>Represented by Stéphanie Frachet</td>
</tr>
<tr>
<td>Christophe Maury Devine</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Fonds Stratégique de Participations&lt;sup&gt;7&lt;/sup&gt;</td>
<td>-</td>
<td>Represented by Julie Ayrane</td>
</tr>
<tr>
<td>Gilles Michel&lt;sup&gt;8&lt;/sup&gt;</td>
<td>-</td>
<td>Lead Director</td>
</tr>
<tr>
<td>Thierry Moulonguet</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Éric Poton&lt;sup&gt;9&lt;/sup&gt;</td>
<td>-</td>
<td>Director representing employees</td>
</tr>
<tr>
<td>Patrick Sayer</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Ulrike Steinhorst</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Grzegorz Szellag&lt;sup&gt;10&lt;/sup&gt;</td>
<td>-</td>
<td>Director representing employees</td>
</tr>
<tr>
<td>Véronique Weill</td>
<td>-</td>
<td></td>
</tr>
</tbody>
</table>

**Nationalities: FR: French US: American G: German PO: Poland.**

N/A = Not applicable.

<sup>1</sup> Except for the directorship in the Company.

<sup>2</sup> ARC = Audit & Risks Committee; GACSRC = Governance, Appointments & Corporate Social Responsibility Committee; CC = Compensation Committee; SC = Strategy Committee.

<sup>3</sup> Chairman of the Board of Directors since January 26, 2022.

<sup>4</sup> Deputy Chief Executive Officer as of May 26, 2021, then Chief Executive Officer since January 26, 2022.

<sup>5</sup> Christophe Périllat also holds 27,725 shares in the Valeorizon mutual fund (group savings plan), representing 109,950 shares.

<sup>6</sup> These shares are held by Bpifrance Participations.

<sup>7</sup> These shares are held by Fonds Stratégique de Participations.

<sup>8</sup> In accordance with the Internal Procedures, Gilles Michel’s duties as Lead Director ended on January 26, 2022 due to the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer.

<sup>9</sup> In accordance with the law, the articles of association and the Internal Procedures, the directors representing employees are not required to hold 1,500 shares.

<sup>10</sup> Directors representing employees do not count, in accordance with the recommendation in Article 9.3 of the AFEP-MEDEF Code.
The changes in the composition of the Board of Directors and Board committees in 2021 are shown in the table below.

<table>
<thead>
<tr>
<th>Panel</th>
<th>Departures</th>
<th>Appointments</th>
<th>Reappointments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of Directors</td>
<td>Éric Chauvirey (June 30, 2021)</td>
<td>Christophe Péryllat (May 26, 2021)</td>
<td>Caroline Maury Devine</td>
</tr>
<tr>
<td></td>
<td>Olivier Piou (June 30, 2021)</td>
<td>Éric Poton (June 30, 2021)</td>
<td>Mari-Noëlle Jégo-Laveissière</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Caroline Maury Devine</td>
<td>Véronique Weill</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mari-Noëlle Jégo-Laveissière</td>
<td>(May 26, 2021)</td>
</tr>
<tr>
<td>Governance, Appointments &amp; Corporate Social Responsibility Committee</td>
<td>N/A</td>
<td>N/A</td>
<td>Caroline Maury Devine</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Mari-Noëlle Jégo-Laveissière</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Véronique Weill (May 26, 2021)</td>
</tr>
<tr>
<td>Compensation Committee</td>
<td>Éric Chauvirey (June 30, 2021)</td>
<td>Grzegorz Szelag (July 22, 2021)</td>
<td>Caroline Maury Devine</td>
</tr>
<tr>
<td>Audit &amp; Risks Committee</td>
<td>Bpifrance Participations (July 22, 2021)</td>
<td>Éric Poton (July 22, 2021)</td>
<td>Mari-Noëlle Jégo-Laveissière</td>
</tr>
<tr>
<td></td>
<td>(represented by Stéphanie Frachet)</td>
<td></td>
<td>Véronique Weill (May 26, 2021)</td>
</tr>
<tr>
<td></td>
<td>Olivier Piou (June 30, 2021)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Strategy Committee</td>
<td>Éric Chauvirey (June 30, 2021)</td>
<td>Bpifrance Participations (represented by Stéphanie Frachet) (July 22, 2021)</td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td>Olivier Piou (June 30, 2021)</td>
<td>Gilles Michel (July 22, 2021)</td>
<td></td>
</tr>
</tbody>
</table>

N/A: Not applicable.

(1) Until June 30, 2021, the end-date of his term of office as a director representing employees and member of the Compensation Committee and the Strategy Committee.

(2) Until June 30, 2021, the effective date of his resignation as a director and member of the Audit & Risks Committee and the Strategy Committee.

(3) At the Shareholders’ Meeting on May 26, 2021.

(4) Éric Poton was appointed as a director representing employees, replacing Éric Chauvirey, by the Group Works Council on June 18, 2021, with effect from June 30, 2021.

(5) At the Shareholders’ Meeting on May 26, 2021. The reappointment of C. Maury Devine, Mari-Noëlle Jégo Laveissière and Véronique Weill provides the Board with the continued benefit of their respective expertise as described in their biographies.

(6) By decision of the Board of Directors on July 22, 2021, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee.

(7) By decision of the Board of Directors on July 22, 2021, on the recommendation of the Governance, Appointments & Corporate Social Responsibility Committee, Éric Poton was appointed as a member of the Audit & Risks Committee, with effect from January 26, 2022.
Jacques Aschenbroich
Chairman and Chief Executive Officer (until January 26, 2022)
Chairman of the Board of Directors (since January 26, 2022)

Main position held outside the Company
• Director (various companies)

Directorships and other offices currently held
Directorships and other offices within the Group
• Chairman of the Board of Directors, École nationale supérieure des Mines ParisTech
• Director, Veolia Environnement (until May 28, 2021) ♦ (Chairman of the Research, Innovation and Sustainability Committee and member of the Accounts and Audit Committee), BNP Paribas ♦ (member of the Accounts Committee) and TotalEnergies ♦
• Co-President of the Franco-Japanese Business Club

Directorships and other offices held outside the Group
• Chairman of the Board of Directors, École nationale supérieure des Mines ParisTech
• Director, Veolia Environnement (until May 28, 2021) ♦ (Chairman of the Research, Innovation and Sustainability Committee and member of the Accounts and Audit Committee), BNP Paribas ♦ (member of the Accounts Committee) and TotalEnergies ♦

Directorships and other offices held within the past five years
• Chairman, Valeo Finance, Valeo SpA (Italy), Valeo (UK) Limited (United Kingdom)

Summary of main areas of expertise and experience
Jacques Aschenbroich remains Chairman of Valeo’s Board of Directors following the change in the Group’s governance structure on January 26, 2022. Jacques Aschenbroich has been Chief Executive Officer of Valeo since March 20, 2009 and Chairman and Chief Executive Officer since February 18, 2016. He has extensive experience in senior executive positions in major industrial groups in France and abroad, as well as senior civil service positions.

Before joining Valeo, he held several positions in the French administration and served in the Prime Minister’s office in 1987 and 1988. He then pursued an industrial career in the Saint-Gobain group from 1988 to 2008. After having managed subsidiaries in Brazil and Germany, he became Managing Director of the Flat Glass division of Compagnie de Saint-Gobain and went on to become Chairman of Saint-Gobain Vitrage in 1996.

As Senior Vice-President of Compagnie de Saint-Gobain from October 2001 to December 2008, he managed the flat glass and high-performance materials sectors as from January 2007 and, as the Vice-Chairman of Saint-Gobain Corporation and General Delegate to the United States and Canada, he directed the operations of the group in the United States as from September 1, 2007. He was also a director of Esso SAF until June 2009.

Jacques Aschenbroich graduated in engineering from École des Mines.

He is a French citizen and speaks French, English, German and Portuguese.

♦ Listed company (for directorships and positions currently held).
Christophe Périllat
Director (since May 26, 2021)
Deputy Chief Executive Officer (from May 26, 2021 to January 26, 2022)
Chief Executive Officer (since January 26, 2022)

Main position held outside the Company
- Director (various companies)

Directorships and other offices currently held
Directorships and other offices within the Group
- Chairman of the Board of Directors, Valeo SpA, Valeo (UK) Limited, Valeo North America Inc. and Valeo Service
- Director, Valeo Service España, SAU

Directorships and other offices held outside the Group
- Director, ALD (member of the Nomination and Compensation Committee)

Directorships and other offices held within the past five years
- Chief Operating Officer and Associate Chief Executive Officer, Valeo

Summary of main areas of expertise and experience
Christophe Périllat joined the Valeo Group in 2000 and held a number of management positions in Group entities of increasing size before becoming Chief Operating Officer in 2011, Associate Chief Executive Officer in 2020, Deputy Chief Executive Officer in 2021 and Chief Executive Officer in January 2022.

Prior to joining Valeo, Christophe Périllat worked in the aerospace industry at equipment manufacturer Labinal, where he held roles in supply chain management, as well as plant, project and subsidiary management positions in France and the United States.

He is a Board member at ALD.

Christophe Périllat is a graduate of École polytechnique and École des mines de Paris. He also holds an EMBA from the French business school HEC.

Christophe Périllat is a French citizen and speaks French and English.
- Listed company (for directorships and positions currently held).

First appointed: 05/26/2021
Start of current term of office: 05/26/2021
End of current term of office: Shareholders’ Meeting called to approve the 2024 financial statements
Number of shares held: 112,984
Membership of Board committees: -

(1) Christophe Périllat also holds 27,725 shares in the Valeorizon mutual fund (Group employee share ownership plan), which would represent 109,950 shares.
Bruno Bézard
Independent director

French
Age: 58
Cathay Capital
Private Equity
52, rue d’Anjou
75008 Paris, France

First appointed: 10/24/2017
Start of current term of office: 05/23/2018
End of current term of office: Shareholders’ Meeting called to approve the 2021 financial statements
Number of shares held: 3,000
Membership of Board committees:
• Audit & Risks Committee

Main position held outside the Company
• Managing Partner of investment fund Cathay Capital Private Equity

Directorships and other offices currently held

Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
• Director, Matmut

Summary of main areas of expertise and experience
Bruno Bézard has experience in the most prestigious roles in the French civil service, spanning the economic, industrial and financial spheres, as well as in the private equity world. In addition, over the past few years he has gained in-depth knowledge of China, where he lived for several years and spends a substantial amount of time in his current position. He also speaks the language.

Bruno Bézard served as Head of the French Public Finance Administration after spending two years as Minister-Advisor in Beijing, overseeing France’s Greater China Regional Economic Department. He created, and then headed, the French State Shareholding Agency (APE), representing the State as a shareholder on a large number of company boards and acquiring vast experience in corporate governance and mergers & acquisitions.

He has notably held a seat on the boards of EDF, SNCF, Areva, La Poste, Thales, Air France, Engie, PSA and Fonds Stratégique d’Investissement (FSI). He was Head of the French Treasury and President of the Paris Club before joining Cathay Capital as Managing Partner in 2016, a private equity fund that invests in start-ups, SMEs and middle market companies, and supports their international development in Europe, the United States and China.

An Inspector General of Finance, Bruno Bézard is a graduate of the École polytechnique and the École nationale d’administration (ENA), and taught at both schools for a number of years.

He is a French citizen and speaks French, English, Chinese and Russian.
Bpifrance Participations
27/31, avenue du Général-Leclerc
94710 Maisons-Alfort Cedex, France

First appointed: 06/21/2019
Start of current term of office: 06/21/2019
End of current term of office: Shareholders’ Meeting called to approve the 2021 financial statements
Number of shares held: 12,600,000
Membership of Board committees:
- Compensation Committee
- Governance, Appointments & Corporate Social Responsibility Committee
- Strategy Committee

Directorships and other offices currently held

Directorships and other offices within the Group
-

Directorships and other offices held outside the Group
- Director, Ekinops • Eutelsat Communications • Nexans • Orange • Parrot • Pixium Vision • Prodways group • and Soitec •
- Member of the Supervisory Board, Innate Pharma •
- Board Observer, Abionyx Pharma • Fermentalg • and Poxel •

Directorships and other offices held within the past five years
- Director, Gensight, Antalis, Cegedim, CGG, Gensight Biologics, Txxcell, Verallia, Verimatrix, Mersen, Technicolor and Voluntis
- Member of the Supervisory Board, Valneva, Vergnet, PSA and Vallourec

Summary of main areas of expertise and experience

Bpifrance Participations is a Bpifrance subsidiary, and invests both directly and through funds of funds. It is the parent company of Bpifrance Investissement and engages in these business activities under the general interest mission entrusted to Bpifrance.

* Listed company (for directorships and positions currently held).
Stéphanie Frachet
Permanent representative of Bpifrance Participations

French
Age: 44
Bpifrance Investissement
6-8, boulevard Haussmann
75009 Paris, France

Main position held outside the Company
• Director, Bpifrance Investissement; member of the Management Committee, Bpifrance Capital Développement

Directorships and other offices currently held
Directorships and other offices within the Group
–
Directorships and other offices held outside the Group
• Permanent representative of Bpifrance Participations, Director, Eutelsat Communications ♦ (member of the Appointments & Governance Committee)
• Member of the Supervisory Board, Sabena Technics Participations (member of the Compensation Committee)
• Director, Constellium ♦ (member of the Environment, Health and Safety Committee)
• Permanent representative of Bpifrance Investissement, Director, Sulo
• Board Observer, Paprec (member of the Audit Committee) and Diot-Siaci

Directorships and other offices held within the past five years
• Independent director Eurosic
• Permanent representative of Bpifrance Investissement, Director, Sarenza
• Permanent representative of Bpifrance Participations, Director, Fidec
• Board Observer, Horizon Parent Holdings (Verallia) and Financière Carso

Summary of main areas of expertise and experience
Stéphanie Frachet has been a manager of Bpifrance Investissement and a member of the Management Committee of Bpifrance Capital Développement since 2017. She joined Bpifrance (formerly Fonds Stratégique d’Investissement) in 2009 and has 20 years’ experience in finance and private equity.

From 2001 to 2007, she worked in audit at Ernst & Young and then Transaction Services at PricewaterhouseCoopers, handling M&A and LBO operations.

In 2007, she joined Société Générale’s Leveraged Finance team where she was in charge of LBO deals for middle market companies and large groups.

Stéphanie Frachet is also the permanent representative of Bpifrance Participations on the Board of Directors of Eutelsat Communications, permanent representative of Bpifrance Investissement on the Board of Directors of Sulo (formerly Plastic Omnium Environnement), director of Constellium (listed on the New York Stock Exchange) and a member of the Supervisory Board of Sabena Technics Participations. She is also a Board Observer at Paprec and Diot-Siaci.

Stéphanie Frachet was previously an independent director of Eurosic, permanent representative of Bpifrance Participations on the Board of Directors of Fidec, Board Observer of Horizon Parent Holdings (Verallia) and Financière Carso, as well as a permanent representative of Bpifrance Investissement on the Board of Directors of Sarenza.
She is a graduate of ESSEC Business School.
♦ Listed company (for directorships and positions currently held).
Stéphanie Frachet has been a manager of Bpifrance Participations since 2017. She joined Bpifrance (formerly Fonds Stratégique d’Investissement of the Caisse des dépôts et consignations) in 2010 as a permanent representative of Bpifrance Investissement and a member of the Management Committee of Bpifrance Capital Développement since 2013.

Directorships and other offices held within the past five years

• Directorships and other offices held currently
  • Director, Bpifrance Investissement; member of the Management Committee, Bpifrance Capital Développement
  • Member of the Supervisory Committee, Valeorizon fund
  • Strategy Committee

Main position held outside the Company

• Strategy Committee
• Compensation Committee

Summary of main areas of expertise and experience

Through his long experience in the Group and his involvement in the employee representative bodies and trade unions, Éric Chauvirey has in-depth knowledge of the Group’s business and employee relations, which are essential attributes for a director representing employees. Éric Chauvirey has been employed by Valeo since 1999 in production (Étaples-sur-Mer) and R&D (Montigny-le-Bretonneux & Cergy). He began his career with Valeo as Head of Project Design at Étaples-sur-Mer, before being appointed Head of Pre-Project Research & Development in 2005 for Valeo Systèmes de Liaison.

In 2007, he was promoted to the position of Head of Project Quality for Valeo Systèmes de Contrôle Moteur, the Group’s engine management systems unit in Cergy, then became Project Manager in 2012. In September 2014, he was appointed Head of Prototype Scheduling. Since December 1, 2017, Éric Chauvirey has been R&D Knowledge Manager, responsible for managing Valeo Experts.

He was a member of the Works Council, and trade union representative at the Cergy site, and central trade union representative for Valeo Systèmes de Contrôle Moteur. He was also a member of the Central Works Council, Chairman of the Economic Commission, and Group negotiator for the Force Ouvrière trade union.

Éric Chauvirey holds an engineering degree in Industrial Design and Production from the ESCPI-CNAM. He has also completed a training course on the role of company directors run by the Institut d’études politiques de Paris (IEP) in partnership with the French Institute of Directors (Institut français des administrateurs – IFA).

He is a French citizen and speaks French and English.
C. Maury Devine
Independent director

American
Age: 70
1219 35th street NW
Washington, DC 20007, United States

First appointed: 04/23/2015
Start of current term of office: 05/26/2021
End of current term of office: Shareholders’ Meeting called to approve the 2024 financial statements
Number of shares held: 3,500
Membership of Board committees:
• Governance, Appointments & Corporate Social Responsibility Committee
• Compensation Committee

Main position held outside the Company
• Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group

Directorships and other offices held outside the Group
• Director, John Bean Technologies (United States) ♦ (Chair of the independent Nominating and Governance Committee and member of the Audit Committee), ConocoPhillips (United States) ♦ (member of the independent Nominations and Governance Committee and the Public Policy Committee), Gonzaga College High School (United States) and the Catholic Charities Foundation of the Archdiocese of Washington (member of the Investment Committee)

Directorships and other offices held within the past five years
• Director, Technip (Lead Director, member of the Nominating and Compensation Committee and Chair of the Ethics and Governance Committee) and Georgetown Visitation Preparatory School (United States) (Chair of the Audit Committee and member of the Executive Committee)
• Member of the independent Nominating and Governance Committee, Petroleum Geo-Services (Norway)

Summary of main areas of expertise and experience
C. Maury Devine, a US national, has held several management positions in international and industrial groups in the United States and Europe. She has also served in public office in the United States and has extensive knowledge of US public affairs.

From 1972 to 1987, C. Maury Devine worked for the US government in various capacities, most notably for the Department of Justice, the White House and the US Drug Enforcement Administration (DEA). Between 1987 and 2000, she held a number of positions at ExxonMobil Corporation, including Chair and Chief Executive Officer of its Norwegian subsidiary from 1996 to 2000 and Secretary General of Mobil Corporation between 1994 and 1996.

She was also Vice-Chair of the Board of Directors of Det Norske Veritas (DNV) from 2000 to 2010 and Fellow at the Belfer Center for Science and International Affairs at Harvard University from 2000 to 2003. She also sits on the Board of Directors of FMC Technologies. C. Maury Devine is a graduate of Middlebury College, the University of Maryland and Harvard University (Masters in Public Administration).

She is an American citizen and speaks French and English.

♦ Listed company (for directorships and positions currently held).
Fonds Stratégique de Participations
93, boulevard Haussmann
75008 Paris, France

First appointed: 03/24/2020
Start of current term of office: 06/25/2020
End of current term of office: Shareholders’ Meeting called to approve the 2023 financial statements
Number of shares held: 10,213,000
Membership of Board committees:
• Audit & Risks Committee

Directorships and other offices currently held
Directorships and other offices within the Group
- 
Directorships and other offices held outside the Group
• Director, SEB, Arkema, Eutelsat Communications, Tikehau Capital Advisors, Elior Group, Neoen and Safran via F&P (joint venture with Peugeot Invest)
• Member of the Supervisory Board, Tikehau Capital SCA
• Board Observer, Believe

Directorships and other offices held within the past five years
• Director, Zodiac Aerospace

Summary of main areas of expertise and experience
Fonds Stratégique de Participations (FSP) is a long-term investment vehicle whose purpose is to support French companies in their growth and transition projects over the long term. FSP thus acquires significant equity interests in companies and plays a role in their governance by obtaining a seat of the Board of Directors or the Supervisory Board. The shareholders of the funds are seven French insurance companies: BNP Paribas Cardif, CNP Assurances, Crédit Agricole Assurances, Groupama, Natixis Assurances, Société Générale Assurances, and Suravenir.

FSP’s portfolio currently consists of nine equity interests in French companies that are leaders in their field: SEB, Arkema, Safran, Eutelsat Communications, Tikehau Capital, Elior, Neoen, Valeo and Believe.

FSP is managed by the investment management company, ISALT.
* Listed company (for directorships and positions currently held).
Julie Avrane
Permanent representative of Fonds Stratégique de Participations

French
Age: 50
144, rue de Longchamp
75116 Paris, France

Main position held outside the Company
• Chair, Clear Direction

Directorships and other offices currently held

Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
• Chair, Clear Direction
• Member, Cercle de l’Odéon and Fondation de la Comédie Française
• Director, Monnoyeur group, Bureau Veritas (since June 25, 2021) ♦ (member of the Strategy Committee and the Audit and Risk Committee) and Cubyn (since May 2021)
• Member of the Supervisory Board, Unibail-Rodamco-Westfield ♦ (member of the Audit Committee)

Directorships and other offices held within the past five years
• Senior Partner, McKinsey & Company

Summary of main areas of expertise and experience
A Senior Partner in McKinsey & Company’s Paris office from 1999 to July 2020, Julie Avrane headed the firm’s high-tech industries practice in France (advanced electronics, aerospace and defense, automotive and assembly). She also co-led the firm’s high-tech skills practice worldwide.
Julie Avrane specializes in high-tech industries, IT services and software. At McKinsey, she mainly dealt with strategy, growth, M&A and post-merger integration issues in cross-border contexts as well as large-scale transformation plans.

Julie Avrane is a graduate of the École nationale supérieure des télécommunications de Paris and of the Collège des ingénieurs. She also holds an MBA from INSEAD.
♦ Listed company (for directorships and positions currently held).
Mari-Noëlle Jégo-Laveissière
Independent director

French
Age: 53
Orange
Orange Bridge
111, quai du
Président-Roosevelt
92130 Issy-les-
Moulineaux, France

First appointed: 05/26/2016
Start of current term of office: 05/26/2021
End of current term of office: Shareholders’ Meeting called to approve the 2024 financial statements
Number of shares held: 1,500
Membership of Board committees:
• Audit & Risks Committee

Main position held outside the Company
• Deputy Chief Executive Officer, Orange Europe (excl. France)

Directorships and other offices currently held
Directorships and other offices within the Group
–
Directorships and other offices held outside the Group
• Chair of the Board of Directors, Telekom Romania (since September 30, 2021)
• Director, Engie (members of the Ethics, Environment and Sustainability Committee), Orange Romania (Romania), Orange Belgium (Belgium) ♦, Orange Polska (Poland) ♦, Orange España (Spain), Orange Bank and NowCp (until May 3, 2021)

Directorships and other offices held within the past five years
• Director, Nordnet, the French National Frequency Agency (Agence Nationale des Fréquences) and BuyIn
• Chair of the Board of Directors, Soft@Home and Viaccess

Summary of main areas of expertise and experience
Mari-Noëlle Jégo-Laveissière brings the Board of Directors her considerable experience in new technologies and in research and development, particularly in telecommunications, areas in which she has spent most of her career.
She began her career in 1996 at the Paris regional office (Direction Régionale de Paris) of France Télécom’s commercial distribution network. Since then, she has held various leadership positions within the Orange group: head of Consumer Marketing France (Marketing Grand Public France), Director of Research and Development and Director of International Networks. She became a member of the Executive Committee of Orange in March 2014 in her capacity as Executive Vice-President of Innovation, Marketing & Technologies.

Mari-Noëlle Jégo-Laveissière has been Deputy Chief Executive Officer, Europe (excl. France) of Orange since September 1, 2020. Mari-Noëlle Jégo-Laveissière holds a degree from École normale supérieure and she graduated in engineering from Corps des Mines. She also holds a doctorate in quantum chemistry from the Université de Paris XI – Waterloo (Canada).
She is a French citizen and speaks French and English.
♦ Listed company (for directorships and positions currently held).
Gilles Michel
Independent director
Lead Director (until January 26, 2022)

French
Age: 65
Valeo
100, rue de Courcelles
75017 Paris, France

First appointed: 05/23/2018
Start of current term of office: 05/23/2018
End of current term of office: Shareholders’ Meeting called to approve the 2021 financial statements
Number of shares held: 1,500
Membership of Board committees:
• Governance, Appointments & Corporate Social Responsibility Committee (Chairman)
• Compensation Committee (Chairman)
• Strategy Committee

Main position held outside the Company
• Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group

Directorships and other offices held outside the Group
• Director, IBL Ltd (Mauritius) ♦ (Chairman of the Corporate Governance Committee, member of the Strategy Committee), Solvay (Belgium) ♦ (member of the Finance Committee, Chairman of the Appointments Committee and member of the Compensation Committee), Maurilait Production Ltée (Mauritius) and IBL Energy Holdings Ltd (Mauritius)
• Chairman of the Board of Directors, Charles Telfair Institute (Mauritius)
• Vice-Chairman of Management and Development Company Limited (Mauritius)

Directorships and other offices held within the past five years
• Chairman and Chief Executive Officer, Imerys
• Chairman of the Board of Directors, Imerys

Summary of main areas of expertise and experience
Gilles Michel has extensive experience in the automotive industry, after a number of years in senior management positions at PSA Peugeot Citroën, where he held roles such as brand manager for Citroën and Managing Board member of Peugeot SA.

He began his career at the École nationale de la statistique et de l’administration économique (ENSAE), before moving to the World Bank in Washington DC. He joined Saint Gobain in 1986, where he spent 16 years in various senior management roles, mainly in the United States, before being appointed Chairman of the Ceramics & Plastics division in 2000. He joined PSA Peugeot Citroën in 2001 as Executive Vice-President of Platforms, Technical Affairs and Purchasing, before becoming brand manager for Citroën and a member of the Peugeot SA Managing Board. From December 1, 2008, Gilles Michel served as Chief Executive Officer of Fonds Stratégique d’Investissement (FSI) upon appointment by the French State and Caisse des Dépôts et Consignations, where he was responsible for equity investments in companies offering growth and competitiveness for the French economy.

He was Chairman of the Board of Directors of Imerys until June 25, 2019, having previously been a director, Deputy Chief Executive Officer and Chairman and Chief Executive Officer.

Gilles Michel is a graduate of the École polytechnique, ENSAE and the Institut d’études politiques de Paris (IEP).

He is a French citizen and speaks French and English.

♦ Listed company (for directorships and positions currently held).
The Board of Directors during the Year Ended December 31, 2021

Thierry Moulonguet
Independent director

French
Age: 70
Fimalac
97, rue de Lille
75007 Paris, France

First appointed: 06/08/2011
Start of current term of office: 06/25/2020
End of current term of office: Shareholders’ Meeting called to approve the 2023 financial statements
Number of shares held: 3,000
Membership of Board committees:
• Audit & Risks Committee (Chairman)
• Strategy Committee

Main position held outside the Company
• Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
• Director, Fimalac (member of the Compensation Committee), Fimalac Développement (Luxembourg), Lucien Barrière group (Chairman of the Audit and Risk Committee and member of the Strategy Committee and the Compensation Committee) and HSBC France (Chairman of the Audit Committee and member of the Risk Committee)
• Chairman of the Supervisory Board, Webedia (Fimalac group)

Directorships and other offices held within the past five years
• Director, HSBC Europe (United Kingdom) and Prodways group

Summary of main areas of expertise and experience
Thierry Moulonguet has extensive experience in the French and international automotive industry. He spent most of his career with the Renault-Nissan group, where he held a number of top positions including Associate Chief Executive Officer and Chief Financial Officer of Nissan in Japan and Associate Chief Executive Officer and Chief Finance Officer of the Renault group.

Thierry Moulonguet joined the Renault-Nissan group in February 1991 as Head of Banking Strategy and Financial Communication. He later served as Director of Financial Relations, Director of Capital Expenditure Control, Associate Chief Executive Officer and Chief Financial Officer of Nissan before becoming Associate Chief Executive Officer and Chief Financial Officer of the Renault group, also in charge of Information Systems, and then member of the Management Committee for the Americas and member of its Executive Committee from January 2004 to July 1, 2010. He served as Special Advisor to Renault’s Chairman and Chief Executive Officer until March 31, 2011, the date on which he retired.

He also served as a member of the Board of Fitch Ratings Ltd, Ssangyong Motor Co. (South Korea), Avtovaz, RCI Banque and Renault Retail group.
Thierry Moulonguet is a graduate of École nationale d’administration (ENA) and Institut d’études politiques de Paris (IEP).
He is a French citizen and speaks French and English.
Olivier Piou  
Independent director (until June 30, 2021)

French  
Age: 63  
1, avenue Frédéric-Le-Play  
75007 Paris, France  

First appointed: 05/23/2019  
Start of current term of office: 05/23/2019  
End of current term of office: 06/30/2021  
Number of shares held: 15,000  
Membership of Board committees:  
• Audit & Risks Committee  
• Strategy Committee  

Main position held outside the Company  
• Director, TechnipFMC (until February 16, 2021) (United Kingdom) ♦ (member of the Strategy Committee and the Environmental, Social and Governance Committee)

Directorships and other offices currently held  

Directorships and other offices within the Group  

Directorships and other offices held outside the Group  
• Director, TechnipFMC (until February 16, 2021) (United Kingdom) ♦

Directorships and other offices held within the past five years  
• Director, Gemalto N.V. (Netherlands) and Nokia (Finland)

Summary of main areas of expertise and experience  
Olivier Piou has extensive executive experience and recognized expertise in the field of digital security, having spent a number of years in executive management positions at Schlumberger, Axalto and Gemalto, including as Chief Executive Officer of Gemalto from 2006 to 2016. Olivier Piou began his career with Schlumberger in 1981 as a production engineer, and has held various senior management positions in the technology, marketing and operations divisions of Schlumberger in France and the United States. He was Chief Executive Officer of Axalto N.V., Schlumberger Limited’s smart cards division, at the time of its initial public offering in 2004. He then successfully completed the merger between Axalto and Gemplus to create Gemalto. In 2015, he was ranked as one of the world’s best-performing chief executive officers by the prestigious Harvard Business Review. He also served as a member of the Board of Directors of TechnipFMC until February 16, 2021. He served as Chairman of Eurosma, a trade association for the smart cards industry, from 2003 to 2006. He served as a director of Axalto NV from 2004 to 2006, of Gemalto from 2006 to 2019, of INRIA (Institut national de recherche en informatique et en automatique), the French national institute for research in digital science and technology, from 2003 to 2010, of Alcatel-Lucent from 2008 to 2016 and of Nokia from 2016 to 2020. Olivier Piou is a graduate of the École centrale de Lyon and is a chevalier de la Légion d’honneur (Knight of the Legion of Honor). He is a French citizen and speaks French and English.  
♦ Listed company (for directorships and positions currently held).
Éric Poton
Director representing employees (since June 30, 2021)

French
Age: 55
Valeo Systèmes d’Essuyage
1, rue Pierre-et-Marie-Curie
63500 Issoire, France

First appointed by the Group Works Council: 06/18/2021
Start of current term of office: 06/30/2021
End of current term of office: 06/30/2025
Number of shares held: in accordance with the law, the articles of association and the Internal Procedures, directors representing employees are not required to hold 1,500 shares
Membership of Board committees: -

Main position held outside the Company
-

Directorships and other offices currently held
Directorships and other offices within the Group
• P2, R&I and standard owner project manager within the Group
Directorships and other offices held outside the Group
-

Directorships and other offices held within the past five years
-

Summary of main areas of expertise and experience
Thanks to his career within the Group and his involvement in the employee representative bodies and trade unions, Éric Poton has in-depth knowledge of the Group’s business and employee relations, which are key attributes for a director representing employees.

Éric Poton has worked at Valeo since 1998. He has held various positions within the Issoire plant, mainly in the R&D and Aftermarket teams.

Since 2017, he has been project manager for P2 and R&I and standard owner, with a particular focus on developing Aftermarket platform standards for the wiper business. He leads a research and innovation project team and contributes to the Group’s innovation activities on wiper system products.

He started his career at Valeo as a design engineer before becoming a member of the R&D project team. Between 2007 and 2011, he held the position of R&D standardization coordinator and in 2012 was appointed P2 project manager.

Éric Poton was a member of the Economic and Social Committee at the Issoire site and a member of the Central Works Council at Valeo Systèmes d’Essuyage (VSE). He was also the site and central union delegate for VSE, as well as a full member of the Group Works Council and the European Works Council for the CFE-CGC trade union.

Éric Poton holds a higher education diploma in industrial product design and has followed a further education course in management.

He is a French citizen and speaks French and English.
Patrick Sayer
Independent director

French
Age: 64

Augusta
143, avenue Charles-de-Gaulle
92200 Neuilly-sur-Seine, France

First appointed: 05/23/2019
Start of current term of office: 05/23/2019
End of current term of office: Shareholders’ Meeting called to approve the 2022 financial statements
Number of shares held: 11,700
Membership of Board committees:
• Governance, Appointments & Corporate Social Responsibility Committee
• Compensation Committee
• Strategy Committee (Chair)

Main position held outside the Company
• Chairman of Augusta

Directorships and other offices currently held

Directorships and other offices within the Group

• Chairman, Augusta, CarryCo Capital 1, CarryCo Croissance and CarryCo Croissance 2 (Eurazeo group)
• Member of the Supervisory Board, Eurazeo ♦ (member of the Finance Committee and the Digital Committee) and Europcar Mobility group ♦ (until February 26, 2021) (member of the Strategy Committee)
• Director, Ipulse (United States)
• Founding member of the legal think-tank Club des juristes
• Judge at the Paris Commercial Court

Directorships and other offices held within the past five years
• Chairman of the Executive Board, Eurazeo
• Chief Executive Officer, Legendre Holding 19
• Chairman, Eurazeo Capital Investissement, Legendre Holding 25, Legendre Holding 26 and AFIC
• Chairman of the Supervisory Board, Europcar Mobility group
• Member of the Supervisory Committee, Foncia Holding
• Director, Colyzeo Investment Advisors, Gruppo Banca Leonardo (Italy), Rexel, AccorHotels, Tech Data Corporation (United States) and Musée des arts décoratifs de Paris
• Manager, Investco 3d Bingen
• Vice Chairman and member of the Supervisory Board, ANF Immobilier

Summary of main areas of expertise and experience

Patrick Sayer is Chairman of Augusta, a family office that focuses on investing in three core sectors: new technologies, luxury goods and real estate.

Patrick Sayer served as Chairman of the Management Board of Eurazeo, one of Europe’s leading listed investment companies, from 2002 to 2018. He became a member of Eurazeo’s Supervisory Board in 2018. After acquiring equity interests in Rhône Capital and Idinvest, Eurazeo directly and indirectly managed assets of almost 20 billion euros.

Previously, Patrick Sayer was a managing partner at Lazard Frères et Cie in Paris, which he joined in 1982, and a managing director of Lazard Frères & Co. in New York, where he was global head of media and technology. His private equity experience dates back to the creation of Fonds Partenaires, where he was active from 1989 to 1993. He is a director of Ipulse and the Paris Museum of Decorative Arts.

He served as a member of the Supervisory Board of Europcar Mobility group until February 26, 2021 and a director of Tech Data Corporation in the United States until June 30, 2020. Between 2006 and 2007 he was President of the French Association of Investors for Growth (Association française des investisseurs pour la croissance) (AFIC), and he is also a founder member of the legal think-tank Club des juristes and a judge at the Paris Commercial Court (Tribunal de commerce de Paris). He is a lecturer in finance (masters program) at Paris Dauphine university.

Patrick Sayer is a graduate of École polytechnique (1980) and École des mines de Paris (1982). He is also a certified financial analyst, completing the course at the French Society of Financial Analysts training center, where he has also taught classes.

He is a French citizen and speaks French and English.

♦ Listed company (for directorships and positions currently held).
Ulrike Steinhorst
Independent director

German
Age: 70
3, villa du Coteau
92140 Clamart, France

First appointed: 02/24/2011
Start of current term of office: 06/25/2020
End of current term of office: Shareholders’ Meeting called to approve the 2023 financial statements
Number of shares held: 1,500
Membership of Board committees:
• Strategy Committee
• Governance, Appointments & Corporate Social Responsibility Committee (in charge of CSR issues)
• Compensation Committee

Main position held outside the Company
• Founder, Nuria Consultancy, a consulting firm
• Director (various companies)

Directorships and other offices currently held

Directorships and other offices within the Group
–

Directorships and other offices held outside the Group
• Chair, Nuria Consultancy
• Director, the Franco-German Chamber of Commerce and Industry, École nationale supérieure des mines de ParisTech, Mersen (Chair of the Compensation, Appointments and Governance Committee) and Albioma (Chair of the Nomination, Remuneration & Governance Committee and member of the Corporate Social Responsibility Committee)
• Member of the Management Committee of Fonds de revitalisation industrielle (GE)

Directorships and other offices held within the past five years
• Strategy, Planning and Finance Director, Airbus group’s Technical Corporate division

Summary of main areas of expertise and experience

Ulrike Steinhorst, a German citizen, has extensive experience in top-level corporate positions, mainly at EDF, Degussa/Evonik group and EADS/Airbus, with a strong focus on international business and strategy.

She joined the Electricité de France (EDF) group in 1990 after being at the office of the Minister for European Affairs at the time of German reunification. Within EDF she held a number of positions before becoming head of the International Subsidiaries in the Industrial division. In 1999, she joined Degussa AG group in Germany, before returning to France in 2003 to head up the group’s French business. In 2007, she joined EADS where she served as Chief of Staff to the Executive Chairman.

From 2012 until the end of 2017, she was Strategy, Planning and Finance Director at Airbus group’s Technical Corporate division.

In 2017, she founded the consulting firm Nuria Consultancy. In addition to her consulting activities, she is an independent director of several listed companies. She has also served on the Board of Directors of F2I (UIMM) and the Imagine genetic disease research institute.

Ulrike Steinhorst is a state-certified German lawyer and graduate of the HEC Executive MBA, Université Paris II – Panthéon (post-graduate degree in public law) and the École nationale d’administration (ENA).

She is a German citizen and speaks German, English and French.

* Listed company (for directorships and positions currently held).
Grzegorz Szelag  
Director representing employees

Polish  
Age: 44  
Valeo Electric and Electronic Systems Sp. z.o.o  
ul. Bestwińska 21  
43-500 Czechowice-Dziedzice, Poland  

First appointed by the European Works Council: 11/19/2020  
Start of current term of office: 11/19/2020  
End of current term of office: 11/19/2024  
Number of shares held: in accordance with the law, the articles of association and the Internal Procedures, the director representing employees is not required to hold 1,500 shares  
Membership of Board committees:  
Compensation Committee

Main position held outside the Company

Directorships and other offices currently held

Directorships and other offices within the Group
• Quality technician  
Directorships and other offices held outside the Group

Directorships and other offices held within the past five years
• Secretary of the Valeo Group’s European Works Council

Summary of main areas of expertise and experience

Thanks to his long experience with the Group and his involvement in its employee representative bodies for more than 15 years, Grzegorz Szelag possesses all the professional and interpersonal qualities required to fulfill the role of director representing employees.  
Grzegorz Szelag has been working at Valeo in Czechowice, Poland, since 2002. He started his career as a production operator, before being promoted to production supervisor in 2002, and then quality technician in 2004.  

In 2005, he became employee representative at the Czechowice site. He joined Valeo’s European Works Council in 2006 as representative for Poland and became its Secretary in 2018.  
Grzegorz Szelag has a degree from a mechanical engineering school.  
When he was appointed as director representing employees, he completed a training course set up by the French Institute of Directors (Institut français des administrateurs – IFA) entitled “Salaried Directors Workshop, a guide to being a member of the Board”.  
He is a Polish citizen and speaks Polish and English.
Véronique Weill
Independent director

French
Age: 62
CNP Assurances
4, place Raoul-Dautry
75015 Paris, France

First appointed: 05/26/2016
Start of current term of office: 05/26/2021
End of current term of office: Shareholders’ Meeting called to approve the 2024 financial statements
Number of shares held: 2,390
Membership of Board committees:
• Audit & Risks Committee
• Governance, Appointments & Corporate Social Responsibility Committee
• Compensation Committee

Main position held outside the Company
• Chair of the Board of Directors, CNP Assurances

Directorships and other offices currently held

Directorships and other offices within the Group

• Chair of the Board of Directors, CNP Assurances (member of the Compensation and Appointments Committee, Chair of the Strategy Committee, Chair of the Monitoring Committee for the implementation of the BPCE and La Banque Postale partnerships, and Chair of the Ad Hoc Committee)
• Director, Caixa Seguros Holding and Holding XS1
• Member of the Supervisory Board, Rothschild & Co (member of the Compensation and Appointments Committee) and the Gustave Roussy Foundation (Co-Chair of the Campaign Committee)
• Member of the European Advisory Committee, Salesforce

Directorships and other offices within the past five years
• General Manager responsible for Operations, IT, Real Estate, Insurance and M&A, Publicis group
• Chief Customer Officer, AXA group
• Chief Executive Officer, AXA Global Asset Management
• Chair of the Board of Directors, AXA Assicurazioni Spa (Italy), AXA Aurora Vida, Sa De Seguros Y Reaseguros (Spain), AXA Pensiones SA, Entidad Gestora De Fondos De Pensiones, Sociedad Unipersonal (Spain), AXA Seguros Generales SA De Seguros Y Reaseguros (Spain), AXA Vida SA De Seguros Y Reaseguros (Spain), AXA Global Direct (France) and AXA Banque Europe (Belgium)
• Director, AXA Assistance SA (Italy), AXA MPS Assicurazioni Danni S.p.A (Italy) and AXA MPS Assicurazioni Vita S.p.A (Italy), Translate Plus – Publicis group (United Kingdom), BBH Holdings Ltd. (Bartle Bogle Hegarty) – Prodigious UK (United Kingdom), the Georges Besse Foundation and the Louvre Museum

Summary of main areas of expertise and experience
Véronique Weill has a strong background in finance and M&A, as well as insurance, having spent more than 20 years in investment banking in the United States and France and then at AXA. She also has extensive experience in new and digital technologies.

Véronique Weill spent more than 20 years at J.P. Morgan, where she held various positions including global head of operations and trading for the investment banking business and global head of IT and operations for the asset management and private banking business. In June 2006, she joined AXA as Chief Executive Officer of AXA Business Services and Director of Operational Excellence. She was also Chair of the Board of Directors and a director of various AXA subsidiaries in France, Spain, Italy and Belgium.

She was Chief Customer Officer for the AXA group and Chief Executive Officer of AXA Global Asset Management until January 18, 2017 and then General Manager in charge of Operations, IT, Real Estate, Insurance and M&A at the Publicis group until December 2020. She was also a member of the Scientific Board of the AXA Research Fund. She has been Chair of the Board of Directors of CNP Assurances since July 2020.

Véronique Weill is a graduate of Institut d’études politiques de Paris (IEP) and has a bachelor’s degree in literature from the Sorbonne University.

She is a French citizen and speaks French and English.

 Listed company (for directorships and positions currently held).
AGENDA

Agenda for the Ordinary General Shareholders’ Meeting

1. Approval of the parent company financial statements for the financial year ended December 31, 2021;
2. Approval of the consolidated financial statements for the financial year ended December 31, 2021;
3. Allocation of earnings for the financial year ended December 31, 2021 and setting of the dividend;
4. Approval of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code;
5. Renewal of Bruno Bézard’s term of office as Director;
6. Renewal of Bpifrance Participations’ term of office as Director;
7. Renewal of Gilles Michel’s term of office as Director;
8. Approval of the information relating to the compensation paid during, or allocated in respect of, the financial year ended December 31, 2021 to the corporate officers;
9. Approval of the compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer;
10. Approval of the compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Deputy Chief Executive Officer, for the period from May 26, 2021 to December 31, 2021;
11. Approval of the compensation policy applicable to the Directors in respect of the financial year ending December 31, 2022;
12. Approval of the compensation policy applicable to Jacques Aschenbroich, as Chairman and Chief Executive Officer for the period from January 1st to January 26, 2022 and as Chairman of the Board of Directors from January 26, 2022;
13. Approval of the compensation policy applicable to Christophe Périllat as Deputy Chief Executive Officer for the period from January 1st to January 26, 2022 and as Chief Executive Officer from January 26, 2022;
14. Renewal of Ernst & Young et Autres’ term of office as Principal Statutory Auditors;
15. Renewal of Mazars’ term of office as Principal Statutory Auditors;
16. Ratification of the transfer of the registered head office;
17. Authorisation for the Board of Directors to carry out transactions in shares issued by the Company, non-applicable during a public take-over offer;

Agenda for the Extraordinary General Shareholders’ Meeting

18. Ratification of the amendment of Article 20 of the articles of association related to the rules governing the appointment of the Alternate Statutory Auditors;

Agenda for the Ordinary General Shareholders’ Meeting

19. Powers to complete formalities.
PRESENTATION OF THE PROPOSED RESOLUTIONS

Report of the Board of Directors

This report describes the proposed resolutions that are being submitted to the General Shareholders’ Meeting by the Board of Directors. Its purpose is to draw your attention to the important points in the proposed resolutions, in accordance with applicable laws and regulations and with best corporate governance practices for companies listed in Paris. It is not intended as an exhaustive guide; therefore it is essential that you read the proposed resolutions carefully before exercising your vote.

The presentation of the financial situation, business and performance of Valeo and its Group over the past financial year, as well as information required by applicable legal and regulatory provisions, also appear in the 2021 Universal Registration Document (including the annual financial report) which you are invited to read.

Madam, Sir, dear Shareholders,

We have convened this combined (ordinary and extraordinary) General Shareholders’ Meeting of Valeo SE (the “Company” or “Valeo”) to submit for your approval 19 resolutions described in this report.

I. Resolutions within the Ordinary General Shareholders’ Meeting authority

A. Approval of financial statements and allocation of earnings (first, second and third resolutions)

The General Shareholders’ Meeting is first convened to approve the parent company financial statements (first resolution) and the consolidated financial statements of the Company (second resolution) for the financial year ended December 31, 2021, to allocate the earnings and to set the dividend (third resolution).

The parent company financial statements for the financial year ended December 31, 2021 show a net profit of 148,358,200.34 euros. The distributable profit of the Company (net profit of the financial year ended December 31, 2021 and previous retained earnings of 1,810,787,329.36 euros) for the financial year ended December 31, 2021 amounts to 1,959,145,529.70 euros.

The Board of Directors of the Company proposes to pay a dividend of 0.35 euros per share for each share entitled to dividends.

Following the decision to pay a dividend of 0.35 euros per share for each share entitled to dividends, i.e. 84,604,157.75 euros(1), the balance of the distributable profit recorded in the “retained earnings” account amounts to 1,874,541,371.95 euros. The ex-dividend date will be May 27, 2022, the record date will be May 30, 2022 and the payment date will be May 31, 2022.

(1) The total amount of the distribution referred to above is calculated based on the number of shares entitled to dividends as at December 31, 2021, i.e. 241,726,165 shares, and may vary if the number of shares entitled to dividends changes between January 1, 2022 and the ex-dividend date, depending in particular on the number of treasury shares, as well as the final allotment of free shares (if the beneficiary is entitled to a dividend in accordance with the provisions of the relevant plans).
First resolution

(Approval of the parent company financial statements for the financial year ended December 31, 2021)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ Management report, the Board of Directors’ report and the Statutory Auditors’ report on the parent company financial statements as well as the parent company financial statements for the financial year ended December 31, 2021 which include the balance sheet, the income statement and the notes, approves the parent company financial statements for the financial year ended December 31, 2021 as presented, and all of the transactions reflected in these financial statements and summarised in these reports, which show, for this financial year, a net profit amounting to €148,358,200.34.

The total amount of the distribution referred to above is calculated based on the balance recorded in retained earnings €1,874,541,371.95 Allocation to dividend €84,604,157.75

Earnings previously retained €1,810,787,329.36

Profits €148,358,200.34

Notice of Meeting entitled to dividends.

The dividend is set at €0.35 per share for each of the shares the proposal of the Board of Directors, to allocate the distributable profits for the financial year of €148,358,200.34 and decides, on financial statements for the financial year ended December 31, 2021 and setting of the dividend)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, acknowledges that the company financial statements for the financial year ended December 31, 2021 as approved by this General Shareholders’ Meeting, show net profits for the financial year of €148,358,200.34 and decides, on the proposal of the Board of Directors, to allocate the distributable earnings as follows:

- Profits: €148,358,200.34
- Earnings previously retained: €1,810,787,329.36
- Distributable earnings: €1,959,145,529.70
- Allocation to dividend: €84,604,157.75
- Balance recorded in retained earnings: €1,874,541,371.95

The dividend will be paid on May 31st, 2022, it being understood that the ex-dividend date will be May 27, 2022 and the record date will be May 30, 2022. It is noted that if, at the time such dividends are paid, the Company holds treasury shares, the sums corresponding to the unpaid dividends in respect of these shares will be allocated to the «retained earnings» account.

When the gross dividend is paid to individual shareholders who are tax residents in France, the dividend is submitted to a unique flat tax at an overall rate of 30% including (i) the income tax at a flat rate of 12.8% (Article 200 A, 1° of the French General Tax Code) and (ii) social contributions (including Generalized Social Contribution (CG), the Contribution for the Reimbursement of the Social Debt (CRDS), the social levy, the additional contribution to the social levy and the solidarity levy) at a rate of 17.2%. Individual shareholders who are tax residents in France may, however, opt for this dividend to be taxed at a progressive rate (Article 200 A, 2 of the French General Tax Code) upon filing the income tax return before the deadline for filing such income tax return.

Pursuant to the applicable laws, the General Shareholders’ Meeting acknowledges that the dividends distributed over the last three financial years prior to the 2021 financial year were as follows.

<table>
<thead>
<tr>
<th>Financial year</th>
<th>Number of shares entitled to dividends</th>
<th>Dividend per share (in euros)</th>
<th>Total (in millions of euros)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>237,898,784</td>
<td>1.25</td>
<td>297.4*</td>
</tr>
<tr>
<td>2019</td>
<td>239,452,552</td>
<td>0.20</td>
<td>47.9*</td>
</tr>
<tr>
<td>2020</td>
<td>240,641,931</td>
<td>0.30</td>
<td>72.2*</td>
</tr>
</tbody>
</table>

* Amounts which are eligible for the 40% tax deduction applying to individuals who are tax residents in France pursuant to Article 158, 3-2° of the French General Tax Code

B. Approval of related-party agreements (fourth resolution)

Certain agreements entered into by the Company in connection with its activities are subject to a specific procedure. This includes, in particular, agreements that may be directly or indirectly entered into between the Company and any other company with which it has corporate officers in common, or between the Company and its corporate officers or a shareholder holding more than 10% of the voting rights of the Company.

Pursuant to the provisions of Articles L. 225-38 et seq. of the French Commercial Code, any “related party” agreement is subject to the prior approval of the Board of Directors and, once entered into, give rise to the issue of a special report by the Statutory Auditors, following which it must be approved by the Ordinary General Shareholders’ Meeting.

Finally, in accordance with Article L. 22-10-13 of the French Commercial Code, information on the agreements referred to in Article L. 225-38 of the French Commercial Code must be provided on the Company’s website at the latest when they are entered into.

You are therefore asked in the fourth resolution to acknowledge the absence of (i) any agreement previously authorised by the Board of Directors and approved by the General Shareholders’ Meeting which continued over the course of the past financial year and (ii) any new agreement authorised and entered into over the course of the financial year ended December 31, 2021 that have yet to be approved by the General Shareholders’ Meeting,
Fourth resolution
(Approval of agreements governed by Articles L. 225-38 et seq. of the French Commercial Code)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ report and the Statutory Auditors’ special report on agreements governed by Articles L. 225-38 et seq. of the French Commercial Code, acknowledges that the Statutory Auditors have not been advised of any new agreement authorised by the Board of Directors and entered into during the financial year ended December 31, 2021 and not already approved by the General Shareholders’ Meeting.

C. Renewals of members of the Board of Directors (fifth, sixth and seventh resolutions)

As of the date of this report, the Board of Directors is composed of 14 members, including two directors representing employees in accordance with the provisions of applicable law.

The term of office of the directors, set out in the Company’s articles of association, is four years.

The terms of office of three independent directors, Bruno Bézard, Bpifrance Participations represented by Stéphanie Frachet and Gilles Michel, expire at the end of this General Shareholders’ Meeting.

It is recalled that (i) Bruno Bézard is a member of the Audit and Risks Committee, (ii) Bpifrance Participations (represented by Stéphanie Frachet) is a member of the Governance, Appointments and Corporate Social Responsibility Committee (the “GACSR”), of the Compensation Committee and of the Strategy Committee and (iii) Gilles Michel is Chairman of the Compensation Committee and of the GACSR and a member of the Strategy Committee. Gilles Michel was also Lead Director from October 24, 2019, until January 26, 2022, the date on which the roles of Chairman of the Board of Directors and Chief Executive Officer were separated and consequently the Lead Director’s duties ended pursuant to the Internal Procedures of the Board of Directors.

Further to the recommendation of the GACSR, the Board of Directors proposes that the General Shareholders’ Meeting renew the terms of office of Bruno Bézard (fifth resolution), of Bpifrance Participations (sixth resolution) and of Gilles Michel (seventh resolution) as directors for a new period of four years which will expire at the end of the General Shareholders’ Meeting called to approve the financial statements for the financial year ending on December 31, 2025.

Bruno Bézard, Bpifrance Participations and Gilles Michel are considered to be independent directors with respect to the criteria provided by the Board of Directors’ Internal Procedures and by the AFEP-MEDEF Code to which the Company refers. A more detailed analysis of the independence of Bruno Bézard, Bpifrance Participations represented by Stéphanie Frachet and Gilles Michel is set out in Section 3.2.1 of the Company’s 2021 Universal Registration Document.

The renewal of Bruno Bézard, Bpifrance Participations and Gilles Michel as directors would allow the Board of Directors to continue to benefit from their respective expertise as described in their biography.

BIOGRAPHY OF BRUNO BÉZARD

Bruno Bézard, a French national, has been a Company director since October 24, 2017, and is a member of the Audit and Risks Committee.

Bruno Bézard has experience in the most prestigious roles in the French civil service, spanning the economic, industrial and financial spheres, as well as in the private equity world. In addition, over the past few years he has gained in-depth knowledge of China, where he lived for several years and spends a substantial amount of time in his current position. He also speaks the language.

Bruno Bézard is Managing Partner of Cathay Capital Private Equity’s investment fund. He is also a director of Matmut’s insurance company.

He was Head of the French Public Finance Administration. He created, and then headed, the French State Shareholding Agency (APE), representing the State as a shareholder on a large number of company boards and acquiring vast experience in corporate governance as well as in mergers and acquisitions.

He has notably held a seat on the boards of EDF, SNCF, Areva, La Poste, Thales, Air France, Engie, PSA and Fonds Stratégique d’Investissement (FSI).

Bruno Bézard is a graduate of the École polytechnique and the École nationale d’administration (ENA), and has taught at both schools for a number of years.
BIOGRAPHY OF STÉPHANIE FRACHET, PERMANENT REPRESENTATIVE OF BPIFRANCE PARTICIPATIONS

As of the date of this report, Bpifrance Participations holds 12,600,000 shares (5.19% of the share capital) of the Company and is one of the Company’s largest shareholders. Bpifrance Participations, of which Stéphanie Frachet is the permanent representative, has also been a Company director since June 21, 2019, and a member of the GACSRC, the Compensation Committee and the Strategy Committee.

Stéphanie Frachet, a French national, has been a manager of Bpifrance Investissement and a member of the Management Committee of Bpifrance Capital Développement since 2017. She joined Bpifrance in 2009 and has over 20 years’ experience in finance and investment capital.

Stéphanie Frachet is also the permanent representative of Bpifrance Participations on the Board of Directors of Eutelsat Communications, permanent representative of Bpifrance Investissement on the Board of Directors of Sulo, director of Constellium (listed on the New York Stock Exchange) and a member of the Supervisory Board of Sabena Technics Participations. She is also a Board Observer of Paprec and Diot-Siaci.

Stéphanie Frachet worked in audit at Ernst & Young and then in Transaction Services at PricewaterhouseCoopers, handling M&A and LBO transactions. She was previously an independent director of Eurosic, permanent representative of Bpifrance Participations on the Board of Directors of FIDEC, Board Observer of Horizon Parent Holdings (Verallia) and Financière Carso, as well as permanent representative of Bpifrance Investissement on the Board of Directors of Sarenza.

Stéphanie Frachet is a graduate of ESSEC Business School.

BIOGRAPHY OF GILLES MICHEL

Gilles Michel, a French national, has been a Company director since May 23, 2018, and is the Chairman of the Compensation Committee and of the GACSRC as well as a member of the Strategy Committee. He has been the Company’s Lead Director from October 24, 2019 until January 26, 2022, the date on which the roles of Chairman of the Board of Directors and Chief Executive Officer were separated and consequently the Lead Director’s duties ended pursuant to the Internal Procedures of the Board of Directors.

Gilles Michel has extensive experience in the automotive industry, after a number of years in senior management positions at PSA Peugeot Citroën, where he held roles such as brand manager for Citroën and Managing board member of Peugeot SA.

Gilles Michel is Chairman of the Board of Directors of Charles Telfair Institute as well as a director of IBL Ltd, IBL Energy Holding Ltd, Solvay, Maurilait Production Ltee and Management and Development Company Limited.

He began his career at the École nationale de la statistique et de l’administration économique (ENSAE), before moving to the World Bank in Washington DC and before joining Saint Gobain in 1986, where he spent 16 years in various senior management roles, mainly in the United States of America, before being appointed Chairman of the Ceramics & Plastics division in 2000. Then, Gilles Michel also served as Chief Executive Officer of Fonds Stratégique d’Investissement (FSI), where he was responsible on behalf of the State and the Caisse des Dépôts et des Consignations for equity investments in companies offering growth and competitiveness for the French economy. He was Chairman of the Board of Directors of Imerys until June 25, 2019, having previously been a director, Deputy Chief Executive Officer and Chairman and Chief Executive Officer.

Gilles Michel is a graduate of the École polytechnique, the ENSAE and the Institut d’études politiques de Paris (IEP).

Fifth resolution

(Renewal of Bruno Bézard’s term of office as Director)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ report, acknowledging that the term of office of Bruno Bézard as Director expires at the end of this General Shareholders’ Meeting, decides to renew his term of office for a new period of four (4) years which will expire at the end of the General Shareholders’ Meeting called to approve the financial statements for the financial year ending on December 31, 2025.

Sixth resolution

(Renewal of Bpifrance Participations’ term of office as Director)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ report, acknowledging that the term of office of Bpifrance Participations as Director expires at the end of this General Shareholders’ Meeting, decides to renew its term of office for a new period of four (4) years which will expire at the end of the General Shareholders’ Meeting called to approve the financial statements for the financial year ending on December 31, 2025.
S. Approval of the information pertaining to the compensation paid during, or allocated in respect of, the financial year ended December 31, 2021 to all corporate officers – ex post vote (eighth resolution)

In accordance with the provisions of Articles L. 22-10-9 and L. 22-10-34, I of the French Commercial Code, the General Shareholders’ Meeting votes on the draft resolution relating to information concerning the compensation paid during, or allocated in respect of, the previous financial year to the corporate officers (ex post vote).

The information required by Article L. 22-10-9 of the French Commercial Code relating to:

- the compensation paid to the directors for the financial year ended December 31, 2021 pursuant to the 2021 compensation policy approved under the eleventh resolution by a 99.96% majority at the General Shareholders’ Meeting held on May 26, 2021 (the “Compensation Policy for Directors”);
- the compensation paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer pursuant to the 2021 compensation policy approved under the twelfth resolution by a 96.51% majority at the General Shareholders’ Meeting held on May 26, 2021 (the “2021 Compensation Policy for the Chairman and Chief Executive Officer”);
- the compensation paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Deputy Chief Executive Officer (for the period from May 26, 2021 to December 31, 2021), as well as the information relating to the compensation paid to the Directors in respect of the financial year ended December 31, 2021, as presented in the aforementioned report and in appearing in the 2021 Universal Registration Document, section 3.3.2 “Compensation of corporate officers in respect of the year ended December 31, 2021”, subsection “Compensation of Jacques Aschenbroich, Chairman and Chief Executive Officer, for the year ended December 31, 2021”, part “Compensation in respect of the year ended December 31, 2021”, section 3.3.2 “Compensation of corporate officers in respect of the year ended December 31, 2021” subsection “Compensation of Christophe Périllat, Deputy Chief Executive Officer, for the year ended December 31, 2021 (for the period from May 26, 2021 through December 31, 2021)”, part “Compensation in respect of the year ended December 31, 2021”, and section 3.3.2 “Compensation of corporate officers in respect of the year ended December 31, 2021”, subsection “Directors’ compensation in respect of the year ended December 31, 2021”.

E. Approval of the compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer – ex post vote (ninth resolution)

In accordance with the provisions of Article L. 22-10-34, II of the French Commercial Code, the General Shareholders’ Meeting votes on the fixed, variable or exceptional components making up the total compensation and benefits of any kind paid during, or allocated in respect of, the previous financial year to the Chairman and Chief Executive Officer (ex post vote). In this respect, it should be noted that the payment of variable compensation components is subject to the approval of the compensation components by the General Shareholders’ Meeting as part of the ex post vote.

The compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer pursuant to the 2021 Compensation Policy for the Chairman and Chief Executive Officer, approved under the twelfth resolution by a 96.51% majority at the General Shareholders’ Meeting held on May 26, 2021, are set forth in Section 3.3.2 “Compensation of corporate officers in respect of the year ended December 31, 2021” and are summarized in the summary table, attached for information in Appendix 2 of this report.
Under the ninth resolution, the Board of Directors proposes that you approve the following compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to Jacques Aschenbroich by Valeo pursuant to the 2021 Compensation Policy for the Chairman and Chief Executive Officer, for his role as Chairman and Chief Executive Officer, relating to:

- the amount of his annual (gross) fixed compensation: €1,100,000 (unchanged since May 23, 2019). This amount did not change until the end of Jacques Aschenbroich’s term of office as Chairman and Chief Executive Officer on January 26, 2022, corresponding to the date of the separation of the roles;
- the amount of his annual variable compensation: €1,396,230. At its meeting held on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, noted that the rate of achievement for the quantifiable criteria was 75.26% (out of a maximum percentage of 115%) and that the achievement rate for the qualitative criteria was 51.67% (out of a maximum percentage of 55%) of the annual fixed compensation due to Jacques Aschenbroich for the 2021 financial year. The Board of Directors therefore set the amount of the variable compensation due to Jacques Aschenbroich for 2021 for 126.93% (out of a maximum percentage of 170%) of his annual fixed compensation for 2021. The detailed components for assessing achievement of quantifiable and qualitative criteria for Jacques Aschenbroich’s variable compensation for the financial year ended December 31, 2021 are set forth in Section 3.3.2 “Compensation of corporate officers in respect of the financial year ended December 31, 2021” and are provided in Appendix 2 of this report;
- the number and accounting valuation of the performance shares granted to him in 2021: 118,536 performance shares valued in accordance with IFRS at €2,672,987, representing 243% of his annual fixed compensation for that year (which is below the maximum limit of 270%), it being specified that the final allocation of these shares is subject to demanding performance conditions. It is recalled that the number of performance shares definitively granted under the 2021 plan will be reduced on a pro rata basis according to the period during which he will have exercised the associated roles of Chairman and Chief Executive Officer;
- the valuation of benefits in kind (annual contribution to the Garantie Sociale des Chefs et Dirigeants d’entreprise insurance scheme and annual contribution to pension fund and life insurance (prévoyance et assurance-vie), company car and a driver) granted to him: €16,603;
- the benefit of the pension plan granted to him, it being specified that no amount or annuity was paid under this compensation component for the financial year ended December 31, 2021.

### Ninth resolution

(Approval of the compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, acting pursuant to Article L. 22-10-34, II of the French Commercial Code and having considered the Board of Directors’ report referred to in Article L. 225-37 of the French Commercial Code, approves the fixed, variable and exceptional components of the total compensation and the benefits of any kind paid during, or allocated in respect of, the financial year ended December 31, 2021, to the Chairman and Chief Executive Officer, as presented in the aforementioned report and as appearing in the 2021 Universal Registration Document, section 3.3.2 “Compensation of corporate officers in respect of the year ended December 31, 2021”, subsection “Compensation of Jacques Aschenbroich, Chairman and Chief Executive Officer, for the year ended December 31, 2021”, part “Compensation in respect of the year ended December 31, 2021”.

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(1) As Valeo’s share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company’s shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (270% of annual fixed compensation).
Under the tenth resolution, the Board of Directors proposes that you approve the following compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021) to Christophe Pérelillat by Valeo, pursuant to the 2021 Compensation Policy for the Deputy Chief Executive Officer, for his role as Deputy Chief Executive Officer, relating to:

- the amount of his annual (gross) fixed compensation: €434,425, calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer on the basis of his annual fixed compensation of €725,000. This amount did not change from the amount he received as Associate Chief Executive Officer (between October 27, 2020, and May 26, 2021) and, previously, as Chief Operating Officer;
- the amount of his annual variable compensation: €390,331. At its meeting held on February 24, 2022, the Board of Directors acting on the recommendation of the Compensation Committee, noted that the rate of achievement for the quantifiable criteria was 52.18% (out of a maximum percentage of 80%) and that the achievement rate for the qualitative criteria was 37.67% (out of a maximum percentage of 40%) of the annual fixed compensation due to Christophe Pérelillat for the 2021 financial year pro rata to the duration of his term of office as Deputy Chief Executive Officer. The Board of Directors therefore set the amount of the variable compensation due to Christophe Pérelillat for 2021 for 89.85% (out of a maximum percentage of 120%) of fixed compensation that variable compensation may represent for a full financial year, i.e. 75% in relation to the maximum allowed by the 2021 Compensation Policy for the Deputy Chief Executive Officer, pro rata to the duration of his term of office as Deputy Chief Executive Officer. The detailed components for assessing achievement of the quantifiable and qualitative criteria for Christophe Pérelillat’s variable compensation for the financial year ended December 31, 2021, are set forth in Section 3.3.2 “Compensation of corporate officers in respect of the financial year ended December 31, 2021” and are provided in Appendix 3 of this report;
- the number and accounting valuation of the performance shares granted to him in 2021: 57,871 performance shares(1) valued in accordance with IFRS at €1,304,991, representing 180% of his annual fixed compensation for that year (which is below the maximum limit of 200%), it being specified that the final allocation of these shares is subject to demanding performance conditions;
- the valuation of benefits in kind (annual contribution to the Garantie Sociale des Chefs et Dirigeants d’entreprise insurance scheme and annual contribution to pension fund and life insurance (prévoyance et assurance-vie), company car and a driver) granted to him: €10,869.

G. Approval of the compensation policy applicable to directors for the year ending December 31, 2022 (eleventh resolution)

Under the eleventh resolution, the Board of Directors proposes that you approve the compensation policy applicable to directors established in accordance with Article L. 22-10-8, I of the French Commercial Code for the financial year ending December 31, 2022. The total amount budgeted for director compensation was set at €1,106,000 in 2016 and has not been modified since then. In addition, given the importance of CSR issues for your Company and, correlative, the importance of the role of the person in charge of CSR issues within the Board, the Board of Directors, on the recommendation of the Compensation Committee, decided to add to the rules for the allocation of directors’ compensation for 2022, a fixed compensation equal to €6,000 per year for the director in charge of CSR issues, which represents 50% of the annual fixed compensation of the Chairman of the GACSRC. The other terms and conditions remain unchanged from the Compensation Policy for Directors approved by a 99.96% majority at the General Shareholders’ Meeting held on May 26, 2021, under its eleventh resolution.

The compensation policy applicable to directors is presented in the 2021 Universal Registration Document, which includes the report provided for in Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, in Section 3.3.1 “Compensation policies for corporate officers” and is provided in Appendix 4 of this report.

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(1) Valeo’s share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company’s shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (200% of annual fixed compensation).
Eleventh resolution

(Approval of the compensation policy applicable to the Directors in respect of the financial year ending December 31, 2022)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, acting pursuant to Article L. 22-10-8, II of the French Commercial Code and having considered the Board of Directors’ report referred to in Article L. 225-37 of the French Commercial Code, approves the principles and criteria governing the allocation and award of sums provided for the compensation of the Directors in respect of the financial year ending December 31, 2022 as presented in the aforementioned report and as appearing in the 2021 Universal Registration Document, section 3.3.1 “Compensation policies for corporate officers”, subsection “Compensation policy for directors for the year ending December 31, 2022”, and reproduced in Appendix 4 of the Board of Directors’ report.

H. Approval of the compensation policy applicable to Jacques Aschenbroich, as Chairman and Chief Executive Officer for the period from January 1st to January 26, 2022, and as Chairman of the Board of Directors from January 26, 2022 (twelfth resolution)

Under the twelfth resolution, the Board of Directors proposes that you approve the compensation policy applicable to Jacques Aschenbroich for the financial year ending December 31, 2022 (the “2022 Compensation Policy for Jacques Aschenbroich”), composed of (i) the compensation policy applicable in his role as Chairman and Chief Executive Officer for the period from January 1st to January 26, 2022 (the “2022 Compensation Policy for the Chairman and Chief Executive Officer”), and subsequently of (ii) the compensation policy applicable in his role as Chairman of the Board of Directors as of the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 (the “2022 Compensation Policy for the Chairman of the Board of Directors”).

The 2022 Compensation Policy for the Chairman of the Board of Directors was presented to and approved by anticipation by 98.67% at the General Shareholders’ Meeting held on May 26, 2021. The Board of Directors held on February 24, 2022 set, on the recommendation of the Compensation Committee, the same compensation policy for the Chairman of the Board of Directors in 2022, which shall remain unchanged from the compensation policy that was pre-approved by anticipation in 2021.

The 2022 Compensation Policy for Jacques Aschenbroich, established in accordance with Article L. 22-10-8, I of the French Commercial Code, is presented in the 2021 Universal Registration Document, which includes the report provided for in Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, in Section 3.3.1 “Compensation policies for corporate officers” and is provided in Appendix 5 of this report.

Twelfth resolution

(Approval of the compensation policy applicable to Jacques Aschenbroich, as Chairman and Chief Executive Officer for the period from January 1st to January 26, 2022 and as Chairman of the Board of Directors from January 26, 2022)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, acting pursuant to Article L. 22-10-8, II of the French Commercial Code and having considered the Board of Directors’ report referred to in Article L. 225-37 of the French Commercial Code, approves the principles and criteria governing the determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of any kind that may be awarded to Jacques Aschenbroich as Chairman and Chief Executive Officer for the period from January 1st to January 26, 2022 then as Chairman of the Board of Directors from January 26, 2022 as presented in the aforementioned report and as appearing in the 2021 Universal Registration Document, section 3.3.1 “Compensation policies for corporate officers”, subsection “Compensation policy for Jacques Aschenbroich for the financial year ending December 31, 2022 in his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022” and reproduced in Appendix 5 of the Board of Directors’ report.

I. Approval of the compensation policy applicable to Christophe Périllat as Deputy Chief Executive Officer for the period from January 1st to January 26, 2022 and as Chief Executive Officer from January 26, 2022 (thirteenth resolution)

Under the thirteenth resolution, the Board of Directors proposes that you approve the compensation policy applicable to Christophe Périllat for the year ending December 31, 2022 (the “2022 Compensation Policy for Christophe Périllat”), composed of (i) the compensation policy applicable to Christophe Périllat as Deputy Chief Executive Officer for the period from January 1st to January 26, 2022 (the “2022 Compensation Policy for the Deputy Chief Executive Officer”), and subsequently of (ii) the compensation policy applicable in his role as Chief Executive Officer as of the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 (the “2022 Compensation Policy for the Chief Executive Officer”).

The 2022 Compensation Policy for the Chief Executive Officer was submitted for approval by anticipation and was pre-approved by 95.14% at the General Shareholders’ Meeting held on May 26, 2021. It was supplemented by the Board of Directors on February 24, 2022, on the recommendation of the Compensation Committee, by variable compensation components for the 2022 financial year and will again be submitted to the General Shareholders’ Meeting on

(*) A clarification added to the benefits in kind granted to the Chairman of the Board of Directors (coverage under the collective and mandatory health, death, and disability plan).
May 24, 2022; it being specified that the compensation components which were pre-approved at the General Shareholders’ Meeting held on May 26, 2021 (the annual fixed compensation amount, the maximum amount of the annual variable portion of compensation fixed at 120% of the annual fixed compensation, long-term compensation including its maximum amount of 200% of the annual fixed compensation, pension plan, non-compete compensation, termination benefits and any benefits in kind) remain unchanged.

The 2022 Compensation Policy for Christophe Périllat, established in accordance with Article L. 22-10-8, I of the French Commercial Code, is presented in the 2021 Universal Registration Document, which includes the report provided for in Articles L. 225-37 and L. 22-10-8 of the French Commercial Code, in Section 3.3.1 “Compensation policies for corporate officers” and is provided in Appendix 6 of this report.

**Thirteenth resolution**

(Approval of the compensation policy applicable to Christophe Périllat as Deputy Chief Executive Officer for the period from January 1 to January 26, 2022 and as Chief Executive Officer from January 26, 2022)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, acting pursuant to Article L. 22-10-8, II of the French Commercial Code and having considered the Board of Directors’ report referred to in Article L. 225-37 of the French Commercial Code, approves the principles and criteria governing the determination, allocation and award of the fixed, variable and exceptional components of the total compensation and the benefits of any kind that may be awarded to Christophe Périllat as Deputy Chief Executive Officer for the period from January 1 to January 26, 2022 then as Chief Executive Officer from January 26, 2022 as presented in the aforementioned report and as appearing in the 2021 Universal Registration Document, section 3.3.1 “Compensation policies for corporate officers”, subsection “Compensation Policy for Christophe Périllat for the financial year ending December 31, 2022 in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022” and reproduced in Appendix 6 of the Board of Directors’ report.

**Fourteenth resolution**

(Renewal of Ernst & Young et Autres’ term of office as Principal Statutory Auditors)

The Board of Directors proposes, on the recommendation of the Audit and Risks Committee (after an in-depth analysis of the situation of the Principal Statutory Auditors, particularly with regard to their independence, the quality of their work and their contribution in terms of internal control) that the General Shareholders’ Meeting renew the terms of office of Ernst & Young et Autres (fourteenth resolution) and Mazars (fifteenth resolution) as Principal Statutory Auditors for a new period of six financial years which will expire at the end of the Ordinary General Shareholders’ Meeting called to approve the financial statements for the financial year ending December 31, 2027.

It is also specified that the terms of office of the Alternate Statutory Auditors expire at the end of this General Shareholders’ Meeting and that the Board of Directors has decided, in accordance with applicable legal provision which no longer requires the appointment of Alternate Statutory Auditors, to amend Article 20 of the articles of association in order to remove such obligation (see the eighteenth resolution submitted to this General Shareholders’ Meeting).

**Fifteenth resolution**

(Renewal of Mazars’ term of office as Principal Statutory Auditors)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ report, acknowledging that the term of office of Ernst & Young et Autres as Principal Statutory Auditors expires at the end of this General Shareholders’ Meeting, decides to renew its term of office for a new period of six (6) financial years which will expire at the end of the General Shareholders’ Meeting called to approve the financial statements for the financial year ending on December 31, 2027.
K. Ratification of the transfer of the registered head office (sixteenth resolution)

At its meeting held on July 22, 2021, the Board of Directors decided to transfer the registered head office of the Company from 43, rue Bayen – 75017 Paris to 100, rue de Courcelles – 75017 Paris and, consequently, to amend Article 4 of the Company’s articles of association. This decision resulted in the necessary disclosure formalities as required by French law.

In accordance with French law, the transfer of the registered office of the Company and the consequential amendment to the articles of association are subject to ratification by the General Shareholders’ Meeting under the sixteenth resolution.

Sixteenth resolution (Ratification of the transfer of the registered head office)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Directors’ report, decides to ratify, pursuant to Article L. 225-36 of the French Commercial Code, the transfer of the registered head office of the Company from 43, rue Bayen – 75017 Paris to 100, rue de Courcelles – 75017 Paris, as decided by the Board of Directors during its meeting held on July 22, 2021.

This decision resulted in a consequential amendment to Article 4 of the Company’s articles of association as follows:

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<tr>
<th>Previous wording</th>
<th>New wording</th>
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<tbody>
<tr>
<td>&quot;ARTICLE 4 – REGISTERED OFFICE</td>
<td>&quot;ARTICLE 4 – REGISTERED OFFICE</td>
</tr>
<tr>
<td>The registered office is located in the 17th arrondissement of Paris, 43 rue Bayen.</td>
<td>The registered office is located in the 17th arrondissement of Paris, 100 rue de Courcelles.</td>
</tr>
<tr>
<td>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.”</td>
<td>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.”</td>
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L. Share buyback program (seventeenth resolution)

Possible reason for use of the resolution

Companies whose shares are admitted to trading on a regulated market may set up buyback programs for their own shares, under the conditions provided for by the applicable laws and regulations.

During the year ended December 31, 2021, the Company used the authorisations to buy back its own shares granted by the General Shareholders’ Meetings on June 25, 2020 under the fourteenth resolution and on May 26, 2021 under the sixteenth resolution. These authorisations were implemented in order to ensure market-making in the market of the Company’s shares pursuant to a liquidity contract executed with an investment services provider. Detailed information on these transactions is provided in Section 6.5: “Share buyback program” of the Company’s 2021 Universal Registration Document.

Conditions for implementation

As the authorisation granted by the General Shareholders’ Meeting held on May 26, 2021 will expire during the 2022 financial year, shareholders are invited to grant the Board of Directors a new authorisation to carry out transactions in shares issued by the Company for the purpose of:

- the implementation of any stock option purchase plans enabling the acquisition of Company shares, in particular, by any employee or corporate officer;
- the allotment of free shares, in particular to employees and corporate officers;
- the allotment or sale of shares to employees as part of their involvement in the performance and growth of the Company or for the implementation of any employee savings plans (or similar plan) under the conditions set out by the law;
- generally to comply with obligations in respect of stock option plans or other allotments of shares to employees or corporate officers;
- the delivery of shares upon exercise of the rights attached to securities giving access to the share capital;
- retaining and subsequently delivering these shares in the context of an external growth transaction, a merger, a spin-off or a contribution;
- the cancellation of all or part of the repurchased shares; or
- ensuring market-making in the market of the Company shares pursuant to a liquidity contract compliant with the market practice recognised by the French Financial Markets Authority (Autorité des marchés financiers).

This program is also intended to allow the Company to implement any market practice that may become authorised by market authorities, and more generally, the completion of any other transaction in accordance with laws and regulations that are or may become applicable. In this case, the Company will inform its shareholders by way of a press release.

The transactions would be carried out by any means which are or may be authorised by the applicable laws and/or regulations.

The Board of Directors would be granted full powers (with powers to sub-delegate under the conditions set out by the applicable laws) to implement this resolution.

Transactions under this authorisation may be carried out by the Board of Directors at any time. However, without prior consent from the General Shareholders’ Meeting, the Board of Directors may not use this authorisation following the submission by a third party of a proposed public take-over offer for the securities of the Company before the end of the offer period.
Share repurchase price

The maximum repurchase price is set at €70 per share (excluding acquisition costs).

Ceiling

The maximum number of shares that may be bought by the Company or a third party on behalf of the Company is set at 10% of the Company’s share capital at any given time, as adjusted to reflect transactions affecting the share capital subsequent to this General Shareholders’ Meeting, or 5% of the share capital in the event of shares acquired in view of their retention and future delivery in connection with external growth transactions, merger, spin-off or contribution.

The maximum amount of funds that the Company may allocate to this share buyback program would be €1,698,023,460 (excluding acquisition costs).

It is specified that, in compliance with applicable laws, the Company may not hold more than 10% of its own share capital.

Validity period

The authorisation would be valid for a period of 18 months as from this General Shareholders’ Meeting and would cancel, as of the same date, the unused portion as at the date of this General Shareholders’ Meeting, of the authorisation granted by the General Shareholders’ Meeting held on May 26, 2021 under its sixteenth resolution.

Seventeenth resolution

(Authorisation for the Board of Directors to carry out transactions in shares issued by the Company, non-applicable during a public take-over offer)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meetings, having considered the Board of Director’s report,

1. authorises the Board of Directors, with powers to sub-delegate under the conditions set out by law, to purchase or arrange for the purchase of the Company’s shares, in accordance in particular with Articles L. 22-10-62 and L. 225-210 et seq. of the French Commercial Code, Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, Commission Delegated Regulation (EU) no. 2016/1052 of March 8, 2016, and all other legal and regulatory provisions that would come to be enforceable;

2. the buy-back by the Company of its own shares shall take place for the purposes of:
   • the implementation of any stock option plan regarding the Company’s shares under the terms of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code (or any other similar plan), in particular to any employee and/or corporate officer of the Company and of any company or economic interest grouping related to the Company in accordance with applicable legal and regulatory provisions; or
   • the allotment of free shares under the terms of Article L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code (or any similar plan), in particular to any employee and/or corporate officer of the Company and of any company or economic interest grouping related to the Company in accordance with applicable legal and regulatory provisions; or

3. decides that this program is also intended to allow implementation of any market practice that may become authorised by market authorities, and more generally, the completion of any other transaction in accordance with laws and regulations that are or may become applicable. In this case, the Company will inform its shareholders by way of a press release;

4. decides that the total number of shares purchased by the Company during the share buy-back program may not exceed 10% of the shares composing the Company’s share capital at any time, this percentage being applied to a share capital adjusted to reflect transactions affecting the share capital subsequent to this General Shareholders’ Meeting, provided that (i) in accordance with Article L. 22-10-62 of the French Commercial Code, when shares are bought back to increase liquidity pursuant to the General Regulations of the French Financial Markets Authority, the number of shares taken into account for purposes of calculating the 10% maximum limit referred to above will be equal to the number of purchased shares reduced by the number of shares resold during the authorisation period, (ii) the number of shares acquired in view of their retention and future delivery in connection with external growth transactions, mergers, spin-offs or contributions may not exceed 5% of the Company’s share capital and (iii) the number of shares that the Company holds may not at any time exceed 10% of shares composing the Company’s share capital;

5. decides that acquisitions, sales, transfers, deliveries or exchanges of shares may be carried out by virtue of one or more transactions, by any means that are authorised or that may become authorised by the laws and/or regulations in force as at the date of those transactions, including on a regulated market, a multilateral trading facility, via a systematic internaliser or over the counter, including block transactions in shares issued by the Company, out transactions in shares issued by the Company, acquisition costs).

Validity period

It is specified that, in compliance with applicable laws, the acquisition costs).
purchases or sales (with no limit on the portion of the share buy-back program that could be carried out by this means), by public take-over offer or public exchange offer, through the use of options or the use of any other financial instruments (including derivatives), in any case, either directly or indirectly, in particular through an investment services provider;

6. decides that (i) the maximum share purchase price under this resolution will be €70 (excluding acquisition costs) per share, and (ii) the aggregated amount that will be allotted to the share buy-back program set out in this resolution will amount to €1,698,023,460 (excluding acquisition costs) corresponding, as at December 31, 2021 (for information purposes), to a maximum number of 24,257,478 shares based on a maximum price of €70 per share (excluding acquisition costs);

7. decides that the Board of Directors will be entitled to determine the appropriate time to carry out these transactions, within the limits set out by the applicable laws and regulations. However, without prior consent from the General Shareholders’ Meeting, the Board of Directors may not use this authorisation, following the submission by a third party of a proposed public take-over offer for the securities of the Company, before the end of the offer period;

8. delegates to the Board of Directors, with powers to sub-delegate under the conditions set out by applicable law, the power to adjust the aforementioned maximum purchase price in the event of a change in the par value of the share, share capital increase by incorporation of reserves, allotment of free securities, stock split or reverse stock split, distribution of reserves or of any other assets, amortisation of capital, or any other transaction affecting equity, so as to take account of the impact of such transactions on the value of the shares;

9. delegates full power to the Board of Directors, with powers to sub-delegate under the conditions set out by law, in particular to decide and to implement this authorisation and, if necessary, to specify the conditions and determine the terms thereof, to carry out the share buy-back program, and in particular to place market orders, enter into any agreement, allocate or reallocate the purchased shares to the various objectives pursued, establish the terms and conditions pursuant to which, if applicable, the rights of the holders of securities, free shares or options will be preserved, in accordance with applicable legal, regulatory or contractual provisions, make any declarations to the French Financial Markets Authority or any other competent authority, and to carry out any other formalities and, more generally, do all that is necessary;

10. sets the term of validity of this authorisation at eighteen months as from the date of this General Shareholders’ Meeting and acknowledges that, as of the same date, it cancels any unused portion of the authorisation granted to the Board of Directors by the General Shareholders’ Meeting of May 26, 2021 under its sixteenth resolution.

M. Powers to complete formalities (nineteenth resolution)

We propose that you grant full powers to complete all filings and formalities required by law as a result of this General Shareholders’ Meeting.

Nineteenth resolution (Powers to complete formalities)
The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Ordinary General Shareholders’ Meeting, grants full powers to the bearer of an original or copy of these minutes or an extract therefrom to complete all filings and formalities as may be required by law.

II. Resolution within the Extraordinary General Shareholders’ Meeting authority

A. Ratification of the amendment of Article 20 of the articles of association related to the rules governing the appointment of Alternate Statutory Auditors (eighteenth resolution)

During its meeting held on October 28, 2021, the Board of Directors decided to use the delegation granted by the General Shareholders’ Meeting of June 25, 2020 in order to make the necessary amendments to the articles of association to align them with the applicable laws and regulations.

In accordance with Article L. 823-1 paragraph 2 of the French Commercial Code, as amended by the law of December 9, 2016 on transparency, the fight against corruption and the modernisation of economic life, also known as “Sapin 2”, the appointment of Alternate Statutory Auditors is compulsory only if the Principal Statutory Auditors are individuals or sole trader firms. As neither of the Company’s Principal Statutory Auditors fall into one of these categories, the Board of Directors of the Company has decided to amend Article 20 of the articles of association in order to remove the obligation to appoint Alternate Statutory Auditors.

In accordance with French law, this amendment of the articles of association is subject to ratification by the General Shareholders’ Meeting under the eighteenth resolution.
Eighteenth resolution
(Ratification of the amendment of Article 20 of the articles of association related to the rules governing the appointment of the Alternate Statutory Auditors)

The General Shareholders’ Meeting, voting in accordance with the quorum and majority rules required for Extraordinary General Shareholders’ Meetings, having considered the Board of Director’s report, decides, pursuant to Article L. 225-36 of the French Commercial Code and in order to comply with the provisions of Article L. 823-1 of the French Commercial Code, to ratify the amendment of Article 20 of the Company’s articles of association as decided by the Board of Directors during its meeting held on October 28, 2021, on the basis of the delegation granted by the General Shareholders’ Meeting of June 25, 2020 (fifteenth resolution).

This decision resulted in a consequential amendment to Article 20 of the Company’s articles of association as follows:

<table>
<thead>
<tr>
<th>Previous wording</th>
<th>New wording</th>
</tr>
</thead>
<tbody>
<tr>
<td>“ARTICLE 20 – STATUTORY AUDITORS”</td>
<td>“ARTICLE 20 – STATUTORY AUDITORS”</td>
</tr>
<tr>
<td>The Company will be audited by one or more statutory auditors in compliance with applicable law.</td>
<td>The Company will be audited by one or more statutory auditors in compliance with the applicable Law.</td>
</tr>
<tr>
<td>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.”</td>
<td></td>
</tr>
</tbody>
</table>

III. Information relating to ongoing business since the beginning of the 2022 financial year

Information relating to the financial year ended December 31, 2021 is available in the Company’s 2021 Universal Registration Document available on the Company’s website (www.valeo.com) and on the Autorité des marchés financiers’ website (www.amf-france.org).

The following significant events have been announced since the beginning of the 2022 financial year:

- On January 26, 2022, the Board of Directors decided to appoint Christophe Périllat as Valeo Chief Executive Officer, in accordance with the succession plan announced on October 27, 2020. Jacques Aschenbroich will continue to act as Chairman of the Board of Directors until the end of his current term of office as a director.
- On February 9, 2022, Valeo announced that it had signed an agreement with Siemens to hold 100% of the joint-venture Valeo Siemens eAutomotive, which will be integrated within Valeo’s Powertrain Systems business after July 1, 2022, subject to authorization from the relevant antitrust authorities. The relevant employee representative bodies will be informed and consulted. Siemens’ 50% stake in Valeo Siemens eAutomotive will be acquired for 277 million euros on a debt-free basis. The impact of the acquisition is an increase of 741 million euros in Valeo’s net debt.

- On February 10, 2022, Valeo, Valeo Siemens eAutomotive and Renault Group announced a strategic partnership for the design, co-development and manufacture in France of a new-generation automotive electric motor, eliminating the use of rare earths. Renault will develop and produce the EESM (Electrically Excited Synchronous Machine) rotor technology, while Valeo and Valeo Siemens eAutomotive will develop and produce the stator, which is based on Valeo’s technological expertise in copper wire assembly.
- On February 10, 2022, the Group contracted a second 300 million euros loan from the European Investment Bank (EIB), maturing in 2030 and repayable in six equal annual instalments from 2025. As a reminder, the EIB approved 600 million euros in financing for the Valeo Group’s research projects in Europe focused on technologies that reduce CO₂ emissions and improve vehicle safety. An initial loan of 300 million euros was signed in February 2021.
# Appendix 1

## Compensation components paid to directors for the financial year ended December 31, 2021

<table>
<thead>
<tr>
<th>Name</th>
<th>Compensation components paid for the financial year ended December 31, 2021</th>
<th>Amounts or accounting valuation submitted for a vote (in euros)</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Julie Avrane(1)</td>
<td>Fixed 25,000</td>
<td>Variable 51,000</td>
<td>The rules applied to allocate and award compensation to directors are described in Section 3.3.1 “Compensation policies for corporate officers”, section &quot;Compensation policy for directors for the financial year ending December 31, 2022&quot;, of the 2021 Universal Registration Document.</td>
</tr>
<tr>
<td>Bruno Bézard</td>
<td>Fixed 25,000</td>
<td>Variable 51,000</td>
<td></td>
</tr>
<tr>
<td>Bpifrance Participations(2)</td>
<td>Fixed 25,000</td>
<td>Variable 63,000</td>
<td></td>
</tr>
<tr>
<td>Éric Chauvirey(3)</td>
<td>Fixed 11,602.21</td>
<td>Variable 36,000</td>
<td></td>
</tr>
<tr>
<td>Caroline Maury Devine</td>
<td>Fixed 25,000</td>
<td>Variable 48,000</td>
<td></td>
</tr>
<tr>
<td>Mari-Noëlle Jégo-Laveissière</td>
<td>Fixed 25,000</td>
<td>Variable 48,000</td>
<td></td>
</tr>
<tr>
<td>Gilles Michel</td>
<td>Fixed 89,000</td>
<td>Variable 48,000</td>
<td></td>
</tr>
<tr>
<td>Thierry Moulonguet</td>
<td>Fixed 40,000</td>
<td>Variable 54,000</td>
<td></td>
</tr>
<tr>
<td>Olivier Piou(4)</td>
<td>Fixed 12,500</td>
<td>Variable 36,000</td>
<td></td>
</tr>
<tr>
<td>Éric Poton(5)</td>
<td>Fixed 13,397.79</td>
<td>Variable 9,000</td>
<td></td>
</tr>
<tr>
<td>Patrick Sayer</td>
<td>Fixed 37,000</td>
<td>Variable 54,000</td>
<td></td>
</tr>
<tr>
<td>Ulirike Steinhorst</td>
<td>Fixed 25,000</td>
<td>Variable 54,000</td>
<td></td>
</tr>
<tr>
<td>Grzegorz Szelag</td>
<td>Fixed 25,000</td>
<td>Variable 36,000</td>
<td></td>
</tr>
<tr>
<td>Véronique Weill</td>
<td>Fixed 25,000</td>
<td>Variable 66,000</td>
<td></td>
</tr>
</tbody>
</table>

(1) Julie Avrane is the permanent representative of Fonds Stratégique de Participations.
(2) Represented by Stéphanie Frachet.
(4) Resignation with effect on June 30, 2021.
Appendix 2

Table summarizing compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Chairman and Chief Executive Officer

<table>
<thead>
<tr>
<th>Compensation components paid or allocated for the financial year ended December 31, 2021</th>
<th>Amounts or accounting valuation submitted for a vote</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual (gross) fixed compensation</td>
<td>€1,100,000 (amount paid)</td>
<td>The terms for annual fixed compensation, as approved by the General Shareholders’ Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Fixed compensation” of the Company’s 2021 Universal Registration Document.</td>
</tr>
<tr>
<td>Annual variable compensation</td>
<td>€1,396,230 (amount allocated for the financial year ended December 31, 2021)</td>
<td>The terms for annual variable compensation as approved by the General Shareholders’ Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Variable compensation” of the Company’s 2021 Universal Registration Document.</td>
</tr>
</tbody>
</table>

At its meeting held on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, noted that the achievement rate for the quantifiable criteria was 75.26% (out of a maximum percentage of 115%) and that the achievement rate for the qualitative criteria was 51.67% (out of a maximum percentage of 55%) of the annual fixed compensation due to Jacques Aschenbroich for the 2021 financial year. The Board of Directors therefore set the amount of variable compensation due to Jacques Aschenbroich for 2021 at 75% in relation to the maximum allowed by the 2021 Compensation Policy for the Chairman and Chief Executive Officer. The variable compensation therefore represents 56% of the total amount of fixed and variable compensation due to Jacques Aschenbroich in 2021.

The detailed components for assessing achievement of the quantifiable and qualitative criteria for Jacques Aschenbroich’s variable compensation for the financial year ended December 31, 2021 – the main points of which are listed below – are set forth in Section 3.3.2 “Compensation of corporate officers in respect of the financial year ended December 31, 2021”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Variable compensation” of the Company’s 2021 Universal Registration Document.

Qualitative criteria

In assessing the achievement of the qualitative criteria for 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, carried out a detailed analysis on the degree of achievement for each criterion. The following elements are particularly representative of the 2021 financial year:

- control of the Covid-19 crisis with, from a health point of view, the continued application of the reinforced protocol and the evolutions made in 2021 which enabled to continue to protect the health of employees at all Group sites;
- control of the semiconductor and raw materials crisis with, from an operational standpoint, the implementation of an efficient organization dedicated to crisis management, whose effectiveness has been praised by the Group’s customers, which has ensured the continuity of their production (no production shutdowns);
- preparation for the acquisition of Siemens’ 50% stake in the joint venture Valeo Siemens eAutomotive (VSeA). This acquisition, announced on February 9, 2022, strengthens the Group’s leadership position in the high-growth electrification market;
- the Group’s extra-financial performance, including (i) inclusion in the CAC 40 ESG index of the 40 companies in the CAC Large 60 index with the best environmental, social and governance (ESG) practices (ii) the completion of the first sustainability-linked bond issued by a European automotive supplier, and (iii) the implementation of a dedicated organization for the “Cap 50” project (the Group’s carbon neutrality plan integrating its suppliers, its operational activities and the end use of its products (scopes 1, 2 and 3));
- improving the safety of the Group’s employees, with a reduction in category 1 accidents for the fourth consecutive year (15% in 2021);
- strengthening of the compliance policy: in particular, strengthening of the personal data processing management process, strengthening of the Group’s anti-corruption and anti-trust programs and deployment of a compliance training program targeted in terms of subjects and population.
The quantifiable criteria of Jacques Aschenbroich’s annual variable compensation have been set by the Board of Directors, acting on the recommendation of the Compensation Committee, based on the Valeo budget for 2021 and the guidance published in February 2021. In assessing the degree of achievement of the quantifiable criteria, the Board of Directors, on the recommendation of the Compensation Committee, has based its decision on the following results: EBITDA margin for 2021 of 13.4%, including the Top Column Module (TCM) business; free cash flow generation of 292 million euros; 2021 net income of 175 million euros; 2021 order intake of 21 billion euros (excluding the Top Column Module (TCM) business and Valeo Siemens eAutomotive (VSeA)).

Finally, it is recalled that the payment of Jacques Aschenbroich’s annual variable compensation for the year 2020, which amounted to 1,089,000 euros, was conditional, in accordance with the law, on a favourable vote by the General Meeting of May 26, 2021 on the elements of the remuneration paid during, or allocated in respect of, the 2020 financial year. Since this resolution was approved by 84.61%, the payment of such annual variable remuneration took place after such General Meeting.

## Compensation components paid or allocated for the financial year ended December 31, 2021

<table>
<thead>
<tr>
<th>Compensation components paid or allocated for the financial year ended December 31, 2021</th>
<th>Amounts or accounting valuation submitted for a vote</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Quantifiable criteria:</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The terms for the allotment of performance shares as approved by the General Shareholder’s Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Long-term compensation policy - Allotment of performance shares” of the Company’s 2021 Universal Registration Document.

In accordance with the 2021 Compensation Policy for the Chairman and Chief Executive Officer, the Board of Directors, acting on the recommendation of the Compensation Committee, decided, at its meeting held on May 26, 2021, to allot 118,536 performance shares to Jacques Aschenbroich pursuant to the twenty-fifth resolution of the General Shareholders’ Meeting held on May 26, 2021. As Valeo’s share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company’s shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (270% of annual fixed compensation). Based on the share price on the date of the Board of Directors’ meeting (average price of the last 20 share prices), this corresponds to 118,536 shares, valued at 2,672,987 euros under IFRS, i.e. 243% (out of a maximum percentage of 270%) of his annual fixed compensation for that financial year.

Dilution from the allotment of performance shares to Jacques Aschenbroich is limited. It totalled 0.05% of the Company’s share capital as at December 31, 2021.

The methods for allotting performance shares (including conditions and performance criteria) are described in Section 3.3.2 “Compensation policies for corporate officers for the financial year ending December 31, 2021”, subsection “Compensation policy for Jacques Aschenbroich, Chairman and Chief Executive Officer for the financial year ending December 31, 2021”, “Long-term compensation policy - Allotment of performance shares” of the Company’s 2021 Universal Registration Document.

It is reminded that final awards are subject to the achievement of objectives for each internal performance criterion set at the beginning of the year based on guidance(2) at Group level; assessment of performance criteria being binary (achieved/not achieved).
It is also reminded that:

- there was no definitive allotment of shares to Jacques Aschenbroich (i) in 2019 under the 2016 plan, (ii) in 2020 under the 2017 plan and (iii) in 2021 under the 2018 plan, due to the ambitious targets set and the difficult context of the automotive market and the Covid-19 crisis;
- the last definitive allocation of shares took place in 2018 under the 2015 plan.

Given the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 and the continuation of Jacques Aschenbroich as Chairman of the Board of Directors until the end of his term of office as Director, i.e. until May 2023, pursuant to the 2021 Compensation Policies for the Chairman and Chief Executive Officer the number of performance shares granted to Jacques Aschenbroich for each of the 2020 and 2021 plans will be reduced pro rata to the duration during which he will have exercised the combined functions of Chairman and Chief Executive Officer, i.e. a reduction of 43,333 shares for the 2020 plan and 79,024 shares for the 2021 plan. In addition, at its meeting held on March 24, 2021, the Board of Directors, on the recommendation of the Compensation Committee, decided in particular to reduce by one-sixth the number of performance shares granted under the 2019 and 2020 plans for the portion represented by internal performance criteria (i.e. 80%) (see Chapter 3, section 3.3.2 “Compensation for corporate officers for the financial year ending December 31, 2020” “Compensation for Jacques Aschenbroich, Chairman and Chief Executive Officer, for the financial year ending December 31, 2020” of the 2020 Universal Registration Document, page 183).

It is noted that the vesting of the remaining 126,179 shares remains subject to the achievement of performance criteria for the relevant three-year period (before the deduction related to internal performance criteria mentioned above).

It is indicated that since joining the Group as Chief Executive Officer on March 20, 2009, Jacques Aschenbroich has not sold any shares obtained by exercising stock purchase options allotted to him, nor sold any vested performance shares.

Appointment benefit N/A Jacques Aschenbroich did not receive any appointment benefit.

Termination benefit N/A Jacques Aschenbroich did not receive any termination benefit.

As a reminder, Jacques Aschenbroich waived the benefit of his termination benefit when the roles of Chairman of the Board of Directors and Chief Executive Officer were combined on February 18, 2016 and he was appointed as Chairman of the Board of Directors that same day, thereby becoming Chairman and Chief Executive Officer. The Board of Directors acknowledged this decision at the meeting held on February 18, 2016.

Supplementary pension No benefits or capital paid out for the financial year ended December 31, 2021

The terms for the supplementary pension plan as approved by the General Shareholders’ Meeting held on May 26, 2021 in a vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Defined benefit pension plan” of the Company’s 2021 Universal Registration Document.

In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called “Article 39” defined benefit pension plan (the “Closed Plan”) no longer welcomes new members since July 1, 2017, and no longer allows for the acquisition of any new rights since January 1, 2020. In accordance with the new provisions of law, a new commitment was made to Jacques Aschenbroich (the “New Plan”). The New Plan, effective since January 1, 2020, includes the same ceilings and performance conditions as the Closed Plan, in accordance with article L. 137-11-2 of the French Social Security Code.

At its meeting held on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, examined and set the degree of achievement of the performance condition for the 2021 financial year. This condition is deemed to have been met if the variable portion of compensation of the Chairman and Chief Executive Officer, paid in year Y+1 in respect of year Y, reaches 100% of the fixed compensation due in respect of year Y. In the event the variable portion does not reach 100% of the fixed compensation, rights will be calculated on a pro rata basis. As the annual variable compensation amounts to 126.93% of the fixed compensation for the 2021 financial year, the Board of Directors noted that this condition has been fully met.
Compensation components paid or allocated for the financial year ended December 31, 2021

<table>
<thead>
<tr>
<th>Benefits in kind</th>
<th>Amounts or accounting valuation submitted for a vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Garantie Sociale des Chefs et Dirigeants d’entreprise (unemployment insurance fund for company managers): annual premium value €3,555;</td>
<td>The terms for the benefits in kind as approved by the General Shareholders’ Meeting held on May 26, 2021 in a vote on the 2021 Compensation Policy for the Chairman and Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Benefits in kind” of the Company’s 2021 Universal Registration Document.</td>
</tr>
<tr>
<td>• Collective and mandatory health, death, and disability plan and life insurance: annual premium value €2,300;</td>
<td>(1) Approved by a 96.51% majority in the twelfth resolution of the General Shareholders’ Meeting held on May 26, 2021.</td>
</tr>
<tr>
<td>• Company car and a driver: €10,948.</td>
<td>(2) It is reminded that, for the 2021 financial year, the guidance was 11.10% for the ROCE’s rate (excluding the Top Column Module (TCM) business) and 12.80% for the EBITDA (including the Top Column Module (TCM)).</td>
</tr>
</tbody>
</table>

(1) Approved by a 96.51% majority in the twelfth resolution of the General Shareholders’ Meeting held on May 26, 2021.
(2) It is reminded that, for the 2021 financial year, the guidance was 11.10% for the ROCE’s rate (excluding the Top Column Module (TCM) business) and 12.80% for the EBITDA (including the Top Column Module (TCM)).
(3) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange’s shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.
## Appendix 3

### Table summarizing compensation components paid during, or allocated in respect of, the financial year ended December 31, 2021 to the Deputy Chief Executive Officer (for the period from May 26, 2021 to December 31, 2021)

<table>
<thead>
<tr>
<th>Compensation components paid or allocated for the financial year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)</th>
<th>Amounts or accounting valuation submitted for a vote</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Annual (gross) fixed compensation</strong></td>
<td>€434,425 (amount paid), calculated pro rata to the duration of his term of office as Deputy Chief Executive Officer, on the basis of his annual fixed remuneration of €725,000.</td>
<td>The terms for annual fixed compensation, as approved by the General Shareholder’s Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Deputy Chief Executive Officer, are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Fixed compensation” of the Company’s 2021 Universal Registration Document.</td>
</tr>
</tbody>
</table>

The terms for annual variable compensation as approved by the General Shareholder’s Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Deputy Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Variable compensation” of the Company’s 2021 Universal Registration Document.

At its meeting held on February 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, noted that the achievement rate for the quantifiable criteria was 52.18% (out of a maximum percentage of 80%) and that the achievement rate for the qualitative criteria was 37.67% (out of a maximum percentage of 40%) of the annual fixed compensation due to Christophe Périllat for the 2021 financial year. The Board of Directors therefore set the amount of variable compensation due to Christophe Périllat for 2021 at 89.85% (out of a maximum percentage of 120% of fixed compensation that variable compensation may represent for a full financial year, i.e. 75% in relation to the maximum allowed by the 2021 Compensation Policy for the Deputy Chief Executive Officer, pro rata to the duration of his term of office as Deputy Chief Executive Officer), which represents 390,331 euros. The variable compensation therefore represents 47% of the total amount of fixed and variable compensation due to Christophe Périllat in 2021 pro rata to the duration of his term of office of Deputy Chief Executive Officer.

The detailed components for assessing achievement of the quantifiable and qualitative criteria for Christophe Périllat’s variable compensation for the financial year ended December 31, 2021 – the main points of which are listed below – are set forth in Section 3.3.2 “Compensation of corporate officers in respect of the financial year ended December 31, 2021”, subsection “Compensation for Christophe Périllat, Deputy Chief Executive Officer for the year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)”, part “Compensation in respect of the year ended December 31, 2021”, “Variable compensation” of the Company’s 2021 Universal Registration Document.
Compensation components paid or allocated for the financial year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)

Amounts or accounting valuation submitted for a vote

<table>
<thead>
<tr>
<th>Compensation component</th>
<th>Amount or accounting valuation submitted for a vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual variable compensation</td>
<td>€390,331 (amount allocated for the financial year ended December 31, 2021, for the period from May 26, 2021 to December 31, 2021)</td>
</tr>
</tbody>
</table>

Presentation

**Qualitative criteria:**

In assessing the achievement of the qualitative criteria for 2021, the Board of Directors, acting on the recommendation of the Compensation Committee, carried out a detailed analysis on the degree of achievement for each criterion. The following elements are particularly representative of the 2021 financial year:

- control of the Covid-19 crisis with, from a health point of view, the continued application of the reinforced protocol and the evolutions made in 2021 which enabled to continue to protect the health of employees at all Group sites;
- control of the semiconductor and raw materials crisis with, from an operational standpoint, the implementation of an efficient organization dedicated to crisis management, whose effectiveness has been praised by the Group’s customers, which has ensured the continuity of their production (no production shutdowns);
- preparation for the acquisition of Siemens’ 50% stake in the joint venture Valeo Siemens eAutomotive (VSeA). This acquisition, announced on February 9, 2022, strengthens the Group’s leadership position in the high-growth electrification market;
- the Group’s extra-financial performance, including (i) inclusion in the CAC 40 ESG index of the 40 companies in the CAC Large 60 index with the best environmental, social and governance (ESG) practices (ii) the completion of the first sustainability-linked bond issued by a European automotive supplier, and (iii) the implementation of a dedicated organization for the “Cap 50” project (the Group’s carbon neutrality plan integrating its suppliers, its operational activities and the end use of its products (scopes 1, 2 and 3));
- improving the safety of the Group’s employees, with a reduction in category 1 accidents for the fourth consecutive year (15% in 2021);
- strengthening of the compliance policy: in particular, strengthening of the personal data processing management process, strengthening of the Group’s anti-corruption and anti-trust programs and deployment of a compliance training program targeted in terms of subjects and population.

**Quantifiable criteria:**

The quantifiable criteria of Christophe Périllat’s annual variable compensation have been set by the Board of Directors, acting on the recommendation of the Compensation Committee, based on the Valeo budget for 2021 and the guidance published in February 2021. In assessing the degree of achievement of the quantifiable criteria, the Board of Directors, on the recommendation of the Compensation Committee, has based its decision on the following results: EBITDA margin for 2021 of 13.4%, including the Top Column Module (TCM) business; free cash flow generation of 292 million euros; 2021 net income of 175 million euros; 2021 order intake of 21 billion euros (excluding the Top Column Module (TCM) business) and Valeo Siemens eAutomotive (VSeA)).

Variable multiannual compensation

No allocation was made for variable multiannual compensation.

Compensation as director

No compensation as director was paid.

Exceptional compensation

No exceptional compensation was paid.

Allotment of stock options

No stock options were allotted.
Compensation components paid or allocated for the financial year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)

<table>
<thead>
<tr>
<th>Compensation component</th>
<th>Amounts or accounting valuation submitted for a vote</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Allotment of performance shares</td>
<td>Number: 57,871 Accounting valuation (IFRS): €1,304,991</td>
<td>The terms for the allotment of performance shares as approved by the General Shareholder’s Meeting held on May 26, 2021 in the vote on the 2021 Compensation Policy for the Deputy Chief Executive Officer, the Board of Directors, acting on the recommendation of the Compensation Committee, decided at its meeting of May 26, 2021 to allot 57,871 performance shares to Christophe Périllat pursuant to the twenty-fifth resolution of the General Shareholders’ Meeting held on May 26, 2021. Furthermore, as Valeo’s share price steadied in 2021 compared with 2020, the Board considered that for the 2021 performance share allotment the calculation method should be changed back to being based on the average price quoted for the Company’s shares over the 20 trading days preceding the allotment date, in line with market practice. It was also decided to apply a 10% discount to the maximum amount authorized in the compensation policy (200% of annual fixed compensation). Based on the share price on the date of the Board of Directors meeting (average price of the last 20 share prices), this corresponds to 57,871 shares, valued at 1,304,991 euros under IFRS, i.e. 180% (out of a maximum percentage of 200%) of his annual fixed compensation for that financial year. Dilution from the allotment of performance shares to Christophe Périllat is limited. It totalled 0.02% of the Company’s share capital as at December 31, 2021. The methods for allotting performance shares (including conditions and performance criteria) are described in Section 3.3.2 “Compensation policies for corporate officers for the financial year ending December 31, 2021”, subsection “Compensation policy for Christophe Périllat, Deputy Chief Executive Officer for the financial year ending December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)”, “Long-term compensation policy – Allotment of performance shares” of the Company’s 2021 Universal Registration Document.</td>
</tr>
<tr>
<td>Appointment benefit</td>
<td>N/A</td>
<td>Christophe Périllat did not receive any appointment benefit.</td>
</tr>
<tr>
<td>Termination benefit</td>
<td>N/A</td>
<td>Christophe Périllat did not receive any termination benefit as Deputy Chief Executive Officer. As a reminder, Christophe Périllat benefited from termination compensation for his employment contract, which is suspended during his term of office as Deputy Chief Executive Officer, unchanged compared to those from which he benefited as Chief Operating Officer and Associate Chief Executive Officer.</td>
</tr>
<tr>
<td>Supplementary pension</td>
<td>N/A</td>
<td>The terms for the supplementary pension plan applicable to Christophe Périllat as an employee of the Group are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Long-term compensation policy – Allotment of performance shares” of the Company’s 2021 Universal Registration Document. In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, as an employee of the Group, Christophe Périllat benefited from the supplementary pension, the so-called “Article 39” which no longer allows him to acquire new rights as of January 1, 2020 (the “Closed Plan”). Thus, in accordance with the new legal provisions, a new commitment, has been made in favour of Christophe Périllat, as an employee of the Group, which continued during his term of office as Deputy Chief Executive Officer during which his employment contract will be suspended. This new plan (the “New Plan”), effective as of January 1, 2020, in accordance with article L. 137-11-2 of the French Social Security Code, includes the same ceilings as the Closed Plan. Under the New Plan, the rights of the beneficiary will vest without condition of presence in the Company at the end of his career. The rights under the Closed Plan crystallized at December 31, 2019 and remain conditional on the presence of the beneficiary within Valeo at the time of his retirement. As at December 31, 2021, the total commitment under these pension plans for Christophe Périllat as an employee of the Group amounts to 3,339,585 euros, representing an annual amount of 121,962 euros. As Christophe Périllat did not claim his pension entitlements during the year ended December 31, 2021, no amount was paid to him in respect of that year. Christophe Périllat’s supplementary pension as an employee of the Group is financed annually by a premium call from the service provider in charge of managing the annuities.</td>
</tr>
</tbody>
</table>

Notice of Meeting Valeo — 2022 69
Compensation components paid or allocated for the financial year ended December 31, 2021 (for the period from May 26, 2021 to December 31, 2021)

<table>
<thead>
<tr>
<th>Benefits in kind</th>
<th>Amounts or accounting valuation submitted for a vote</th>
<th>Presentation</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Garantie Sociale des Chefs et Dirigeants d'entreprise (unemployment insurance fund for company managers), annual premium value €3,266;</td>
<td></td>
<td>The terms for the benefits in kind as approved by the General Shareholders’ Meeting held on May 26, 2021 in a vote on the 2021 Compensation Policy for the Deputy Chief Executive Officer are described in Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Benefits in kind” of the Company’s 2021 Universal Registration Document.</td>
</tr>
<tr>
<td>• Collective and mandatory health, death, and disability plan, and life insurance, annual premium value €1,169;</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Company car and a driver, €6,434.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1) Approved by a 96.13% majority in the thirteenth resolution of the General Shareholders’ Meeting held on May 26, 2021.
Appendix 4

Compensation policy for directors for the year ending December 31, 2022

Non-executive corporate officers receive compensation (previously known as attendance fees) for their presence at Board of Directors’ and committee meetings.

In accordance with the French Commercial Code, the articles of association, the Board’s Internal Procedures and the internal procedures of the Compensation Committee, the Board of Directors has authority to decide how this compensation should be allocated. The Compensation Committee makes recommendations to the Board on the rules for allocating directors’ compensation and the individual amounts to be paid to each director, taking into account the actual number of Board and committee meetings attended. The variable portion linked to attendance must, other than in exceptional circumstances, have a heavier weighting than the fixed portion (see the exception in 2021, for which an explanation is provided in the table concerning the application of the AFEP-MEDEF Code in section 3.2.4 of the 2021 Universal Registration Document).

When determining the rules for allocating directors’ compensation, the Board of Directors considers the corporate interest and the Company’s long-term future by taking into account market practices and encouraging director attendance at meetings. The heavier weighting of the variable portion of directors’ compensation, which is based on attendance at meetings, therefore contributes to the objectives of the compensation policy.

Following the Shareholders’ Meeting of May 26, 2016 (eleventh resolution), the budget for directors’ compensation was set at 1,100,000 euros for 2016 and subsequent years until a new decision of the Shareholders’ Meeting, compared to 700,000 euros for 2014 and 2015 as approved at the Shareholders’ Meeting of May 21, 2014. In 2018, January 2019 and October 2021, the Compensation Committee carried out a comparative study on the basis used for allocating directors’ compensation in CAC 40, Next 80 and SBF 120 companies. This study confirmed that the amounts budgeted for the remuneration of Valeo’s directors was appropriate (although slightly below the average of the study sample), and the Board of Directors, acting on the recommendation of the Compensation Committee, decided not to ask the shareholders to increase this amount.

The basis for allocating directors’ compensation is as follows(1):

(i) each director receives:
  • fixed portion: 25,000 euros/year,
  • variable portion: 3,000 euros/meeting attended;

(ii) each director who is a member (but not Chair(man)) of a Board committee also receives:
  • fixed portion: 0 euro/year,
  • variable portion: 3,000 euros/meeting attended;

(iii) the director who is also Chair(man) of the Audit & Risks Committee also receives:
  • fixed portion: 15,000 euros/year,
  • variable portion: 3,000 euros/meeting attended;

(iv) each director who is also Chair(man) of a Board committee (other than the Audit & Risks Committee) also receives:
  • fixed portion: 12,000 euros/year,
  • variable portion: 3,000 euros/meeting attended.

These payments are not capped, but if the budget is exceeded in any one year, the following formula is applied:

<table>
<thead>
<tr>
<th>Compensation allotted to an individual</th>
<th>x 1,100,000 euros</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total compensation allotted to all directors</td>
<td></td>
</tr>
</tbody>
</table>

Compensation is paid every six months, according to the following rules:

• payment of the fixed portion (where applicable, pro rata to the period of the year during which the director held office, as described below);

• payment of the variable portion based on the number of meetings that the director actually attended during the relevant period.

For directors joining or leaving the Board during 2022, the fixed compensation will be calculated pro rata to the length of time the director holds office during the year. The variable portion is based on the number of Board and committee meetings attended during the period.

On February 12, 2009, acting on the recommendation of the Appointments, Compensation & Governance Committee, the Board of Directors decided that no directors’ compensation would be paid to corporate officers in respect of any offices held in the Group (other than those within Valeo). The Chairman and the Chief Executive Officer do not receive any compensation for any offices held in the Group (including in their capacity as directors of the Company). This principle was expressly included in the 2021 Compensation Policy for the Chairman and Chief Executive Officer and is now included in the 2022 Compensation Policy for Jacques Aschenbroich and the 2022 Compensation Policy for Christophe Périllat.

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(1) As an exception to these rules, since the Appointments, Compensation & Governance Committee was split into two separate committees on January 26, 2017 (the Governance, Appointments & Corporate Social Responsibility Committee and the Compensation Committee), the members of these two committees do not receive additional compensation due to the fact that they sit on two committees (instead of just one prior to the split) (see section 3.2.2 of the 2021 Universal Registration Document of the Company).
The compensation of the Lead Director is equal to the fixed portion and variable portion that they receive in their capacity as a director for a given year, in accordance with the Board of Directors’ decision of October 21, 2015. For 2022 this compensation will be calculated pro rata to the period of time that the director concerned served as Lead Director during the year.

In addition, in view of the importance of CSR matters for Valeo, and therefore the key role played by the Board member in charge of CSR issues, on October 28, 2021, based on the recommendation of the Compensation Committee, the Board of Directors decided to amend the allocation rules for directors’ compensation in 2022 by providing for annual fixed compensation of 6,000 euros per year to be allocated to the director in charge of CSR issues.

Apart from Jacques Aschenbroich and Christophe Périllat, no Board member was (i) paid any other compensation or benefits during the year other than directors’ compensation, or (ii) allocated any stock subscription or purchase options or performance shares. Apart from Jacques Aschenbroich and Christophe Périllat, no director holds any stock subscription or purchase options, free shares or performance shares. However, the directors representing employees are Group employees with an employment contract and thus receive a salary. Alongside the Group’s other employees, they may also be entitled to allotments of free shares.
Appendix 5

Compensation policy for Jacques Aschenbroich for the financial year ending December 31, 2022, in his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022

This section sets out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of Jacques Aschenbroich’s total compensation and benefits package for the year ending December 31, 2022 (the “2022 Compensation Policy for Jacques Aschenbroich”), comprised of (i) the compensation policy for Jacques Aschenbroich in his capacity as Chairman and Chief Executive Officer for the period from January 1 through January 26, 2022 (the “2022 Compensation Policy for the Chairman and Chief Executive Officer”), and then (ii) the compensation policy applicable in his capacity as Chairman of the Board of Directors as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 (the “2022 Compensation Policy for the Chairman of the Board of Directors”). The 2022 Compensation Policy for Jacques Aschenbroich forms part of the report prepared in accordance with Article L. 225-37 of the French Commercial Code and contains the information required pursuant to Article L. 22-10-8 of said Code.

As a reminder, in accordance with the succession plan unanimously approved by the Board of Directors on October 27, 2020 and disclosed in a press release on the same date, it was decided that when the roles of Chairman and Chief Executive Officer were separated on January 26, 2022, Jacques Aschenbroich would continue to serve as Chairman of the Board of Directors until the end of his term of office as a director, i.e., until May 2023(1). Jacques Aschenbroich has been vested with specific missions aimed at ensuring a smooth transition with Christophe Périllat who succeeded him as the Company’s Chief Executive Officer on January 26, 2022 (see section 3.2.1 of the 2021 Universal Registration Document “Composition of the Board of Directors”, “Succession plan”).

Jacques Aschenbroich does not have an employment contract with the Valeo Group.

At its meeting on March 24, 2021, on the recommendation of the Compensation Committee, the Board of Directors set the compensation policy of the Chairman of the Board of Directors, in anticipation of the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer planned for January 2022. This policy, which is described below, was presented at the May 26, 2021 Shareholders’ Meeting, in anticipation of the separation of the roles of Chairman and Chief Executive Officer, and was approved at a rate of 98.87%.

In accordance with Article L. 22-10-8 of the French Commercial Code, at its meeting on February 24, 2022, based on the recommendation of the Compensation Committee, the Board of Directors set the same compensation policy for the Chairman of the Board of Directors for 2022, unchanged from the policy approved in 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer(2), and which will be submitted for shareholder approval once again at the Shareholders’ Meeting of May 24, 2022.

Fixed compensation

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

The Chairman and Chief Executive Officer’s (gross) annual fixed compensation was set at 1,100,000 euros since May 23, 2019.

This compensation remained unchanged until Jacques Aschenbroich ceased to serve as Chairman and Chief Executive Officer when those roles were separated on January 26, 2022.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The Chairman of the Board of Directors is entitled to an annual fixed compensation, excluding any other compensation element, in accordance with the recommendations of the AFEP-MEDEF Code.

The Board of Directors’ meeting held on March 24, 2021, decided, on the recommendation of the Compensation Committee, to set Jacques Aschenbroich’s annual fixed compensation for his role as Chairman of the Board of Directors following the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer taking into consideration the following elements:

• Jacques Aschenbroich’s experience, skills and career within Valeo,

(1) By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 19, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange’s shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

(2) Apart from a clarification added concerning the benefits in kind for which the Chairman of the Board of Directors is eligible (collective and mandatory health, death and disability insurance).
As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

No performance shares will be allotted to Jacques Aschenbroich for his role as Chairman of the Board of Directors.

At the end of the holding period set out by the Board of Directors, the Chairman of the Board of Directors will also have to hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation will correspond to 50% of the vested performance shares.

Pension plan

As Chairman and Chief Executive Officer
(from January 1 through January 26, 2022)

The Chairman and Chief Executive Officer benefited from a defined benefit pension plan which took effect on January 1, 2010 and no longer welcomes new members since July 1, 2017. There is a cap both on the amount of this pension plan (entitlement pursuant to the plan’s conditions corresponding to 1% of the reference salary per year of service, capped at 20%) and on the basis for determining entitlements (additional pension benefits, all plans combined, are capped at 55% of the reference salary).

In accordance with French Ordinance No. 2019-697 of July 3, 2019, the so-called “Article 39” defined benefit pension plan no longer allows for the acquisition of new rights as from January 1, 2020 (the “Closed Plan”). Thus, in accordance with the new legal provisions, a new commitment was made in favour of Jacques Aschenbroich. This new plan, effective as of January 1, 2020, in accordance with Article L. 137-11-2 of the French Social Security Code, includes the same ceilings and performance conditions as the Closed Plan, as described in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see Chapter 3, section 3.3.1 “2021 Compensation Policy for the Chairman and Chief Executive Officer” of the 2020 Universal Registration Document, page 164).

As the Chairman and Chief Executive Officer only served in that capacity for a very short period in 2022, at its meeting on February 24, 2022 the Board of Directors decided that he would not be eligible for supplementary pension benefits for 2022.

Variable compensation

Jacques Aschenbroich will not receive any variable compensation either in his capacity as Chairman and Chief Executive Officer or in his capacity as Chairman of the Board of Directors.

Long-term compensation policy – Allotment of performance shares

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

In view of the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022, no long-term compensation will be awarded to the Chairman and Chief Executive Officer for 2022.

APPENDICES

- the range and scope of the specific missions that would be assigned to him as Chairman of the Board of Directors during the managerial transition period;
- the benchmark study of an external advisor (Willis Towers Watson) on the compensation of Chairmen of a Board of Directors who have specific missions and who previously held executive positions in the same company;
- the compensation awarded to Jacques Aschenbroich as Chairman of the Board of Directors is (i) temporary (until the end of his term of office as a director ends in May 2023), (ii) expressly indexed to Jacques Aschenbroich’s role during the transition period and does not constitute a reference point for persons holding the role of Chairman of the Board of Directors in the future, and (iii) related to the exceptional circumstances necessary for implementing the succession plan within Valeo, during this particularly complex period due to the Covid-19 and semiconductor crises, as well as to Jacques Aschenbroich’s key role in ensuring that implementation;
- his contribution to a successful managerial transition.

On this basis, the Board of Directors held on March 24, 2021, on the recommendation of the Compensation Committee, set Jacques Aschenbroich’s (gross) annual fixed compensation following the separation of the roles of Chairman of the Board of Directors and of Chief Executive Officer until the end of his term of office which will terminate in May 2023 at 800,000 euros. This compensation was approved at a rate of 98.87% at the Shareholders’ Meeting of May 26, 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer.

Notice of Meeting Valeo — 2022

APPENDICES

1. The specific missions entrusted to Jacques Aschenbroich as Chairman of the Board of Directors are carried out at the request of the Chief Executive Officer and are without prejudice to (i) the executive functions of the Chief Executive Officer, who will have sole responsibility for Valeo’s management and operations and (ii) the powers of the Board of Directors.

2. This panel is available on the Company’s website (www.valeo.com), under “Corporate Governance”.

3. By press release dated March 30, 2022, the Board of Directors of Valeo acknowledged the decision of the Board of Directors of Orange to appoint Jacques Aschenbroich as Chairman of the Board following its General Meeting to be held on May 15, 2022, subject to his appointment as Director. Such press release indicates that if this decision is confirmed by Orange’s shareholders, Jacques Aschenbroich will continue to act as a director and Chairman of the Board of Directors of Valeo until the appointment of the new Chairman and no later than the end of 2022.

4. Since joining the Group as Chief Executive Officer on March 20, 2009, Jacques Aschenbroich has not sold any shares obtained by exercising stock purchase or subscription options allotted to him, nor sold any vested performance shares.
As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The Chairman of the Board of Directors will not benefit from any additional rights under the Company’s supplementary pension plan.

Benefits in kind

As Chairman and Chief Executive Officer (from January 1 through January 26, 2022)

The principles and criteria for this compensation component included in the 2021 Compensation Policy for the Chairman and Chief Executive Officer (see section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Jacques Aschenbroich as Chairman and Chief Executive Officer for the year ending December 31, 2021”, “Benefits in kind» of the Company’s 2021 Universal Registration Document), remain unchanged.

As Chairman of the Board of Directors as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

In his capacity as Chairman of the Board of Directors, Jacques Aschenbroich is entitled to coverage under the collective and mandatory health, death and disability insurance plan, and is provided with a company car and a driver.

Other compensation components –

No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits, non-compete compensation, directors’ compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

In his capacity as Chairman and Chief Executive Officer and subsequently Chairman of the Board of Directors, Jacques Aschenbroich will not receive any multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, termination benefits or non-compete compensation.

In addition, he will not receive any compensation in his capacity as a director. Jacques Aschenbroich will not be entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

No stock purchase or subscription options or other long-term compensation components will be allotted to him.

If a new Chairman of the Board of Directors is appointed, then in accordance with applicable laws and regulations, the compensation package for the new Chairman will be consistent with the present 2022 Compensation Policy for the Chairman of the Board of Directors, and the Board of Directors, acting on the recommendation of the Compensation Committee, will adjust the compensation components to account for the corporate officer’s situation, and in particular his/her experience, skills, and range of past work and assignments, together with prevailing market practice for similar roles.
Appendix 6

Compensation Policy for Christophe Périllat for the financial year ending December 31, 2022, in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022

This section sets out the principles and criteria for determining, structuring and awarding the fixed, variable and exceptional components of Christophe Périllat’s total compensation and benefits package for the year ending December 31, 2022 (the “2022 Compensation Policy for Christophe Périllat”), comprised of (i) the compensation policy for Christophe Périllat in his capacity as Deputy Chief Executive Officer for the period from January 1 through January 26, 2022 (the “2022 Compensation Policy for the as Deputy Chief Executive Officer”), and then (ii) the compensation policy applicable in his capacity as Chief Executive Officer as from the separation of the roles of Chairman and Chief Executive Officer on January 26, 2022 (the “2022 Compensation Policy for the Chief Executive Officer”). The 2022 Compensation Policy for Christophe Périllat forms part of the report prepared in accordance with Article L. 225-37 of the French Commercial Code and contains the information required pursuant to Article L. 22-10-8 of said Code.

As a reminder, in accordance with the succession plan unanimously approved by the Board of Directors on October 27, 2020 and disclosed in a press release on the same date, Christophe Périllat succeeded Jacques Aschenbroich as Valeo’s Chief Executive Officer on January 26, 2022.

In accordance with the recommendations of the AFEP-MEDEF Code, when Christophe Périllat became Chief Executive Officer on January 26, 2022, his employment contract – which had been suspended since his appointment as Deputy Chief Executive Officer on May 26, 2021 – was terminated.

At its meeting on March 24, 2021, based on the recommendation of the Compensation Committee, the Board of Directors set the compensation policy of the Chief Executive Officer for the financial year ending December 31, 2022, in anticipation of the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer. This compensation policy was submitted to the shareholders for approval at the May 26, 2021 Shareholders’ Meeting and was approved at a rate of 95.14%. On February 24, 2022, on the recommendation of the Compensation Committee, the Board of Directors added performance criteria applicable to the Chief Executive Officer’s variable compensation for 2022, which will be once again submitted for approval at the Shareholders’ Meeting to be held on May 24, 2022. Apart from this amendment concerning variable compensation performance criteria, the compensation components presented at the May 26, 2021 Shareholders’ Meeting in anticipation (the amount of his annual fixed compensation, the maximum amount of his annual variable compensation set at 120% of his annual fixed compensation, the components of his long-term compensation including its maximum amount representing 200% of his annual fixed compensation, pension benefits, non-compete compensation, termination benefits and benefits in kind) remain unchanged.

Fixed compensation

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

At its meeting held on March 24, 2021, on the recommendation of the Compensation Committee, the Board of Directors set the (gross) annual fixed compensation of the Deputy Chief Executive Officer at 725,000 euros which corresponds to the same level as that of Chief Operating Officer and Associate Chief Executive Officer (between October 27, 2020 and May 26, 2021).

This annual fixed compensation provided for in the 2021 compensation policy for the Deputy Chief Executive Officer remains unchanged in the 2022 Compensation Policy for the Deputy Chief Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

At its meeting held on March 24, 2021, the Board of Directors, on the recommendation of the Compensation Committee, set the (gross) annual fixed compensation of the Chief Executive Officer at 975,000 euros. This compensation, which was approved at a rate of 95.14% at the Shareholders’ Meeting of May 26, 2021 in anticipation of the separation of the roles of Chairman and Chief Executive Officer, is unchanged in the 2022 Compensation Policy for the Chief Executive Officer.

Variable compensation

The variable portion of the compensation must be in line with the Chief Executive Officer’s performance, as well as the Company’s strategy and progress. It was therefore determined partly according to strict and ambitious quantifiable criteria based on the Group’s financial, non-financial and operational performance, and partly on a qualitative basis. The quantifiable and qualitative objectives to be reached are set according to specific, strict and ambitious predetermined objectives. These criteria are determined each year by the Board of Directors, based on recommendations made by the Compensation Committee.

During its review of the 2022 Compensation Policy for Christophe Périllat, at its meeting on March 24, 2022, the Board of Directors, acting on the recommendation of the Compensation Committee, decided to set the following quantifiable and qualitative criteria for the 2022 financial year:

- **four quantifiable criteria:** (i) EBITDA, (ii) free cash flow, (iii) net income and (iv) Group order intake;
- **four qualitative criteria:** (i) strategic vision, (ii) risk management, (iii) corporate social responsibility and (iv) reduction in CO₂ emissions (“CAP 50” Carbon Neutrality Plan).

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(1) Approved at a rate of 96.13% at the Shareholders’ Meeting of May 26, 2021 (thirteenth resolution).
In accordance with the recommendations of the AFEP-MEDEF Code, the total amount of the variable portion is expressed as a percentage of the annual fixed compensation, each criterion granting entitlement to a percentage of the annual fixed compensation.

The 2022 compensation policy for the Chief Executive Officer – which was set by the Board of Directors on March 24, 2021 on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer(1) – sets the maximum amount of the Chief Executive Officer’s variable compensation at 120% of his annual fixed compensation, which corresponds to the same maximum amount as when he was Chief Operating Officer, Associate Chief Executive Officer and Deputy Chief Executive Officer. This maximum amount remains unchanged in the 2022 Compensation Policy for Christophe Périllat, it being specified that in view of the separation of the roles of Chairman and Chief Executive Officer that took place on January 26, 2022, acting on the recommendation of the Compensation Committee, on February 24, 2022 the Board of Directors decided that the annual fixed compensation for the Chief Executive Officer would be used as the reference compensation for Christophe Périllat’s annual variable compensation for the whole financial year of 2022.

The maximum amount of annual variable compensation (120% of annual fixed compensation) is contingent on the achievement of ambitious objectives set by the Board of Directors acting on the recommendation of the Compensation Committee.

For each quantifiable criterion, the variable portion will vary within a range of 0% to 100% of the maximum amount of annual fixed compensation obtainable under the relevant criterion.

The following table summarizes in a synthetic way the applicable quantifiable and qualitative criteria, the entitlement relating to each of these criteria as a percentage of the annual fixed compensation, and the maximum variable compensation for 2022.

<table>
<thead>
<tr>
<th><strong>QUANTIFIABLE CRITERIA</strong> ( ^{(1)} ) ( ^{(2)} )</th>
<th>Maximum amount of the variable portion as a % of the Chief Executive Officer’s annual fixed compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Nature of the quantifiable criterion</strong></td>
<td></td>
</tr>
<tr>
<td>EBITDA</td>
<td>18%</td>
</tr>
<tr>
<td>Free cash flow</td>
<td>18%</td>
</tr>
<tr>
<td>Net income</td>
<td>16%</td>
</tr>
<tr>
<td>Group order intake</td>
<td>18%</td>
</tr>
<tr>
<td><strong>TOTAL QUANTIFIABLE CRITERIA</strong></td>
<td>70%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>QUALITATIVE CRITERIA</strong></th>
<th>Maximum amount of the variable portion as a % of the Chief Executive Officer’s annual fixed compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Nature of the qualitative criterion</strong></td>
<td></td>
</tr>
<tr>
<td>Strategic vision</td>
<td></td>
</tr>
<tr>
<td>This criterion is measured, in particular, against the following elements:</td>
<td></td>
</tr>
<tr>
<td>• quality of strategic and financial communications, particularly the investor meetings of February 10 and 25, 2022, and implementation of the roadmap;</td>
<td>14%</td>
</tr>
<tr>
<td>• quality of the roadmap’s effects on the Group’s businesses.</td>
<td></td>
</tr>
<tr>
<td>Risk management</td>
<td></td>
</tr>
<tr>
<td>This criterion is measured, in particular, against the following elements:</td>
<td></td>
</tr>
<tr>
<td>• compliance: measures implemented to ensure the strict enforcement of anti-corruption, antitrust and personal data protection rules (GDPR);</td>
<td></td>
</tr>
<tr>
<td>• management of risks related to the Group’s operational excellence (management of production facilities, “red launches”);</td>
<td></td>
</tr>
<tr>
<td>• management of inflation-related impacts;</td>
<td></td>
</tr>
<tr>
<td>• quality of the supplies crisis management (electronic components and raw materials).</td>
<td>12%</td>
</tr>
<tr>
<td>Corporate social responsibility</td>
<td></td>
</tr>
<tr>
<td>CSR is assessed in particular against the following elements:</td>
<td></td>
</tr>
<tr>
<td>• overall assessment of safety performance through the number of lost-time workplace accidents;</td>
<td></td>
</tr>
<tr>
<td>• progression of the Gender Equity Index in 2022 to an average of 87 for the Group, and improvement for countries with a score below 75.</td>
<td>12%</td>
</tr>
<tr>
<td>CAP 50 plan</td>
<td></td>
</tr>
<tr>
<td>Gradual reduction in CO₂ emissions by at least 0.75 Mt per year.</td>
<td>12%</td>
</tr>
<tr>
<td><strong>TOTAL QUALITATIVE CRITERIA</strong></td>
<td>50%</td>
</tr>
<tr>
<td><strong>TOTAL QUANTIFIABLE AND QUALITATIVE CRITERIA</strong></td>
<td>120%</td>
</tr>
</tbody>
</table>

\( ^{(1)} \) Excluding regulatory and tax impacts and excluding any economic and financial consequences of the war in Ukraine.

\( ^{(2)} \) Including Valeo Siemens eAutomotive (VSeA).

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\( ^{(1)} \) Approved at a rate of 95.14% at the Shareholders’ Meeting of May 26, 2021 (fourteenth resolution).
Long-term compensation policy – Allotment of performance shares

The long-term compensation components provided for in the 2022 Compensation Policy for the Chief Executive Officer, as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer (1), are unchanged in the 2022 Compensation Policy for Christophe Périllat and are set out below.

The aim of allotting performance shares is not only to encourage Christophe Périllat to take a long-term approach to his duties, but also to retain him and align his interests with those of Valeo and its shareholders. Under the performance share plans, performance criteria must be met over a period of three consecutive years. Valeo applies strict and ambitious performance criteria considered as particularly representative of the Company’s performance. Indeed, the proposed criteria are aimed at reflecting the Group’s strategy, financial, non-financial and operational performance objectives, value creation for Valeo’s shareholders measured using the external performance criterion, the Total Shareholder Return (TSR), and performance measurement.

The performance shares depend on performance, measured against the following criteria, identical to those applicable to the 2021 Chairman and Chief Executive Officer and to the 2021 Deputy Chief Executive Officer long-term compensation:

(i) two internal performance criteria, namely the EBITDA level as well as the return on capital employed rate (ROCE). The internal performance criteria represent no more than 60% of the allocated shares (30% for each criterion);

(ii) an external performance criterion, Valeo’s TSR, which will be measured against the CAC 40 index (10%) and against the European Automotive Panel (10%). Thus, the external performance criterion represents no more than 20% of the allocated shares;

(iii) two corporate social responsibility (CSR)-related criteria: an environmental criterion relating to the level of CO2 emissions and a gender diversity criterion based on the number of women in the Group’s management committees (relating to the 300 most important Group management positions). The CSR criteria represent no more than 20% of the allocated shares (10% for each criterion).

The maximum amount of performance shares allotted to the Chief Executive Officer, valued under IFRS, must not exceed 200% of his annual fixed compensation (i.e., 91% of the sum of his maximum annual fixed and variable compensation based on his compensation as Chief Executive Officer for a full year), which corresponds to the same amount as the amount applicable when he was Chief Operating Officer, Associate Chief Executive Officer and Deputy Chief Executive Officer. This cap of 200% of annual fixed compensation corresponds to a maximum amount, and the Board of Directors reserves the right to award a lower percentage depending on Valeo’s performance.

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(1) Approved at a rate of 95.14% at the Shareholders’ Meeting of May 26, 2021 (fourteenth resolution).
The table below summarizes in a synthetic way the criteria and methods used to assess the performance shares as part of the 2022 Compensation Policy for Christophe Périllat:

<table>
<thead>
<tr>
<th>Criterion</th>
<th>Weight/Assessment</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Internal performance criterion:</strong> ROCE rate**(1)** (30%)</td>
<td>Performance measured by two criteria (ROCE rate and EBITDA level) for each of the three financial years (Y, Y+1, and Y+2) of the vesting period. The criterion will be satisfied if, for each financial year covered under the grant, the rate effectively achieved for each criterion is greater than or equal to the target rate established by the Board of Directors, it being understood that (i) the target rate cannot be lower than the guidance for the financial year of reference, (ii) the selected criterion cannot be changed by the Board of Directors at a later date and (iii) the target rates cannot be changed by the Board of Directors at a later date, except by a duly justified decision in the context of exceptional circumstances beyond the beneficiaries' control:</td>
</tr>
<tr>
<td>• If, for each financial year covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those three financial years: 100%</td>
<td></td>
</tr>
<tr>
<td>• If, for only two of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for each of those two financial years: 50%</td>
<td></td>
</tr>
<tr>
<td>• If, for only one of the financial years covered by the scheme, the rate of achievement of the corresponding criterion is greater than or equal to the target rate for that financial year: 20%</td>
<td></td>
</tr>
<tr>
<td>• If the target rate for the corresponding criterion is not satisfied for any of the financial years covered by the scheme: 0%</td>
<td></td>
</tr>
<tr>
<td><strong>External performance criterion:</strong> TSR (20%)</td>
<td>TSR recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery:</td>
</tr>
<tr>
<td>• If Valeo’s TSR recorded over the reference period is greater than the CAC 40 index’s TSR recorded over the reference period: 100% (0% if equal or lower).</td>
<td></td>
</tr>
<tr>
<td>• If Valeo’s TSR recorded over the reference period is greater than the median of the TSRs of the companies in the European Automotive Panel over the reference period: 100% (0% if equal or lower).</td>
<td></td>
</tr>
<tr>
<td><strong>Corporate social responsibility:</strong> CO₂ emissions**(2)** (10%)</td>
<td>CSR criterion recorded over a period of three years from January 1 of the allotment year to December 31 of the year prior to delivery and published at the time of the free shares allotment:</td>
</tr>
<tr>
<td>• If the level of CO₂ emissions recorded over the reference period is lower than or equal to the target rate established for the reference period: 100% (0% if greater).</td>
<td></td>
</tr>
<tr>
<td>• If the number of women within the Group’s management committees (relating to the 300 most important Group management positions) recorded over the reference period is greater than or equal to the target rate established for the reference period: 100% (0% if lower).</td>
<td></td>
</tr>
<tr>
<td><strong>Corporate social responsibility:</strong> the number of women within the Group’s management committees (relating to the 300 most important Group management positions)<strong>(3)</strong> (10%)</td>
<td></td>
</tr>
<tr>
<td>*(1) For 2022, the guidance is 8.60% for the ROCE rate (including Valeo Siemens eAutomotive (VSeA) over 12 months) and 11.80% for the EBITDA (based on the integration of VSeA after July 2022 following the acquisition by Valeo of the 50% stake held by Siemens in VSeA), it being specified that this guidance does not take into account the unfavourable economic and financial consequences likely to result from the war in Ukraine.</td>
<td></td>
</tr>
<tr>
<td>*(2) For the 2022 plan, the achievement of this target (excluding VSeA) will be assessed as at December 31, 2024, on the basis of the carbon neutrality objective by 2050 and, by December 31, 2030, a plan to reduce emissions related to its operating activities (scopes 1 and 2) by 75% and emissions related to its supply chain and to the end use of its products (scope 3) by 15% compared to January 1, 2020, as presented in Chapter 4, section 4.13 “Valeo’s carbon neutrality Plan by 2050” of the 2020 Universal Registration Document. This 2030 objective (excluding VSeA) implies a annual reduction of -0.75 MtCO₂ from 49.6 MtCO₂ at January 1, 2020 to 41.4 MtCO₂ at December 31, 2030. Accordingly, based on the linear annual progression until 2030, the rate of achievement of this target (excluding VSeA) is set at a maximum of 45.85 MtCO₂ by December 31, 2024.</td>
<td></td>
</tr>
<tr>
<td>*(3) For the 2022 plan, the achievement of this target will be assessed as at December 31, 2024, on the basis of the objective of doubling the number of women on the various Group’s management committees (relating to the 300 most important Group management positions) from 16% of women as at January 1, 2020 to 32% of women as at December 31, 2030. Accordingly, based on a linear annual progression, the rate of achievement of this target is set at a minimum of 23% of women in the Group’s management committees (relating to the 300 most important Group management positions) by December 31, 2024, on a like for like basis, which constitutes an acceleration of the intermediate objective for 2024 set at 20% by Valeo’s Board of Directors in 2020 (as described in sub-section 3.2.1 “Composition of the Board of Directors”, paragraph “Diversity policy within the governing bodies” of the 2020 Universal Registration Document).</td>
<td></td>
</tr>
</tbody>
</table>

In addition, a presence condition must be met at the time of the allotment. Thus, the performance shares allotted to the Chief Executive Officer will vest only if his term of office has not expired on the vesting date. Entitlement to the performance shares will be lost in the event of (i) dismissal due to gross negligence or willful misconduct or (ii) dismissal for reasons attributable to the Chief Executive Officer’s performance, before the expiry of the vesting period.

Except for these two cases, the Board of Directors will determine whether or not the Chief Executive Officer will retain his entitlement to the performance shares before the expiry of the vesting period based on an in-depth analysis of the reasons for and circumstances surrounding his departure, it being specified that, in these cases, the benefit of performance shares allotted to the Chief Executive Officer before the expiry of the vesting period will be maintained on a pro rata temporis basis of his presence as an executive officer of Valeo. In any event, the shares will only vest if the performance criteria are achieved. By way of exception to the foregoing, in the event of termination of his corporate office in connection with the liquidation of any mandatory and supplementary pension plans, death or disability, entitlement to performance shares will be maintained and the performance criteria will apply to retirement but not to death or disability.

Each time that it decides to allot performance shares, the Board of Directors ensures that performance share allotments, valued under IFRS, do not represent a disproportionate percentage of all compensation and performance shares allotted, that they have a limited impact in terms of dilution and that the allotments are made at the same times of the year. In accordance with applicable laws and Company practices, the Group’s executive managers and employees will also be entitled to performance shares.
In accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Code of Conduct, the Chief Executive Officer is not permitted to use hedging transactions to reduce his risk. He has made a formal commitment in this respect as required by the AFEP-MEDEF Code. At the end of the holding period set by the Board of Directors, the Chief Executive Officer must also hold a significant number of vested performance shares in the form of registered shares until the end of his term of office. This holding obligation will correspond to 50% of the vested performance shares.

Supplementary pension

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

As an employee of the Group, Christophe Périllat benefited from the so-called “Article 39” defined benefit pension plan, which no longer allows for the acquisition of new rights as from January 1, 2020. Thus, in accordance with the new legal provisions, a new commitment, effective as of January 1, 2020, in accordance with Article L. 137-11-2 of the French Social Security Code, was made in favor of Christophe Périllat, as an employee of the Group (the “New Plan”), which continued during his term of office as Deputy Chief Executive Officer during which his employment contract was suspended.

The principles and criteria applicable to the supplementary pension plan are set out in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see Section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Defined benefit pension plan” of the Company’s 2021 Universal Registration Document) and remain unchanged in the 2022 Compensation Policy for the Deputy Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

When Christophe Périllat was appointed as Chief Executive Officer his employment contract was terminated. The termination of his employment contract entailed the loss of the benefit of any defined benefit supplementary pension plans to which he would have been entitled if he had remained a Valeo employee until his retirement, except for his rights acquired under the New Plan from January 1, 2020 up until his employment contract was terminated (i.e., when he was appointed Chief Executive Officer).

Therefore, the 2022 Compensation Policy for the Chief Executive Officer – which was set in anticipation of the separation of the roles of Chairman and Chief Executive Officer based on the recommendation of the Compensation Committee and was approved at a rate of 95.14% at the Shareholders’ Meeting of May 26, 2021 – provides that as from Christophe Périllat’s appointment as Chief Executive Officer on January 26, 2022 under the succession plan for Jacques Aschenbroich, the Chief Executive Officer is entitled to opt in to a defined contribution plan, to replace the accrual of rights under the defined benefit plans. This compensation component therefore remains unchanged in the 2022 Compensation Policy for the Chief Executive Officer, as described below.

This plan is governed by Article 82 of the French General Tax Code and allows to build up a capital sum to which he is entitled at retirement. Thus, Valeo no longer guarantees a certain level of pension but pays an annual contribution.

Under this new mechanism, the amount paid by the Company is split between a payment to the insurance company on an individual account in Christophe Périllat’s name and a payment to Christophe Périllat to take into account the social costs and taxes due on the payments made to the insurance company.

The annual gross amount of the payments made by the Company to the insurance company totals 10% of the annual fixed and variable compensation received in each year of vesting, subject to the achievement of the performance condition described hereunder.

Given the loss of the defined benefit pension plan and the accrued rights at the end of 2019, a gross annual amount will also be paid to the insurance company amounting to:

- 10% for the 2022 and 2023 financial years;
- 12.5% for the 2024 and 2025 financial years;
- 15% for the 2026 and 2027 financial years;
- 20% for the 2028 to 2030 financial years (or following financial years).

These rates will apply to the annual fixed and variable compensation received in each year of vesting, subject to the achievement of a performance condition.

Thus, the gross annual amount paid to the insurance company is subject to a performance condition considered to be achieved if the variable portion of the beneficiary’s compensation, paid in year Y+1 in respect of year Y, reaches 70% of his fixed compensation due in respect of year Y. In the event that the variable portion does not reach 70% of the fixed compensation, the gross annual amount paid will be calculated on a pro rata basis down to zero.

This new scheme was chosen between several alternatives and represents a lower total cost for the Company than the previous plans by approximately 36%, while retaining a retention effect similar to these previous pensions plans insofar as Christophe Périllat will have to remain with Valeo until the age of 65 to benefit from a supplementary pension of equivalent value to that which he had at the time his employment contract was terminated. For example, if he were to retire at 62 (age at which Christophe Périllat will be entitled to claim his legal, and therefore supplementary, pension entitlements) under this new scheme, he would receive a lower pension than under the old plan, with a discount of more than 40%.

Employment contract

In accordance with the 2021 Compensation Policy for the Deputy Chief Executive Officer, Christophe Périllat’s employment contract was suspended when he was appointed as Deputy Chief Executive Officer. This suspension was maintained in the 2022 Compensation Policy for the Deputy Chief Executive Officer until Christophe Périllat was appointed as Chief Executive Officer on January 26, 2022, when his employment contract was terminated.
Benefits in kind

As Deputy Chief Executive Officer (from January 1 through January 26, 2022)

The principles and criteria relating to this compensation component provided for in the 2021 Compensation Policy for the Deputy Chief Executive Officer (see section 3.3.1 “Compensation policies for corporate officers”, subsection “Reminder of the compensation policies for the Chairman and Chief Executive Officer and for the Deputy Chief Executive Officer for the year ending December 31, 2021”, part “Reminder of the compensation policy for Christophe Périllat as Deputy Chief Executive Officer for the year ending December 31, 2021”, “Benefits in kind” of the Company’s 2021 Universal Registration Document), remain unchanged in the 2022 Compensation Policy for the Deputy Chief Executive Officer.

As Chief Executive Officer as from January 26, 2022, when the roles of Chairman and Chief Executive Officer were separated

The principles and criteria relating to this compensation component provided for in the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders’ Meeting of May 26, 2021 – remain unchanged in the 2022 Compensation Policy for the Chief Executive Officer.

The Chief Executive Officer is therefore entitled to coverage under the unemployment insurance fund for company managers, the collective and mandatory health, death and disability plan and life insurance covering death, disability or the consequences of any accidents that may occur during business travel. Valeo also provides him with a company car and a driver.

Non-compete compensation and termination benefits

The principles and criteria relating to these compensation components provided for in the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders’ Meeting of May 26, 2021 – remain unchanged in the 2022 Compensation Policy for the Chief Executive Officer and are set out below.

Non-compete compensation

In order to protect the Company’s interests, a non-compete clause binding the Chief Executive Officer was put in place by the Board of Directors.

If the Company triggers the non-compete clause, the executive corporate officer would be prohibited from working in any way for an automotive supplier or, more generally, for any of Valeo’s competitors. The clause would apply for 12 months after the end of his term of office as Chief Executive Officer of Valeo, regardless of the reason for termination.

In consideration, the executive corporate officer would receive non-compete compensation equal to 12 months of compensation (calculated by taking the average compensation (fixed and variable) paid as Chief Executive Officer and, as the case may be, as an employee for the 36 months preceding the month of departure).

If the clause were to be implemented by the Company, the consideration would be paid in equal monthly instalments over the entire period to which the non-compete clause would apply.

If the Company triggers the non-compete clause, the amount owed would be taken into account to determine his termination benefits, as described below. As a result, the maximum amounts likely to be paid to the Chief Executive Officer in the form of a non-compete compensation and/or termination benefits would be equal to twice the annual compensation (fixed and variable), in accordance with the recommendations of the AFEP-MEDEF Code.

In any event, in accordance with the recommendations of the AFEP-MEDEF Code, no non-compete compensation shall be paid beyond the age of 65 or if the Chief Executive Officer claims his retirement benefits. The Board of Directors will have to decide whether or not the non-compete agreement will be applied at the time the Chief Executive Officer leaves.

The Company reserves the right not to implement this agreement and to waive the non-compete clause, in which case no compensation would be owed.

Termination benefits

In the event of early termination of his duties following a change in control or strategy, the Chief Executive Officer shall be entitled, at the initiative of the Company and with the approval of the Board of Directors, except on the grounds of wilful misconduct in the performance of his duties, to termination benefits paid by the Company for a maximum amount of his total compensation as Chief Executive Officer and, as the case may be, as an employee, during the two years preceding the end of his term of office.

Those termination benefits are submitted to performance criteria applicable to the annual variable compensation, in accordance with the following formula:

\[
\text{Total compensation paid as Chief Executive Officer and, as the case may be, as an employee during the two years preceding the end of his term of office} \times \left(1 + \frac{\text{average (in %) of the results achieved for the annual variable compensation as Chief Executive Officer and, as the case may be, as an employee, applicable to the three financial years preceding the departure}}{100}\right)
\]

Furthermore, the amount effectively paid by the Company would be reduced, as the case may be, so that any other compensation would not have an effect of awarding him with a total compensation higher than the aforementioned amount of two years of compensation, in accordance with the AFEP-MEDEF Code.
Other compensation components –
No multi-annual variable compensation, compensation or benefits on appointment, exceptional compensation, directors’ compensation, benefits of any kind under agreements with the Company or any Group company or options or any other long-term compensation component

The principles and criteria relating to this compensation component were provided for in (i) the 2021 Compensation Policy for the Deputy Chief Executive Officer and (ii) the Compensation Policy for the Chief Executive Officer for the financial year ending December 31, 2022 – as set by the Board of Directors on March 24, 2021, on the recommendation of the Compensation Committee, in anticipation of the separation of roles of the Chairman and Chief Executive Officer and approved at a rate of 95.14% by the Shareholders’ Meeting of May 26, 2021 – and remain unchanged in the 2022 Compensation Policy for Christophe Périllat.

Therefore, in his capacity as Deputy Chief Executive Officer and subsequently Chief Executive Officer, Christophe Périllat will not receive any multi-annual variable compensation, compensation or benefits on appointment, or exceptional compensation.

Christophe Périllat does not receive any compensation in his capacity as a director. He is not entitled to any compensation or other benefits as a result of agreements entered into with the Company or any Group company.

In addition, no stock purchase or subscription options or other long-term compensation component other than performance shares will be allotted to him in 2022.

In accordance with Articles L. 22-10-8 and L. 22-10-34 of the French Commercial Code, the variable compensation of the Deputy Chief Executive Officer and the Chief Executive Officer for any given year will only be paid once the fixed, variable and exceptional components comprising the total compensation and benefits paid or awarded to the Deputy Chief Executive Officer and the Chief Executive Officer for that year have been approved by the shareholders at an Ordinary Shareholders’ Meeting (ex post vote).

Lastly, after consulting the Compensation Committee and, if applicable, the other specialized Committees, the Board of Directors will have the discretionary power, in the event of exceptional circumstances and on a temporary basis, to adjust the internal quantifiable objectives relating to the annual variable and long-term compensation components of the 2022 Compensation Policy for Christophe Périllat. The events that could give rise to the use of this possibility are in particular any event beyond Valeo’s control that cannot be reasonably foreseen or quantified at the time of the determination of the compensation elements and that has an impact on the automotive industry during the 2022 financial year, such as the Covid-19 epidemic, the components crisis and the increase in the price of raw materials and energy, as well as geopolitical tensions (e.g. conflict between Russia and Ukraine) and their consequences.
REGISTERED SHAREHOLDERS: OPT FOR THE E-NOTICE

By choosing the e-Notice of Meeting, you contribute to our sustainable development efforts.

It enables you to receive by email your Notice of Meeting and the documents related to Valeo’s General Shareholders’ Meetings.

For shareholders holder of registered shares (pure or administered):

1. To access the secured Sharinbox website
   www.sharinbox.societegenerale.com, you will need:
   • your access code (eight digits): it appears on your statements and on your proxy card, (under the “Cadre réservé à la Société”);
   • your password: it was sent to you by mail when you first contacted Société Générale Securities Services. If you have forgotten or lost your password, please go to the home page and click on “Get your codes”. It will be sent immediately by email if your e-mail address and date of birth have already been provided. Otherwise, it will be sent by mail.

2. Click on the menu “Personal information”
   Check your e-mail address in the “Personal contact details” section and click on “Subscribe for free” in the “E-services/E-notices for General Meetings” section.

Note: The e-mail address you have provided for notices of Shareholders’ Meetings will be used as the contact e-mail for your registered share account. It will only be used to manage your account and to inform or notify you of any matters concerning your assets. It may also be used if you forget your login details for the website www.sharinbox.societegenerale.com.
REQUEST FOR DOCUMENTS AND INFORMATION

Combined Shareholders’ Meeting
May 24, 2022
Pavillon Gabriel – 5, avenue Gabriel – 75008 Paris

Return this application to the Company by email to the following address: actionnaires.groups@valeo.com (or by post to Valeo headquarters, 100, rue de Courcelles, 75017 Paris). Please provide the email address where you wish to receive these documents.

The undersigned

Last name (Mr., Mrs. or Miss)

First name

Address

Street address

Postal Code  City

Email address  @

Owner of Company-registered shares

bearer shares

Wishes to receive the documents or information stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code concerning the Combined Shareholders’ Meeting of May 24, 2022 by:

☐ Post; or

☐ Email (preferred)

Place , date  2022

Shareholder’s signature:

Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder, beginning from the convening of the Meeting and until the fifth day preceding the meeting, may request the company to send the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code. Those holders of shares registered with the Company may request to have the aforementioned documents and information for future Shareholders Meetings sent to them on a continuing basis. If you would like to benefit from this faculty, please mention it in this form and return it to Valeo.

(1) If an entity, indicate the precise corporate name.
(2) Attach a copy of the shareholding certificate (attestation de participation) issued by the intermediary in charge of managing your securities.
Valeo
European company (Societas Europaea) with capital of 242,574,781 euros
552 030 967 RCS Paris
100, rue de Courcelles - 75017 Paris - France
Tel.: +33 (0)1 40 55 20 20
www.valeo.com

Institutional investor relations
Tel.: +33 (0)1 40 55 37 93

To arrange a meeting, please contact:
vaileo.corporateaccess.mailbox@valeo.com

Individual shareholder relations
Tel.: +33 (0)1 40 55 20 39
Email: valeo.actionnairesindividuels.mailbox@valeo.com