

# Press release

Nanterre (France), September 27, 2021

## **FAURECIA LAUNCHES PUBLIC TAKEOVER OFFER FOR HELLA**

- ✓ **Hella shareholders can tender their shares from today until October 25, 2021**
- ✓ **Faurecia is offering a cash payment of €60 per share, representing an attractive premium for Hella shareholders**

Faurecia, with its wholly owned subsidiary Faurecia Participations GmbH as bidding entity, today published the offer document for its voluntary public takeover offer in cash for all outstanding shares of Hella, a major automotive player in lighting and electronics based in Lippstadt, Germany.

The offer price is €60.0 per share in cash. This represents a total consideration of €60.96 (including the expected dividend of €0.96 to be paid by Hella to Hella shareholders pre-closing), which corresponds to an attractive premium of 33% vs. the latest unaffected<sup>1</sup> share price of €45.8.

The first offer period begins today and will end on October 25, 2021 at 24:00 CEST. A second offer period should commence on October 29, 2021 and end on November 11, 2021 at 24:00 CEST. During these periods, Hella shareholders have the opportunity to accept the offer and tender their shares. The detailed terms and conditions of the offer and the conditions to closing can be found in the offer document, which was published today. To tender their shares, Hella shareholders should contact their respective custodian bank.

The combination of Faurecia and Hella will create the 7<sup>th</sup> largest global automotive supplier, focused on four growth areas, fully aligned with industry megatrends:

- Electric Mobility (incl. hydrogen solutions),
- ADAS & Autonomous Driving,
- Cockpit of the Future,
- Lifecycle Value Management.

The combined Group will become a major technology player focused on six activities. Five of which, Electronics, Lighting, Seating, Interiors, Clean Mobility, will each exceed €3bn of sales. The newly created Business Group, Life Cycle Value Management, will quickly grow to reach a leading position.

Faurecia has entered into a business combination agreement with Hella. This agreement sets out, subject to the review of the offer document, that the General Partner and Supervisory Board of Hella support the offer and intend to recommend Hella shareholders to accept it.

Completion of the offer is subject to customary closing conditions as described in the offer document. The offer is not subject to reaching a minimum acceptance threshold.

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<sup>1</sup> The unaffected share price is Hella's share price as of April 26, 2021.

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As announced on August 14, 2021, Faurecia has reached an agreement with the Family pool and with Hella to acquire from the Family pool its 60% stake at a price of €60 per share paid through a mix of cash and Faurecia shares.

The publication of the offer document has been approved by the German Federal Financial Supervisory Authority (BaFin). The German version of the offer document (together with a non-binding English version of the offer document not reviewed by BaFin) is available today at [www.faurecia-offer.com](http://www.faurecia-offer.com).

Faurecia is assisted by Lazard as lead financial adviser on the transaction as well as Berenberg and J.P. Morgan as financial advisers and White & Case as legal adviser.

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### **About Faurecia**

Founded in 1997, Faurecia has grown to become a major player in the global automotive industry. With 266 industrial sites, 39 R&D centres and 114,000 employees in 35 countries, Faurecia is a global leader in its four areas of business: seating, interiors, Clarion Electronics and clean mobility. The Group's strong technological offering provides carmakers with solutions for the cockpit of the future and sustainable mobility. In 2020, the Group reported total turnover of €14.7 billion. Faurecia is listed on the Euronext Paris market and is a component of the CAC Next 20 index. Find out more at: [www.faurecia.com](http://www.faurecia.com)

### **Disclaimer**

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This press release contains forward-looking statements with respect to Faurecia's financial condition (including after taking into account the combination with Hella), results of operations, business, strategy and plans. They may prove to be inaccurate in the future and are subject to a number of risk factors. Neither Faurecia, nor any of its subsidiaries assumes any obligation to update publicly any forward-looking information or statement, objectives or trends contained in this document whether as a result of any new information, any change in events, conditions or otherwise. Faurecia will not accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of Hella and its group. Faurecia expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

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It is reminded that the publication, dispatch, distribution or dissemination of the offer document or any other documents associated with the offer may be subject to legal or regulatory restrictions. The offer document and other documents relating to the offer may therefore not be published, transmitted, distributed or disseminated by third parties in other jurisdictions if and to the extent that such transmission, publication, distribution or dissemination would contravene applicable foreign laws or would be conditional upon compliance with regulatory proceedings or the grant of any approval, or contingent upon other conditions which have not been complied with, granted or met.

The offer may be accepted by all German and foreign HELLA shareholders (including those with a domicile, registered office or habitual abode in Germany, the European Union or the European Economic Area) in accordance with the terms of the offer document and the applicable legal provisions in the given case.

The acceptance of the offer outside of Germany, the European Union or the European Economic Area may be subject to legal restrictions or limitations. HELLA shareholders who come into possession of the offer document outside of Germany, the European Union or the European Economic Area and want to accept the offer outside of Germany, the European Union or the European Economic Area and/or fall within the scope of the laws of jurisdictions other than those of Germany, the European Union or the European Economic Area are advised to acquaint themselves with and comply with such laws. The bidder and persons acting jointly with the bidder within the meaning of Section 2 para. 5 WpÜG or their subsidiaries assume no responsibility that the acceptance of the offer outside of Germany, the European Union or the European Economic Area will be in compliance with the legal provisions respectively applicable in those jurisdictions.

The offer may be accepted by HELLA shareholders domiciled in the United States (the "US-Shareholders"). The offer is subject to the exemptions under the U.S. Securities Exchange Act of 1934 as amended (the "U.S. Exchange Act"). Accordingly, the offer will be subject to certain procedural requirements, including with respect to the settlement procedures, which are different from those applicable under the U.S. Exchange Act.

It may be difficult for U.S.-Shareholders to enforce their rights and claims arising out of the U.S. federal securities laws because the bidder and the target are headquartered in a country other than the United States of America, and some or all of their respective officers and directors may be residents of a country other than the United States of America. U.S.-Shareholders may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violation of U.S. securities laws. As a result, it may be difficult or impossible for U.S.-Shareholders to effect service of process within the United States upon the bidder and the target, as applicable, and their respective directors or officers, or to realize against them upon judgments of courts of the United States predicated upon civil liabilities under the federal securities laws of the United States or the securities laws of any state within the United States. In addition, U.S.-Shareholders of the target should not assume that the courts of Germany: (a) would enforce judgments of United States courts obtained in actions against such persons predicated upon civil liabilities under the federal securities laws of the United States or the securities laws of any state within the United States; or (b) would enforce, in original actions, liabilities against such persons predicated upon civil liabilities under the federal securities laws of the United States or the securities laws of any state within the United States.

To the extent permissible under applicable laws and regulations, the bidder and its affiliates or broker(s) (acting as agents or in the name and on behalf of the bidder or its affiliates, where appropriate) may prior to and after the date of the publication of the offer document, and other than pursuant to the offer, directly or indirectly purchase, or arrange to purchase, HELLA shares or related securities. These purchases can occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Germany, such information will be disclosed by means of a press release or other means in the United States in a manner comparable to the disclosure made in Germany. No purchases will be made outside of the offer in the United States of America by or on behalf of the bidder or their respective affiliates. Affiliates of the financial advisors of the bidder may engage in ordinary course trading activities in securities of the target, which may include purchases or arrangements to purchase such securities.

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The offer has not been filed with or reviewed by any federal or state securities commission or regulatory authority of any jurisdiction in the United States of America, nor has any such commission or authority passed upon the accuracy or adequacy of the offer document. Any representation to the contrary is unlawful and may be a criminal offense.