

MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK PRIIPS REGULATION / PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**FORVIA S.E.**

(incorporated under the laws of France as a société européenne (societas europaea), i.e., a limited liability company)

€600,000,000 5.375% Senior Notes due 2031

The information in this supplement (the “**Supplement**”) supplements the preliminary offering memorandum dated September 3, 2025 (the “**Preliminary Offering Memorandum**”) of FORVIA S.E. and supersedes the information in the Preliminary Offering Memorandum to the extent inconsistent with the information in the Preliminary Offering Memorandum.

Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Offering Memorandum.

FINAL TERMS AND CONDITIONS	
Issuer:	FORVIA S.E. (the “ Issuer ”)
Issue:	€600,000,000 5.375% Senior Notes due 2031 (the “ Notes ”)
Status, Type:	Senior; Unsecured
Distribution:	Regulation S / Rule 144A
Currency:	Euros (“€”)
Aggregate Principal Amount:	€600,000,000
Gross Proceeds:	€600,000,000
Issue Price:	100.000%, plus accrued and unpaid interest, if any, from the Issue Date
Coupon:	5.375% per annum
Maturity Date:	The Notes will mature on March 15, 2031
Yield to Maturity:	5.375%
Benchmark:	DBR 0% due February 18, 2031
Spread to Benchmark:	+309.7 basis points
Interest Payment Dates:	Semi-annually in arrear on September 15 and March 15 of each year, commencing March 15, 2026. Interest will accrue from the Issue Date.
Interest Calculation:	Interest on the Notes will be computed on the basis of a 360-day year comprised of twelve 30-day months
Interest Record Dates:	Business day immediately preceding the related interest payment date
Trade Date:	September 3, 2025
Settlement Date (T+8):	September 15, 2025 (the “ Issue Date ”)

Redemption Provisions:	
<i>Make-whole call:</i>	Prior to September 15, 2027, greater of 1.00% of the principal amount and a make-whole premium calculated based on a discount rate of Bund Rate plus 50bps
<i>Optional Redemption Prices:</i>	At the following prices during the twelve-month period beginning on: September 15, 2027: 102.6875% September 15, 2028: 101.3438% September 15, 2029 and thereafter: 100.0000%
<i>Equity Clawback:</i>	Prior to September 15, 2027, up to 40% at 105.375%
<i>Change of Control:</i>	Put at 101%
<i>Denominations:</i>	€100,000 and integral multiples of €1,000 in excess thereof
<i>Delivery:</i>	Euroclear Bank SA/NV and Clearstream Banking S.A.
<i>Joint Global Coordinators and Joint Physical Bookrunners:</i>	Crédit Agricole Corporate and Investment Bank Crédit Industriel et Commercial S.A.
<i>Joint Bookrunners:</i>	MUFG Securities (Europe) N.V. SMBC Bank EU AG
<i>Co-Managers:</i>	Banco de Sabadell, S.A. Bankinter, S.A. Commerzbank Aktiengesellschaft Landesbank Hessen-Thüringen Girozentrale
<i>Use of Proceeds:</i>	The proceeds of the Notes will be used, together with cash on hand, to fund the repurchase of the Issuer's outstanding 2027 Notes and/or 2027 Sustainability-Linked Notes validly tendered and accepted for purchase in the Tender Offers, and pay fees and expenses incurred in connection therewith, including net premiums and accrued and unpaid interest on the 2027 Notes and/or the 2027 Sustainability-Linked Notes.
<i>Instrument Ratings:*</i>	Moody's: B1 Standard & Poor's: BB- Fitch Ratings: BB+
<i>Governing Law</i>	New York
<i>Listing/Trading:</i>	Application will be made to list the Notes on the official list of Euronext Dublin and admit the Notes to trading on the Global Exchange Market. There can be no assurance that any such application will be successful or that any such listing will be granted or maintained.
<i>Regulation S Common Code:</i>	315257476
<i>Regulation S ISIN:</i>	XS3152574763
<i>Rule 144A Common Code:</i>	315259282
<i>Rule 144A ISIN:</i>	XS3152592823

* *A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by such rating agencies in its sole discretion. Any ratings obtained will reflect only the views of the respective rating agency. Each rating should be evaluated independently of any other rating.*

AMENDMENTS TO THE PRELIMINARY OFFERING MEMORANDUM

In addition to the foregoing pricing information, the Preliminary Offering Memorandum, as supplemented by this Supplement, is hereby revised to reflect the following and conforming changes are deemed to be made throughout. All footnotes to the tables in this Supplement not included herein remain the same as those in the Preliminary Offering Memorandum.

Summary Financial and Operating Data— Adjusted for the Offering and the Refinancing

In the table appearing under the heading “*Summary Financial and Operating Data—Other consolidated financial data*” on page 34 of the Preliminary Offering Memorandum, the line items appearing below are hereby amended, in each case, by the following, and any related or corresponding information found elsewhere in the Preliminary Offering Memorandum is hereby amended accordingly:

Adjusted for the Offering and the Refinancing

	As at and for the twelve months ended June 30, 2025 <i>(in € millions, except ratios)</i>
Adjusted gross cash interest expense ⁽⁷⁾	606.7
Adjusted net debt ⁽⁸⁾	6,434.4
Ratio of adjusted net debt to Adjusted EBITDA ⁽⁹⁾	1.8x
Ratio of Adjusted EBITDA to adjusted gross cash interest expense ⁽¹⁰⁾	5.7x

Use of Proceeds

The table appearing under the heading “*Use of Proceeds*” on page 61 of the Preliminary Offering Memorandum is hereby replaced in its entirety by the following, and any related or corresponding information found elsewhere in the Preliminary Offering Memorandum is hereby amended accordingly:

Sources of funds <i>(in € millions)</i>	Uses of funds <i>(in € millions)</i>
Notes offered hereby ⁽¹⁾ 600,000,000	Repurchase of the 2027 Notes and the 2027 Sustainability-Linked Notes ⁽²⁾ 600,000,000
Cash on hand..... 3,000,000	Estimated fees and expenses of the Refinancing ⁽³⁾ 3,000,000
Total 603,000,000	Total 603,000,000

Capitalization

In addition, in the table appearing under the heading “*Capitalization*” on page 62 of the Preliminary Offering Memorandum, the line items appearing below are hereby amended, in each case, by the following, and any related or corresponding information found elsewhere in the Preliminary Offering Memorandum is hereby amended accordingly:

	As at December 31, 2024
	Actual Adjustments As Adjusted <i>(in € million)</i>
Notes offered hereby..... —	600.0 600.0
2027 Notes and 2027 Sustainability-Linked Notes ⁽²⁾⁽³⁾ 1,790.0	(600.0) 1,190.0

Management's Discussion and Analysis of Financial Condition and Results of Operations

The paragraph and table appearing under the heading “*Management's Discussion and Analysis of*”

Financial Condition and Results of Operations—Contractual obligations and commercial commitments—Financial obligations” on page 94 of the Preliminary Offering Memorandum are hereby replaced in their entirety by the following, and any related or corresponding information found elsewhere in the Preliminary Offering Memorandum is hereby amended:

The following table sets forth the maturity schedule of our outstanding long-term debt, set forth by category, in each case as at June 30, 2025, after giving effect to the Refinancing and the issuance of the 2025 Schuldschein and the use of proceeds thereof (see “*Summary—Recent Developments*”):

	2025	2026	2027	2028	2029 and beyond	Total
	<i>(in € millions)</i>					
Notes offered hereby	—	—	—	—	600.0	600.0
2027 Notes ⁽¹⁾⁽²⁾ , 2027 Sustainability-Linked Notes ⁽¹⁾⁽²⁾ , 2028 Notes ⁽¹⁾ , 2029 Notes ⁽¹⁾ , 2029 Green Notes ⁽¹⁾ , 2030 Euro Notes, 2030 USD Notes, 2031 Notes ⁽¹⁾ , the JPY Notes ⁽¹⁾ and the HELLA 2027 Notes ⁽¹⁾	—	69.2	1,730.2	704.1	3,026.6	5,530.1
Syndicated Credit Facility	—	—	—	—	—	—
Schuldscheindarlehen	—	179.5	28.6	538.7	542.8	1,334.6
HELLA SSD	—	—	10.0	—	190.0	200.0
Term Loan	—	—	—	500	—	500.0
Japanese Yen Term and Revolving Facilities ⁽¹⁾ and HELLA Japanese Debt	—	88.7	—	—	130.0	218.7
Other bank and bilateral loans	30.0	64.0	291.5	119.5	315.0	819.9
Bank borrowings and others ⁽³⁾	—	—	—	—	—	169.63
Obligations under finance leases ⁽³⁾	—	—	—	—	—	936.8
Non-current derivatives ⁽³⁾	—	—	—	—	—	91.8
Total						10,401.5

(1) Presented at book value, net of any unamortized debt issuance costs, discounts or premiums.

(2) Assumes, for the purposes of the adjustments, that the Total Maximum Acceptance Amount is accepted for tender in the Tender Offers and that the Company has accepted equal portions of the 2027 Notes and the 2027 Sustainability-Linked Notes validly tendered for purchase.

(3) Schedule of debt maturities not available.

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Nothing in this Supplement constitutes an offer of securities in the United States or any jurisdiction where it is unlawful to do so. The Notes have not been nor will be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) nor with any securities regulatory authority of any state or other jurisdiction of the United States and the Notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act (“**Regulation S**”)) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes are being offered and sold within the United States only to “qualified institutional buyers” (“**QIBs**”) in accordance with Rule 144A under the Securities Act (“**Rule 144A**”) and outside the United States to non-U.S. persons in accordance with Regulation S.

The offering and sale in France of the securities described in this Supplement will be made exclusively pursuant to an exemption under Article L. 411-2 1° of the French *Code monétaire et financier*. Accordingly, this Supplement may not be distributed, directly or indirectly, to the public in France or used in connection with any offer to the public in France.

This communication is directed solely at (i) persons located outside the United Kingdom, (ii) persons with professional experience in matters relating to investments falling within Article 19(5) of the

Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order and (iv) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities of the Issuer or any member of its group may otherwise lawfully be communicated or caused to be communicated (all such persons in (i)-(iv) above being “**relevant persons**”). Any investment activity to which this communication relates will only be available to and will only be engaged with relevant persons. Any person who is not a relevant person should not act or rely on this communication.

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