



Peugeot S.A.

(A *société anonyme* established under the laws of the Republic of France)

€5,000,000,000 Euro Medium Term Note Programme

This fourth supplement (the “**Fourth Prospectus Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 8 June 2010 (the “**Base Prospectus**”) prepared in relation to the €5,000,000,000 Euro Medium Term Note Programme of Peugeot S.A. (“**PSA**” or the “**Issuer**”) as supplemented by a first prospectus supplement dated 30 July 2010 (the “**First Prospectus Supplement**”), a second prospectus supplement dated 28 September 2010 (the “**Second Prospectus Supplement**”) and a third prospectus supplement dated 20 October 2010 (the “**Third Prospectus Supplement**”). The Base Prospectus as supplemented constitutes a base prospectus for the purpose of the Directive 2003/71/EC (the “**Prospectus Directive**”). The *Autorité des marchés financiers* (the “**AMF**”) has granted visa n°. 10-165 on 8 June 2010 on the Base Prospectus, visa n°10-285 on 30 July 2010 on the First Prospectus Supplement, visa n°10-338 on 28 September 2010 on the Second Prospectus Supplement and visa n°10-367 on 20 October 2010 on the Third Prospectus Supplement.

Application has been made for approval of the Fourth Prospectus Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This Fourth Prospectus Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared for the purposes of incorporating recent events in connection with the Issuer. As a result, certain modifications to the section relating to the recent developments have been made.

Save as disclosed in this Fourth Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus, as supplemented.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Fourth Prospectus Supplement.

To the extent that there is any inconsistency between (a) any statement in this Fourth Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, as supplemented by the First Prospectus Supplement, the Second Prospectus Supplement and the Third Prospectus Supplement, the statements in (a) above will prevail.

Copies of this Fourth Prospectus Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.psa-peugeot-citroen.com), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for collection at the offices of the Fiscal Agent and the Paying Agent(s) so long as any of the Notes are outstanding.

This Fourth Prospectus Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF’s *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus.

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RECENT DEVELOPMENTS

The section Recent Developments is supplemented by the following press release published by the Issuer on 13 January 2011.

Paris - 13 January 2011

Record Sales Performance in 2010 Worldwide Sales Up 13% to 3.6 Million Units

2010 Highlights

- Sales of new vehicles and CKD units up 13% to 3,602,200 units
- Market share in Europe* improved to 14.2% from 13.8% in 2009
- Sharp increase in the proportion of sales outside Europe, to 39% of the total vs. 34% in 2009
- Model range mix moved upmarket, led by firm sales of the Peugeot RCZ, Peugeot 3008 and Citroën DS3
- Further decline in corporate average emissions to 132.4g of CO₂/km versus 135.4g in 2009

*Europe: EU, EFTA and Croatia

Global automobile markets rose by an aggregate 10% in 2010. As in 2009, growth was led by China (up 30%) and Latin America* (up 14%). Demand in Europe was down 4% overall, reflecting very uneven performances across the region, as follows:

- France: 0%
- Germany: - 22%
- Spain: + 4%
- Italy: - 8%
- United Kingdom: + 3%
- CEEC: - 4%

*Latin America: Argentina, Brazil, Chile, Mexico and others for a total of 23 countries.

In this environment, worldwide sales of PSA Peugeot Citroën assembled vehicles and CKD units increased by 13% to 3,602,200 during the year.

- Sales of assembled vehicles alone rose 9.8% to 3,125,100 units.
- CKD sales climbed 39.4% to 477,000 units, lifted by strong demand for the Peugeot brand.

In 2010, Peugeot confirmed its position as the world's leading French car brand, while in Europe, Peugeot and Citroën rose in the brand league tables to rank fourth and sixth respectively.

Jean-Marc Gales, Executive Vice President, Brands noted:

"In addition to the record sales achieved in our bicentennial year, I can identify two reasons for satisfaction. The first is our international growth, with a large proportion of our sales now generated outside Europe. The second is the quality of our results. We made considerable headway with premium and B-to-B customers, thanks to the deployment of new models and the delivery of superior product quality, design and environmental performance, backed by our excellent quality of service. Despite the elimination of government scrappage incentives in Europe, all of these competitive strengths mean that we can look ahead to 2011 with confidence."

Improved market share in Europe

In a European car and light commercial vehicle market that declined by 4% in 2010, registrations of PSA Peugeot Citroën vehicles contracted by 0.9% to 2,195,000 units. The Group's market share further improved to 14.2%, up 0.4 point compared with 2009.

In 2010, the car market was affected by an additional scale-back in scrappage incentives in France and the elimination of similar schemes in Germany and Spain. As expected, demand declined by 5.2% for the year, with wide variances between the first half (up 0.5%) and the second (down 11.1%).

In the light commercial vehicle segment, which grew by 9.6% in 2010, PSA Peugeot Citroën retained its leadership position with market share of 21.9%.

Sharp increase in the proportion of sales outside Europe, to 39% of the total

Sales outside Europe accounted for 39% of the consolidated 2010 total, compared with 34% in 2009. The trend grew even stronger as the year unfolded, with 43% of sales generated outside Europe in the second half. This sustained expansion confirms PSA Peugeot Citroën's commitment to its priority growth regions of Latin America, China and Russia, while demonstrating that its ambition of becoming more global is being realized.

Latin America: robust growth

Demand in Latin America pursued its upward trajectory in the second half, enabling the region's markets to end the year with a combined 14% gain, led by Brazil (up 11%) and Argentina (up 29%). Consolidated sales rose 26.5% to 294,300 units, raising market share to a historic record 5.4% in volume terms, from 5.2% in 2009. Faster expansion in the Group's regional operations was driven by introduction of the Citroën C3 Aircross (in September) and the Peugeot Hoggar pick-up (in May), along with a more aggressive sales strategy adapted to local markets.

China: laying the groundwork for ambitious expansion

The Chinese market was again the leading driver of global automobile sales in 2010, with local demand rising by 30% over the year. PSA Peugeot Citroën's sales rose to a new record high, surging 38% to 375,600 vehicles, for a market share of 3.3%. By strengthening its cooperative venture with Dong Feng and signing a new joint venture agreement with Chang'An (subject to approval by Chinese authorities), the Group has laid the groundwork for achieving its ambitious growth objectives.

Russia: faster recovery

With 1,906,000 registrations and a 30% rise in demand over the year, the Russian market sustainably entered a new period of fast growth in 2010. In this environment, the Group maintained its positions over the full year, with sales up 37% to 55,500 units and a 2.8% market share. However, it made stronger gains following start-up of local production of the Peugeot 308 and 4007 and the Citroën C4 and C-Crosser, whose combined sales surged 85% in the second half.

Model range mix moved up-market

The Group's model range strategy is designed to increase the value of the Peugeot and Citroën brands.

Successful launches during the year included the new Citroën DS distinctive line, which debuted in March with the Citroën DS3, and the new Peugeot RCZ, introduced in May following the Peugeot 3008 launch in April 2009.

With more than 65,000 vehicles ordered worldwide since launch, the Citroën DS3 exceeded its sales targets for the year. The Peugeot RCZ, which has generated nearly 17,000 orders, has more than met initial expectations, while the 3008, which has sold almost 190,000 units since launch, is one of the brand's growth pillars.

A strategy for reducing CO₂ emissions

PSA Peugeot Citroën has continued reducing its vehicles' carbon footprint by deploying a strategy based on three closely related objectives: optimising internal combustion engines, developing micro-hybrid, hybrid and plug-in hybrid technologies and promoting electric vehicles.

In 2010, the Group's technological advances in conventional engine technology led to a further reduction in corporate average emissions to 132.4g of CO₂/km versus 135.4g in 2009.

PSA Peugeot Citroën will maintain its environmental leadership in 2011 with the following breakthrough technologies:

- The e-HDI micro-hybrid system, offered on the Citroën C4, C4 Picasso and C5 as of late 2010, and on the Peugeot 508 and 308 starting in 2011.
- The Peugeot iOn and Citroën C-ZERO electric vehicles introduced in December 2010, which have already recorded 3,000 firm orders.
- The world's first diesel hybrid, with the Peugeot 3008 HYbrid4 scheduled for launch in 2011.

Outlook for 2011

In Europe, the automobile market is expected to stabilize in 2011. The Peugeot and Citroën brands will sustain their momentum with the launch of the Peugeot 508 and Peugeot 3008 HYbrid4 as well as the Citroën DS4 and, later, the Citroën DS5.

After rebounding in 2010, the Latin American market should continue to deliver robust growth, albeit at a more moderate pace.

In China, demand should remain buoyant despite the restriction on new car registrations announced by the city of Beijing. The market is expected to maintain double-digit growth in 2011.

In Russia, the scrapping incentive scheme and general economic recovery, against a backdrop of rising raw materials prices, should enable the market to continue growing and return to near pre-recession demand levels.

Rising demand in these priority growth regions, coupled with local market share gains, should enable PSA Peugeot Citroën to move closer to its target of achieving 50% of sales outside Europe in 2015.

PSA Peugeot Citroën: Worldwide Sales of Passenger Cars and Light Commercial Vehicles, 2009 and 2010

		2009	2010
Europe*	Peugeot	1,132,400	1,172,100
	Citroën	1,026,100	1,023,100
	Total PSA	2,158,500	2,195,200
Russia	Peugeot	28,300	36,900
	Citroën	12,200	18,600
	Total PSA	40,500	55,500
Latin America	Peugeot	139,900	173,800
	Citroën	92,400	120,500
	Total PSA	232,300	294,300
China	Peugeot	111,600	150,900
	Citroën	160,600	224,700
	Total PSA	272,200	375,600
Rest of world	Peugeot	102,300	136,300
	Citroën	40,000	68,200
	Total PSA	142,300	204,500
Total Assembled Vehicles	Peugeot	1,514,500	1,670,000
	Citroën	1,331,300	1,455,100
	Total PSA	2,845,800	3,125,100
CKD Units	Peugeot	327,000	471,700
	Citroën	15,200	5,300
	Total PSA	342,200	477,000
Total Assembled Vehicles and CKD Units	Peugeot	1,841,500	2,141,800
	Citroën	1,346,400	1,460,400
	Total PSA	3,187,900	3,602,200

*Europe: EU, EFTA and Croatia

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PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FOURTH PROSPECTUS SUPPLEMENT

In the name of the Issuer

We declare, to the best of our knowledge (having taken all care to ensure that such is the case), that the information contained in this Fourth Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import.

The unaudited consolidated condensed financial statements for the first half-year ended 30 June 2010 were subject to a report by the statutory auditors reproduced on pages 62 and 63 of the 2010 Half Year Financial Report which contains an observation.

The consolidated financial statements for the year ended 31 December 2009 were audited by statutory auditors who issued an audit report which is reproduced on page 201 of the 2009 Registration document. This report contains an observation.

The consolidated financial statements for the year ended 31 December 2008 were audited by statutory auditors who issued an audit report which is reproduced on page 187 of the 2008 Registration document. This report contains an observation.

Paris, 17 January 2011

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Duly represented by: Mr. Philippe VARIN
President du Directoire



Autorité des marchés financiers

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted to this Fourth Prospectus Supplement the visa no. 11-015 on 17 January 2011. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.