



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 third supplement (the “**Third Prospectus Supplement**”) is supplemental to, and should be read in conjunction with, the base prospectus dated 16 May 2011 (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 29 July 2011 (the “**First Prospectus Supplement**”) and a second Prospectus Supplement dated 10 November 2011 (the “**Second Prospectus Supplement**”). The Base Prospectus as supplemented by the First Prospectus Supplement and the Second Prospectus Supplement 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 no.11-159 on 16 May 2011 on the Base Prospectus, visa n°11-349 on 29 July 2011 on the First Prospectus Supplement and visa n°11-518 on 10 November 2011 on the Second Prospectus Supplement.

Application has been made for approval of the Third 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 Third 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 sections relating to the “Documents Incorporated by Reference”, “Summary”, “Résumé en Français (Summary in French)”, “General Description of the Programme” and “Recent Developments” have been made.

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

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

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

Copies of this Third 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 Third 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 as supplemented by the First Prospectus Supplement and the Second Prospectus Supplement.

TABLE OF CONTENTS

DOCUMENTS INCORPORATED BY REFERENCE	3-7
AMENDMENTS TO THE RATINGS OF THE ISSUER	8
RECENT DEVELOPMENTS	9-35
PERSON RESPONSIBLE FOR THE THIRD PROSPECTUS SUPPLEMENT	36

DOCUMENTS INCORPORATED BY REFERENCE

The section Documents Incorporated by Reference appearing on pages 40 to 45 of the Base Prospectus is hereby deleted in its entirety and replaced by the following:

This Base Prospectus should be read and construed in conjunction with the sections referred to in the table below included in:

- (1) the English version of the 2011 *Document de Référence* of the Issuer which was filed with the French *Autorité des marchés financiers* under number D.12-0128 on 5 March 2012 including the audited statutory annual and consolidated financial statements of the Issuer for the year ended 31 December 2011 and the free translation of the associated audit reports, except that the statements by Philippe Varin on page 6 referring to the *lettre de fin de travaux* of the statutory auditors shall not be deemed to be incorporated herein (**2011 Registration Document**); and
- (2) the English version of the 2010 *Document de Référence* of the Issuer which was filed with the French *Autorité des marchés financiers* under number D.11-0353 on 22 April 2011 including the audited statutory annual and consolidated financial statements of the Issuer for the year ended 31 December 2010 and the free translation of the associated audit reports, except that the statements by Philippe Varin on page 6 referring to the *lettre de fin de travaux* of the statutory auditors shall not be deemed to be incorporated herein (**2010 Registration Document**);

Such sections shall be deemed to be incorporated in, and form part of this Base Prospectus, save that any statement contained in this Base Prospectus or in a section which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained in any section which is subsequently incorporated by reference herein by way of a supplement prepared in accordance with Article 16 of the Prospectus Directive modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Copies of the documents containing the sections incorporated by reference in this Base Prospectus (and the French version of such documents) may be obtained without charge from the registered office of the Issuer, the Issuer's website (www.psa-peugeot-citroen.com) and the website of the AMF (www.amf-france.org).

The cross-reference tables below set out the relevant page references for the information incorporated herein by reference:

CROSS-REFERENCE LIST

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004	2010 Registration Document	2011 Registration Document
	Page	Page
STATUTORY AUDITORS		
Names and addresses of the Issuer's auditors for the period covered by the historical financial information	8	8
SELECTED FINANCIAL INFORMATION		
Selected historical financial information regarding the Issuer	10-11	10-11
If selected financial information is provided for interim periods, comparative data for the same period in the prior financial year	121	NIL
RISK FACTORS		
Disclosure of risk factors	13-25	13-28

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004	2010 Registration Document	2011 Registration Document
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INFORMATION ABOUT THE ISSUER

History and development of the Issuer	28	30
Legal and commercial name of the Issuer	28	30
Place of registration of the Issuer and its registration number	28	30
Date of incorporation and the length of life of the Issuer	28	30
Domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office	28	30
Events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency	28	30

Investments

Description of the principal investments made since the date of the last published financial statements	114-118	128-136
Information concerning the Issuer's principal future investments	117-118	130-136
Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.2.2	110-112	121-124

BUSINESS OVERVIEW

Principal activities

Description of the Issuer's principal activities stating the main categories of products sold and/or services performed	65-84	79-98
Indication of any significant new products and/or activities	67	81
Principal markets		
Brief description of the principal markets in which the Issuer completes	66-67	80-81
Basis for any statements made by the Issuer regarding its competitive position	66	80

ORGANISATIONAL STRUCTURE

Brief description of the group and of the Issuer's position within it	86-90	100-104
If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence	87	101

TREND INFORMATION

Include a statement that there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.	300	321
In the event that the Issuer is unable to make such a statement, provide details of this material adverse change.		

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004	2010 Registration Document	2011 Registration Document
Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for at least the current financial year.	120	138
ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES		
Names, business addresses and functions in the Issuer of the following persons, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to that Issuer:		
(a) members of the administrative, management or supervisory bodies;	126-133	144
Administrative, Management, and Supervisory bodies conflicts of interests	134	155
Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 10.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, make a statement to that effect.		
BOARD PRACTICES		
Details relating to the Issuer's audit committee, including the names of committee members and a summary of the terms of reference under which the committee operates.	152-153	172
A statement as to whether or not the Issuer complies with its country of incorporation's corporate governance regime(s). In the event that the Issuer does not comply with such a regime a statement to that effect must be included together with an explanation regarding why the Issuer does not comply with such regime.	148-149	168-169
MAJOR SHAREHOLDERS		
To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	192	217
A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.	194	216
FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES		
Consolidated Financial Statements	204-310	226-333
(a) balance sheet;	208-209	230-231
(b) income statement;	204-205	226-227
(c) cash flow statement; and	210-211	232-233
(d) accounting policies and explanatory notes.	214-310	236-333

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004	2010 Registration Document	2011 Registration Document
Statutory Annual Financial Statements	315-339	338-363
(a) balance sheet;	317-318	340-341
(b) income statement;	315	338
(c) cash flow statement; and	316	339
(d) accounting policies and explanatory notes.	320-337	343-361
Auditing of historical annual financial information		
Auditors' report on the consolidated financial statements	202-203	224-225
Auditors' report on the statutory annual financial statements	311-312	334-335
Age of latest financial information		
The last year of audited financial information may not be older than 18 months from the date of the registration document.	200	222
Legal and arbitration proceedings		
Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.	24-25 343	26-27 367
Significant change in the Issuer's financial or trading position		
A description of any significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or an appropriate negative statement.	343	367
ADDITIONAL INFORMATION		
Share Capital		
The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics, the part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.	346	370
Memorandum and Articles of Association		
The register and the entry number therein, if applicable, and a description of the Issuer's objects and purposes and where they can be found in the memorandum and Articles of Association.	353	377
MATERIAL CONTRACTS		
A brief summary of all material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in any group	357	382-384

Annex IV and Annex IX of the European Regulation 809/2004/EC of 29 April 2004

member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligation to security holders in respect of the securities being issued.

2010 Registration Document

2011 Registration Document

Any information incorporated by reference in this Base Prospectus but not listed in the cross-reference table above is given for information purposes only.

AMENDMENTS TO THE RATINGS OF THE ISSUER

The following amendments are made to the Base Prospectus:

SUMMARY

The first paragraph of the definition of “Ratings” appearing on page 14 of the Base Prospectus under the heading “SUMMARY” is deleted in its entirety and hereby replaced by the following paragraph:

“The Issuer’s long term rating is BB+ by Standard & Poor’s Rating Services as at 16 February 2012 and Ba1 by Moody’s Investors Service Limited as at 1 March 2012. The credit ratings included or referred to in this Base Prospectus are issued, for the purposes of the Regulation (EC) No. 1060/2009 on credit ratings agencies, as amended (the **CRA Regulation**), by Standard & Poor’s Rating Services and Moody’s Investors Service Limited, duly established in the European Union and registered pursuant to the CRA Regulation.”

RESUME EN FRANÇAIS (SUMMARY IN FRENCH)

The first paragraph of the definition “Notation” appearing on page 23 of the Base Prospectus under the heading “RÉSUMÉ EN FRANÇAIS (SUMMARY IN FRENCH)” is deleted in its entirety and hereby replaced by the following paragraph:

“La notation long terme de l’Emetteur est BB+ par Standard & Poor’s Rating Services au 16 février 2012 et Ba1 par Moody’s Investors Service Limited au 1 mars 2012. Les notations de crédit spécifiées ou auxquelles il est fait référence dans le Prospectus de Base sont émises, pour les besoins du Règlement (CE) No. 1060/2009 sur les agences de notation de crédit, tel que modifié (le **Règlement ANC**), par Standard & Poor’s Rating Services et Moody’s Investors Service Limited, dûment établies dans l’Union Européenne et enregistrées conformément au Règlement ANC.”

GENERAL DESCRIPTION OF THE PROGRAMME

The first paragraph of the definition of “Ratings” appearing on page 31 of the Base Prospectus under the heading “GENERAL DESCRIPTION OF THE PROGRAMME” is deleted in its entirety and hereby replaced by the following paragraph:

“The Issuer’s long term rating is BB+ by Standard & Poor’s Rating Services as at 16 February 2012 and Ba1 by Moody’s Investors Service Limited as at 1 March 2012. The credit ratings included or referred to in this Base Prospectus are issued, for the purposes of the Regulation (EC) No. 1060/2009 on credit ratings agencies, as amended (the **CRA Regulation**), by Standard & Poor’s Rating Services and Moody’s Investors Service Limited, duly established in the European Union and registered pursuant to the CRA Regulation.”

RECENT DEVELOPMENTS

The section Recent Developments is supplemented by the following press releases respectively published on the Issuer website on 6 March 2012, 13 March 2012, 22 March 2012 and 27 March 2012.



Paris, 6 March 2012

Not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Australia or Japan.

<p>PSA Peugeot Citroën announces launch of c.€1.0 billion capital increase with preferential subscription rights</p>

Subscription ratio: 16 new shares for 31 existing shares

Subscription price: €8.27 per new share

Subscription period: from 8 March 2012 to 21 March 2012 inclusive

31% of the rights issue already subscribed through firm commitments received from the Peugeot Family Group and General Motors

General Motors to own 7.0% stake in the share capital of PSA Peugeot Citroën following the capital increase through acquisition and exercise of subscription rights

sold by the Peugeot Family Group

and acquisition of treasury shares sold by PSA Peugeot Citroën

Rights issue underwritten by a syndicate of banks led by

BNP Paribas, Morgan Stanley and Société Générale Corporate & Investment Banking, as Joint Global Coordinators and Joint Bookrunners, and HSBC as Joint Bookrunner

In the context of its global strategic Alliance with General Motors announced on 29 February 2012, PSA Peugeot Citroën today announces the launch of a capital increase with preferential subscription rights to existing shareholders for a gross amount of approximately €1.0 billion.

Philippe Varin, chairman of the managing board of PSA Peugeot Citroën, declared: "With this capital increase, and thanks to the support of our shareholders, PSA Peugeot Citroën will soon be able to realize all of the potential arising from the Alliance we have just agreed with General Motors".

The proceeds from the capital increase will be used principally to fund strategic investments related to projects that are core to the global strategic Alliance with General Motors.

Peugeot Family Group and General Motors commitments

Firm commitments have already been received for 31% of the rights issue from the Peugeot Family Group and General Motors.

Fully confident in the success of the global strategic Alliance with General Motors and supportive of this rights issue, the Peugeot Family Group has committed to exercise 32,875,655 preferential subscription rights, representing 45.4% of its entitlement, for a total amount of €140 million and to sell its remaining entitlement to General Motors at the theoretical value of the rights. The Peugeot Family Group will remain the main shareholder of PSA Peugeot Citroën with 25.2% of the capital and 37.9% of the voting rights after the rights issue.

General Motors will acquire a 7.0% stake in PSA Peugeot Citroën, for a total amount of €304 million, as part of the Alliance agreement through the acquisition and exercise of preferential subscription rights from the Peugeot Family Group and the acquisition of treasury shares from PSA Peugeot Citroën (4.4 million shares) at the theoretical value of the share ex-right, making it the second largest shareholder behind the Peugeot Family Group and signaling its long term commitment to the strategic Alliance with PSA Peugeot Citroën.

Terms of the capital increase

Each shareholder of PSA Peugeot Citroën will receive 1 preferential subscription right per each share held at the close of trading on 7 March 2012. The subscription price for the new shares has been set at €8.27 per new share (nominal value of €1.0 and issue premium of €7.27) on the basis of 16 new shares for 31 existing shares, resulting in the issuance of a maximum of 120,799,648 new shares. The subscription price represents a 32.4% discount to the theoretical ex-right price (TERP) of €12.23 (42.1% discount to the volume weighted average of the PSA Peugeot Citroën share price on 5 March).

The beneficiaries of stock options exercising their options before 15 March 2012 will receive shares with preferential subscription rights pursuant to the exercise of those options. In view of their terms, the OCEANE do not give right to the delivery of shares enabling holders to participate in the rights issue. The rights of the OCEANE holders will be adjusted in accordance with the terms of their issuance.

Subscriptions subject to reduction (*à titre réductible*) will be accepted but remain subject to reduction in the event of oversubscription. Any new shares not subscribed for by subscriptions by irrevocable entitlement (*à titre irréductible*) will be distributed and allocated to the holders having submitted additional subscription orders subject to reduction (*à titre réductible*).

The offer will be open to the public only in France.

The Peugeot Family Group and General Motors have committed to respectively subscribe to 14.05% and 16.92% of the rights issue, the remaining part being underwritten by a syndicate of banks led by BNP Paribas, Morgan Stanley and Société Générale Corporate & Investment Banking as Joint Global Coordinators and Joint Bookrunners, and HSBC, as Joint Bookrunner.

Indicative timetable

The subscription period for the new shares will run from 8 March to the close of trading on 21 March 2012. During this period, the preferential subscription rights will be listed and traded on the regulated market of NYSE Euronext in Paris (ISIN code FR11215409). Preferential subscription rights that are not exercised before the end of the subscription period, namely before the end of the trading day on 21 March 2012, will lapse automatically.

Settlement and delivery of the new shares is scheduled to take place on 29 March 2012. The new shares are expected to be listed on NYSE Euronext in Paris (compartment A) on the same date. They will be immediately fully fungible with the PSA Peugeot Citroën existing shares and will be admitted to trading under the same ISIN code as the existing shares FR 0000121501.

Use of proceeds

The proceeds from the capital increase will be used principally to fund strategic investments related to projects that are core to the global strategic Alliance with General Motors.

These investments will be used to finance the projects related to the sharing of vehicle platforms, components and modules, which will generate design and purchasing costs synergies

The proceeds from the capital increase will also allow to extend the Alliance to other areas of cooperation beyond the two initial pillars.

Full-year 2011 dividend policy

In light of the 2011 results and in order to give priority to allocating financial resources to the Group's development, no dividend will be recommended at the Annual Shareholders Meeting on 25 April 2012.

PSA Peugeot Citroën

With its two world-renowned brands, Peugeot and Citroën, the Group sold 3.5 million vehicles worldwide in 2011, out of which 42% outside Europe. As Europe's second largest carmaker, it recorded sales and revenue of more than €59.9 billion in 2011. PSA Peugeot Citroën has sales offices in 160 countries. In 2011, the Group dedicated more than €2 billion to research and development, especially in new energy vehicles. Its activities also include financing activities (Banque PSA Finance), logistics (GEFCO) and automotive equipment (Faurecia). For more information go to <http://www.psa-peugeot-citroen.com>.

Forward-Looking Statements

This press release includes forward-looking statements and information about the objectives of the Group, in particular, relating to the implementation of the strategic Alliance with General Motors and corresponding expected synergies. These statements are sometimes identified by the use of the future tense or conditional mode, as well as terms such as "estimate", "believe", "have the objective of", "intend to", "expect", "result in", "should" and other similar expressions. It should be noted that the realisation of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by the Company. These factors may include changes in the economic and geopolitical situation and more generally those detailed in Chapter 4 of the reference document filed with the *Autorité des marchés financiers* (the "AMF") on 5 March under no. D. 12-0128.

Information available to the public

A Prospectus approved by the AMF on March 5, 2012, under number D. 12-101, comprised of a *Document de Référence* registered by the AMF under number 12-0128 and a *Note d'Opération* (including a summary of the Prospectus) in connection with the Offering, is available, without charge and upon request to the Company at 75 avenue de la Grande Armée – 75116 Paris, as well as on the websites of the Company (www.psa-peugeotcitroen.com) and of the AMF (www.amf-france.org)

The Company draws the public's attention to Chapter 4 "Risk Factors" of the *Document de Référence* and to Chapter 2 of the *Note d'Opération*.

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This press release may not be distributed directly or indirectly in the United States, Canada, Australia or Japan.

This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase the PSA Peugeot Citroën shares or preferential subscription rights.

No communication and no information in respect of this transaction may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The issue, the subscription for or the purchase of PSA Peugeot Citroën's shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. PSA Peugeot Citroën assumes no responsibility for any violation of any such restrictions by any person.

European Economic Area

*This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended, in particular by Directive 2010/73/EU to the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the “**Prospectus Directive**”).*

*The offer is opened to the public in France. With respect to the member States of the European Economic Area which have implemented the Prospectus Directive (each, a “**relevant member State**”), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any relevant member State. As a result, the new shares of PSA Peugeot Citroën may only be offered in relevant member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) to any legal entity which has two or more of the following criteria: (1) an average number of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in its last company or consolidated accounts; or (iii) in any other circumstances, not requiring PSA Peugeot Citroën to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, “**Securities offered to the public**” in a given Member State, means, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.*

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United Kingdom

*The distribution of this press release is not made, and has not been approved, by an “authorised person” within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons mentioned in paragraphs (i), (ii), (iii) et (iv) collectively being referred to as “**Relevant Persons**”). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or acquire the securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority within the meaning of Section 85 of the Financial Services and Markets Act 2000.*

United States

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered, subscribed or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The shares of PSA Peugeot Citroën and rights in respect thereof have not been and will not be registered under the U.S. Securities Act and PSA Peugeot Citroën does not intend to make a public offer of its securities in the United States.

Canada, Australia and Japan

The new shares and the preferential subscription rights may not be offered, sold or purchased in Australia or Japan and, subject to some exceptions, in Canada.

The distribution of this document in certain countries may constitute a breach of applicable law.

Stabilization

Société Générale (or persons acting on its behalf) as stabilizing manager in the name and on behalf of the syndicate of banks may, without obligation, intervene in any market through the purchase or sale of shares and preferential subscription rights. Such transactions may commence on or after the date on which the transaction is launched and during the entire subscription period.

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SUMMARY OF THE PROSPECTUS

AMF registration (*visa*) no. 12-101 dated 5 March 2012

Notice to readers

This summary should be read as an introduction to the Prospectus. Any decision to invest in the financial securities issued in connection with this public offering or for which an application is made for admission to trading on a regulated market should be based on a thorough review of the Prospectus. If an action is brought before a court in respect of information contained in this Prospectus, the plaintiff investor may be required to bear the costs of translating the Prospectus prior to the commencement of judicial proceedings, pursuant to the national legislation of the Member States of the European Union or of the parties to the agreement regarding the European Economic Area. The persons who have prepared this summary, including its translation, if any, and who have requested its notification within the meaning of Article 212-41 of the General Regulation (*“Règlement Général”*) of the AMF, may be liable only if the contents of the summary are misleading, inaccurate or contradict other parts of the Prospectus.

In this Prospectus, the terms **“Peugeot S.A.”** and the **“Company”** refer to the company Peugeot S.A. The terms **“PSA Peugeot Citroën”** and the **“Group”** refer to the Company together with its consolidated subsidiaries. The term **“General Motors”** refers to General Motors Holdings L.L.C., a wholly-owned subsidiary of General Motors Company.

A. INFORMATION ABOUT THE ISSUER

Legal name, business sector and nationality

Peugeot S.A.

A French *société anonyme* (public limited company) with a Management Board and a Supervisory Board.

ICB sector classification: sector 3000 “Consumer Goods”, 3300 “Automobiles and parts”, 3350 “Automobiles and parts”, and 3353 “Automobiles”.

Business overview

PSA Peugeot Citroën is a European manufacturer with international scope, which brings together two innovative brands with differentiated identities: Peugeot and Citroën. The Group has a commercial presence in 160 countries, and more than one third of its sales come from outside Western Europe. The Group is currently focusing on expanding its production facilities close to priority markets, with manufacturing plants in Europe, Latin America, China and Russia.

Apart from its car manufacturing business, the Group includes, in particular, the following companies:

- Faurecia, a subsidiary in which the Group owns a 57.43% stake, is a car part manufacturer operating worldwide;
- Gefco, a wholly-owned subsidiary of the Group, which is a major logistics company;
- Banque PSA Finance, a wholly-owned subsidiary of the Group, which provides financing worldwide to end customers as well as to Peugeot and Citroën’s distribution networks; and
- Peugeot Motocycles (PMTC), a wholly-owned subsidiary of the Group, which sells a range of motor scooters, small motorcycles and mopeds.

The business of PSA Peugeot Citroën is described in detail in chapter 6 of the Registration Document.

Selected audited financial information (IFRS)

Consolidated income statements

(in millions of Euros)	2011				2010			
	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL
Sales and Revenue*	58,329	1,902	(319)	59,912	54,502	1,852	(293)	56,061
Recurring operating income	783	532	-	1,315	1,289	507	-	1,796
Non-recurring operating income (expense)	(417)	-	-	(417)	(87)	27	-	(60)
Operating income	366	532	-	898	1,202	534	-	1,736
Consolidated profit	430	354	0	784	862	394	-	1,256
Attributable to equity holders of the parent	238	345	5	588	744	388	2	1,134
Attributable to minority interest	192	9	(5)	196	118	6	(2)	122
(in Euros)								
Basic earnings per €1 nominal value share				2.64				5.00

* including, in 2011, Plastal Germany, Plastal Spain, Madison and Mercurio.

Consolidated balance sheets

(in millions of Euros)	31 December 2011				31 December 2010			
	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL
Total non-current assets	25,286	367	(25)	25,628	22,646	362*	(25)	22,983
Total current assets	16,550	27,431	(618)	43,363	19,710	26,387*	(589)	45,508
TOTAL ASSETS	41,836	27,798	(643)	68,991	42,356	26,749	(614)	68,491

* as compared to €460 million and €26,289 million, respectively, published in 2010, following the reclassification as “current assets” of securities in the Brazilian government’s credit receivables investment fund (FIDC) previously classified as “other non-current assets”.

(in millions of Euros)	31 December 2011				31 December 2010			
	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL
Total equity				14,494				14,303
Total non-current liabilities	12,184	369	-	12,553	12,225	412	-	12,637
Total current liabilities	18,849	23,738	(643)	41,944	19,342	22,823	(614)	41,551
TOTAL EQUITY AND LIABILITIES				68,991				68,491

Consolidated statements of cash flows

(in millions of Euros)	2011				2010			
	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL	Manufacturing and sales companies	Finance companies	Eliminations	TOTAL
Consolidated profit (loss)	430	354	-	784	862	394	-	1,256
Funds from operations	2,596	339	-	2,935	3,257	350	-	3,607
Net cash from (used in) operating activities	1,912	17	(177)	1,752	3,774	154	117	4,045
Net cash from (used in) investing activities	(3,713)	(19)	-	(3,732)	(2,804)	(1)	3	(2,802)
Net cash from (used in) financing activities	(2,691)	(158)	78	(2,771)	375	(137)	(132)	106
Effect of changes in exchange rates	3	(2)	2	3	91	11	-	102
Net increase (decrease) in cash and cash equivalent	(4,489)	(162)	(97)	(4,748)	1,436	27	(12)	1,451
Net cash and cash equivalent at beginning of year	9,253	1,316	(127)	10,442	7,817	1,289	(115)	8,991
Net cash and cash equivalent at end of year	4,764	1,154	(224)	5,694	9,253	1,316	(127)	10,442

Summary table of consolidated shareholders’ equity and debt

In accordance with the recommendations of ESMA (European Securities and Markets Authority) (ESMA/2011/81/section 127), the following table shows consolidated shareholders’ equity and net debt as of 31 December 2011. The table was prepared on the basis of data contained in the Company’s audited consolidated financial statements as of 31 December 2011 prepared in accordance with IFRS.

The indebtedness data set out below relates to the Group’s manufacturing and sales activities. It does not take into account the financing activities of Banque PSA Finance, which does not reflect the Group’s indebtedness.

In millions of Euros (IFRS)	31 December 2011 (<i>unaudited</i>)
Shareholders' equity and debt	
Total current debt	2,210
Subject to bonds or pledges	-
Guaranteed	48
Not guaranteed and not subject to bonds or pledges	2,162
Total non-current debt	7,639
Subject to bonds or pledges	-
Guaranteed	748
Not guaranteed and not subject to bonds or pledges	6,891
Total shareholders' equity¹	14,494
Share capital	234
Treasury shares	(502)
Retained earnings	28
Retained earnings and other accumulated equity, excluding minority interests	14,076
Minority interests	658
Net debt	
A – Cash and cash equivalents	5,190
B – Other non-current financial assets	1,035
C – Current financial assets	265
D – Liquidities (A+B+C)	6,490
E – Short-term debt (current financial liabilities)	2,210
F – Medium and long-term debt (non-current financial liabilities)	7,639
G – Net debt (E+F-D)	3,359

As of 31 December 2011, non-terminable leasing commitments and off-balance sheet pension commitments amounted to €1,107 million, and €169 million, respectively (see note 37 of the notes to the audited consolidated financial statements as of 31 December 2011).

Since the beginning of 2012, the following significant changes have occurred in gross medium to long-term debt:

- in Brazil, Peugeot Citroën do Brasil Automoveis Ltda's gross medium to long term debt increased by BRL70 million between 31 December 2011 and 29 February 2012, which amounts to a €59 million debt increase, based on the variation of the BRL/EUR exchange rate over this period;
- Faurecia's gross medium to long term debt increased by €250 million over the same period, consisting of (i) €150.5 million market value, as of the end of February 2012, of the €140 million nominal principal amount of additional notes, issued on 14 February 2012, of Faurecia's 9.375% notes due December 2016 initially issued in November 2011 and (ii) €100 million of additional drawdown, effected as of the end of February, on its syndicated €1,150 million line of credit negotiated at the end of 2011.

Summary of the principal risk factors relating to the Company and its business

Before making any decision to invest, investors should consider the risks relating to the Company described in chapter 4 of the Registration Document and section 2 of this securities note, and in particular the following risk factors:

- Risks related to the Group's markets and business, and in particular risks associated with the economic and geopolitical environment, risks associated with the development, launch and sale of new vehicles, customer and dealer risks, raw material risks, supplier risks, risks associated with cooperation and risks associated with information systems;
- Industrial and environmental risks: an incident affecting one of the Group's manufacturing sites may compromise the production and sale of many hundred thousand vehicles and generate losses of many hundred million Euros;
- Financial markets risks: the Group is exposed to exchange and interest rate risks and to other market risks, and particularly to risks associated with stock market variations. The Group is also exposed to counterparty, liquidity and credit rating risks;
- Risks relating to the business of Banque PSA Finance, in particular risks associated with the financing of Banque PSA Finance, credit risks and liquidity risks;

¹ Consolidated shareholders' equity.

- Legal and contractual risks; and
- There are risks related to the strategic alliance between the Company and General Motors.

Recent developments in the financial position and outlook

Recent developments in the financial position

In early 2012, European markets have been affected by the same trends as in the second half of 2011, notably with weak Southern European markets and strong price competition. These trends have had a negative impact on the Group's revenues and cash position, which are also affected by seasonal changes in working capital requirements. These trends were largely expected, and the Group maintains its objective of significantly reducing its net indebtedness between now and 31 December 2012.

2012 outlook in the markets in which the Group operates

The Group is anticipating a downturn, in 2012, of approximately 5% in the Europe 30 automobile markets and of about 10% in the French market. Outside Europe, the Group expects growth of approximately 7% in China, 6% in Latin America and 5% in Russia.

The Group's objectives

The Group confirms its globalisation strategy and its strategy of moving upmarket.

For these purposes, the Group has decided to introduce a sustained cash management programme in 2012 in order to improve liquidity and significantly reduce the Group's indebtedness, while continuing to implement its manufacturing and sales strategy. This programme relies on:

- increasing the €800 million cost reduction programme (announced in November 2011) to €1 billion;
- setting up a new sales organisation;
- taking vigorous action to reduce stock volumes to 2010 level;
- prioritising within the investments programmes in order to reduce the automobile division's investment and R&D expenses in 2012; and
- assets sales amounting to approximately €1.5 billion.

B. INFORMATION RELATING TO THE TRANSACTION

Purpose of the offering and use of proceeds	<p>The proceeds from the capital increase will be used principally to fund strategic investments related to projects of the global strategic alliance with General Motors.</p> <p>These investments will be used to finance projects in connection with the sharing of certain vehicle platforms, components and modules, which will create synergies with respect to development costs and purchasing.</p> <p>The proceeds from the capital increase will also permit the extension of the alliance to other areas of cooperation beyond the two initial pillars.</p>
Number of new shares to be issued	120,799,648 shares.
Subscription price for the new shares	€8.27 per share.
Gross issue proceeds	€999,013,088.96.
Estimated net issue proceeds	Approximately €967 million.
Entitlement to dividends	The new shares will carry full rights from 1 January 2011.
Preferential subscription rights	<p>The following persons will be granted preferential rights to subscribe for the new shares:</p> <ul style="list-style-type: none">• holders of existing shares recorded in their securities account at the close of trading on 7 March 2012; and• holders of shares resulting from the exercise of stock options prior to 15 March 2012; <p>who will be allocated, together with any transferees, preferential subscription rights.</p> <p> Holders of preferential subscription rights will be entitled to subscribe:</p> <ul style="list-style-type: none">• by irrevocable entitlement (à titre irréductible), for 16 new shares for every 31 existing shares owned (31 preferential subscription rights will entitle the holder of such rights to subscribe for 16 new shares at a price of €8.27 per share); and• subject to reduction (à titre réductible) for any additional new shares over and above the number of shares to which they are entitled as part of the exercise of their preferential subscription rights with irrevocable entitlement. <p>Due to their terms and conditions, the Company's bonds which are convertible or exchangeable into new or existing shares issued by the Company and due in 2016 (the "OCEANES") will not receive shares allowing holders to participate in this offering. The rights of the holders of OCEANES will be adjusted in accordance with the terms and conditions of the OCEANES. Holders of OCEANES who exercise their share allocation rights before 29 February 2012 will receive shares with preferential subscription rights attached.</p>
Theoretical value of the preferential subscription rights	<p>€2.05 (based on the volume weighted average of Peugeot S.A.'s share price on 5 March 2012, <i>i.e.</i> €14.2801 (the "Theoretical Value of the Preferential Subscription Right"). The issue price for the new shares reflects a 42.09% discount at face value (on the basis described herein). The theoretical ex-rights value of each share is €12.234. The offering price for the new shares reflects a 32.40% discount as compared to the theoretical ex-rights price.</p> <p>By way of illustration, based on the closing price of Peugeot S.A.'s shares on 5 March 2012, <i>i.e.</i> €14.205, the indicative theoretical value</p>

of the preferential subscription right would be €2.02.

Preferential subscription rights attached to treasury shares

Preferential subscription rights detached from the 17,187,450 treasury shares held by the Company, *i.e.* 7.34% of the share capital as of the date of this Prospectus, and not allocated to the beneficiaries of stock options exercising their options prior to 15 March 2012, will be sold on the market prior to the end of the subscription period in accordance with the conditions set forth by Article L. 225-210 of the French Commercial Code. Such 4,398,821 preferential subscription rights detached from the treasury shares will be sold to General Motors.

Listing of the new shares

The new shares will be listed on the regulated market of NYSE Euronext Paris upon their issuance, which is scheduled for 29 March 2012, and will trade under the same ISIN code as the Company's existing shares (ISIN code: FR 0000121501).

Subscription undertakings of the main shareholders

Pursuant to a letter of undertaking dated 29 February 2012, Établissements Peugeot Frères (“**EPF**”) and FFP, which respectively hold 8.17% and 22.80% of the share capital and 12.38% and 33.24% of the voting rights of the Company, have irrevocably undertaken:

- with respect to EPF: to exercise 6,193,893 preferential subscription rights attached to its shares (*i.e.* 32.40% of its preferential subscription rights), in order to subscribe by irrevocable entitlement for 3,196,848 new shares (which reflects a subscription amount of €26,437,932.96, including premium) (so that this will be a neutral transaction for EPF);
- with respect to FFP: to exercise 26,681,762 preferential subscription rights attached to its shares (*i.e.* 50% of its preferential subscription rights), in order to subscribe by irrevocable entitlement for 13,771,232 new shares (which reflects a subscription amount of €113,888,088.64, including premium).

EPF and FFP reserve the right to acquire and exercise additional preferential subscription rights and/or exercise subscriptions not subject to reduction.

EPF and FFP will sell to General Motors all of the unexercised preferential subscription rights attributed to them, at a price of €2.05 per preferential subscription right, *i.e.* the Theoretical Value of the Preferential Subscription Right.

Undertaking by General Motors

Pursuant to the two agreements referred to below, and subject to the share capital increase referred to in this Prospectus being completed no later than 20 April 2012, General Motors has undertaken to acquire preferential subscription rights and treasury shares which will result, following the completion of the transaction, in General Motors owning a 7% stake in the Company's share capital:

- General Motors has undertaken to acquire and exercise, subject to EPF and FFP exercising their preferential subscription rights pursuant to their undertakings (see “Subscription undertakings of the main shareholders” above), all of the preferential subscription rights which it will receive from EPF and FFP. The preferential subscription rights to be acquired by General Motors will be sold by EPF and FFP at a price of €2.05 per preferential subscription right, *i.e.* the Theoretical Value of the Preferential Subscription Right, pursuant to a purchase agreement among EPF, FFP and General Motors dated 29 February 2012. The total price for the acquisition of such preferential subscription rights will amount to €81 million. General Motors' subscription undertaking represents a subscription by irrevocable entitlement of €20,440,608 new shares, *i.e.* 5.76% of the Company's capital after completion of the transaction and a subscription in an amount, including premium, of €169,043,828.16;

- Pursuant to a purchase agreement between the Company and General Motors dated 29 February 2012, General Motors has undertaken to acquire 4,398,821 treasury shares held by the Company (representing 25.59% of the Company's treasury shares and 1.24% of the Company's share capital following the transaction), at a price of €12.234 per share, which reflects the theoretical ex-rights value of the shares; the total price for the acquisition of such treasury shares from the Company will amount to €53.8 million. This purchase will be completed on the date of the settlement of the capital increase (scheduled for 29 March 2012).

General Motors is bound, during a period starting on 29 February 2012 and ending on 29 May 2012, by a lock-up commitment, subject to certain exceptions, as described in section 5.4.3 of this securities note.

General Motors and the Peugeot family group are not acting jointly with regard to the Company. Except for General Motors' lock-up and standstill commitments (described in chapter 22 of the Registration Document), the master agreement governing the alliance does not contain any provisions regarding the governance of the Company, and does not specifically provide any veto or similar right.

General Motors has entered into lock-up and standstill commitments which are described in chapter 22 of the Registration Document.

Underwriting

Pursuant to an underwriting agreement relating to the new shares entered into on 5 March 2012 among the Company and BNP Paribas, Morgan Stanley and Société Générale, acting in their capacity as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners, HSBC, acting in its capacity as Co-Lead Manager and Joint Bookrunner, Citigroup Global Markets Limited, Crédit Agricole Corporate & Investment Bank and Natixis, acting in their capacity as Co-Lead Managers, and Banca IMI, Banco Santander, BBVA, Commerzbank, Crédit Mutuel - CIC and Unicredit acting in their capacity as Co-Managers (together the "**Underwriters**"), the Underwriters severally but not jointly undertake to arrange for the subscription of, or, in the event that any new shares remain unsubscribed for at the end of the subscription period, to subscribe for, all the newly issued shares, except for shares subject to EPF and FFP and General Motors' subscription undertakings. The underwriting agreement does not constitute a performance guarantee (*garantie de bonne fin*) within the meaning of Article L. 225-145 of the French Commercial Code.

This underwriting agreement may be terminated in certain circumstances as described in section 5.4.3 of this securities note. The capital increase may not be completed and subscriptions may be retroactively cancelled if the underwriting agreement is terminated.

Lock-up commitment of the Company and standstill commitments of the main shareholders

Company: 180 days (subject to certain exceptions).

EPF and FFP: 90 days (subject to certain exceptions).

Summary of the principal market risk factors associated with the transaction that may have a significant impact on the new shares offered

- The market for preferential subscription rights may only offer limited liquidity and be subject to high volatility.
- Shareholders not exercising their preferential subscription rights will see their ownership stake in the Company's share capital diluted.
- The market price for the Company's shares may fluctuate and fall below the subscription price for shares issued upon exercise of preferential subscription rights.

- The volatility and liquidity of the Company's shares may fluctuate significantly.
- Sales of the Company's shares or preferential subscription rights may occur on the market, during the subscription period in the case of preferential subscription rights, or during or after the subscription period in the case of shares, which may have a negative impact on the market price of the Company's shares or the value of the preferential subscription rights.
- In the event of a decrease in the market price of the Company's shares, the value of preferential subscription rights may decline.
- The underwriting agreement may be terminated. For investors who have acquired preferential subscription rights, this may result in a loss equal to the price paid to acquire such rights.

C. DILUTION AND DISTRIBUTION OF THE SHARE CAPITAL

As of 31 December 2011, the Company's share capital was €234,049,344, divided into 234,049,344 shares with a nominal value of €1 each.

Capital and voting rights structure as of 31 December 2011 and 31 December 2010

<i>Principal identified shareholders (1)</i>	31-Dec-11				31-Dec-10			
	Shares outstanding	% interest	% of exercisable voting rights	% of theoretical voting rights	Shares outstanding	% interest	% of exercisable voting rights	% of theoretical voting rights
Etablissements Peugeot Frères	19,115,760	8.17	13.11	12.38	19,115,760	8.17	12.47	12.19
FFP	53,363,574	22.80	35.20	33.24	51,792,738	22.13	33.79	33.02
Maillot I	100	0.00	0.00	0.00	100	0.00	0.00	0.00
Société Anonyme de Participations (SAPAR) ⁽²⁾	148,672	0.06	0.05	0.05	-	-	-	-
Peugeot family group	72,628,106	31.03	48.36	45.67	70,908,598	30.30	46.26	45.21
Other individuals	16,635,083	7.11	5.92	5.59	18,413,671 ⁽³⁾	7.87	6.15	6.00
Employees	7,638,100	3.26	4.54	4.29	6,538,348	2.79	3.88	3.80
Other French institutions	43,346,051	18.52	14.86	14.03	43,710,387	18.67	15.08	14.73
Other foreign institutions	76,614,552	32.73	26.32	24.86	87,290,771	37.30	28.63	27.97
Treasury shares	17,187,450	7.34	-	5.56	7,187,450	3.07	-	2.29
TOTAL	234,049,344	100	100	100	234,049,225	100	100	10

(1) Source Euroclear TPI 31 December 2011 and Thomson Reuters

(2) Société Anonyme de Participations (SAPAR), a legal entity associated with Thierry Peugeot, Chairman of the Supervisory Board and Marie Hélène Roncoroni, Member of the Supervisory Board.

As declared by SAPAR on 06/12/2011 pursuant to Article L.621-18-2 of the French Monetary and Financial Code

(3) Shares held in individual securities accounts and others (by deduction)

Capital and voting rights of the Company following the completion of the capital increase and the sale of treasury shares to General Motors²

	Shares outstanding	% interest	Exercisable voting rights	% of theoretical voting rights
EPF	22,312,608	6.29%	9.94%	9.64%
FFP	67,134,806	18.92%	27.93%	27.10%
General Motors	24,839,429	7.00%	5.96%	5.8%
Treasury shares	12,788,623	3.60%	-	3%
Other	227,773,520	64.19%	56.17%	54.5%
TOTAL	354,848,992	100%	100%	100%

Dilution

Impact of the offering on shareholders' equity

By way of illustration, the impact of the offering on the Group's consolidated shareholders' equity on a per share basis (calculated on the basis of the Group's consolidated shareholders' equity as of 31 December 2011 – as reported in the consolidated financial statements of 31 December 2011 – and on the basis of the number of shares outstanding on such date net of treasury shares) would be as follows:

	Share of shareholders' equity per share (in Euros)	
	Non-diluted basis	Diluted basis⁽¹⁾
Prior to the issuance of new shares pursuant to the capital increase	66.84	62.25
After the issuance of 120,799,648 new shares pursuant to the capital increase	45.31	43.66

⁽¹⁾ In the event of the definitive purchase by beneficiaries of all 807,900 performance shares, the exercise of all 4,698,000 stock options and the conversion of the 22,907,055 unconverted OCEANEs, and taking into account the adjustment of the rights of all holders of stock options and OCEANEs, as the case may be.

Impact of the offering on shareholders

By way of illustration, the impact of the offering on the percentage interest of a holder of 1% of the Company's share capital prior to the issue but who does not subscribe to the offering (calculated on the basis of the number of shares outstanding as of 31 December 2011) would be as follows:

	Shareholder interest (%)	
	Non-diluted basis	Diluted basis⁽¹⁾
Before the issuance of new shares pursuant to the capital increase	1%	0.909%
After the issuance of 120,799,648 new shares pursuant to the capital increase	0.66%	0.61%

⁽¹⁾ In the event of conversion of the 22,907,055 unconverted OCEANEs and taking into account the adjustment of the rights of all holders of OCEANEs.

² Subject to any potential subscriptions subject to reduction by EPF and FFP.

D. TERMS OF OFFER

Indicative timetable of the capital increase

5 March 2012	AMF registration (<i>visa</i>) on the Prospectus. Execution of the underwriting agreement.
6 March 2012	Publication of a press release by the Company describing the main characteristics of the capital increase and the availability of the Prospectus. Publication by Euronext Paris of the notice relating to the issue.
7 March 2012	Publication of a notice in the <i>Bulletin des Annonces Légales Obligatoires</i> with respect to the suspension of the right to exercise stock options and containing information for holders of OCEANEs.
8 March 2012	Opening of the subscription period. Detachment and commencement of trading of the preferential subscription rights on the regulated market of NYSE Euronext Paris.
15 March 2012	Commencement of the suspension period for the exercise of stock options.
21 March 2012	End of the subscription period. End of trading of the preferential subscription rights.
27 March 2012	Publication of a press release by the Company announcing the subscription results.
28 March 2012 (before market open)	Publication by Euronext Paris of the admission notice for the new shares, indicating the final amount of the capital increase and the allotment ratio for subscriptions subject to reduction.
29 March 2012	Issue of the new shares. Settlement and delivery. Admission of the new shares to trading on the regulated market of NYSE Euronext in Paris.
2 April 2012	End of the suspension period for the exercise of stock options.

Jurisdictions in which the offer will be made

The offer will be made to the public in France.

Procedure for exercising preferential subscription rights

To exercise their preferential subscription rights, holders must submit a request to their authorised financial intermediary (*intermédiaire financier autorisé*) at any time between 8 March 2012 and up to and including 21 March 2012, and pay the applicable subscription price. Any preferential subscription rights not exercised by the end of the subscription period, *i.e.*, at the close of trading on 21 March 2012, will automatically become null and void.

Financial intermediaries

Shareholders holding shares in registered form administered by an intermediary (*titres inscrits au nominatif administré*) or bearer shares (*titres au porteur*): subscriptions should be submitted to the financial intermediaries holding their accounts up to and including 21 March 2012.

Shareholders holding shares in registered form administered by the Company (*titres au nominatif pur*): subscriptions should be submitted to Société Générale Securities Services, 32, rue du Champ-de-tir, BP 81236, 44312 Nantes Cedex 03, France, up to and including 21 March 2012.

Centralising institution charged with preparing the certificate of deposit of funds confirming the completion of the share capital increase: Société Générale Securities Services, 32, rue du Champ-de-tir, BP 81236, 44312 Nantes Cedex 03, France.

Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners

BNP Paribas

16, boulevard des Italiens
75009 Paris France

Morgan Stanley
61, rue Monceau
75008 Paris France

Société Générale
Corporate and Investment Banking
Tours Société Générale
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Obtaining the Prospectus

Copies of the Prospectus may be obtained free of charge at the registered office of Peugeot S.A. at 75, avenue de la Grande Armée, 75116 Paris, France, on the Company's website (www.psa-peugeot-citroen.com) as well as on the AMF's website (www.amf-france.org), and from the Underwriters.



Paris – 13 March 2012

Supervisory Board Meeting of 13 March 2012

At its meeting on 13 March 2012, the Supervisory Board of PSA Peugeot Citroën approved the proposed resolutions submitted by the Managing Board, which will be presented to the Annual Shareholders Meeting on 25 April, 2012.

In the light of the Group's 2011 results, the Supervisory Board approved the Managing Board's recommendation to waive the dividend with respect to 2011.

Shareholders will also be requested to change the bylaws to reduce the Supervisory Board members' terms of office from six to four years.

Lastly, shareholders will be invited to elect Mrs Dominique Reiniche and Mr Thierry Pilenko to the Supervisory Board and to re-elect Mr Ernest-Antoine Seillière, Mr Jean-Louis Silvant and Mr Joseph F. Toot Jr.

Paris, March 13th, 2012

The Supervisory Board appoints two new members to the Managing Board

At their meeting of the 13th March 2012, the Supervisory Board of PSA Peugeot Citroën chaired by Thierry Peugeot appointed to the Managing Board Jean-Baptiste de Chatillon, Group Financial Director and Jean-Christophe Quémard, Director of Programmes.

The Président of the Supervisory Board of PSA Peugeot Citroën, Thierry Peugeot declared: “Jean-Baptiste de Chatillon and Jean-Christophe Quémard today joined the Managing Board of the Group. These two highly respected directors who have an excellent knowledge of the Group will help intensify the actions of the Managing Board in the deployment of its strategy, with the support of the Supervisory Board.”

*

Jean-Christophe Quémard, 52, graduated from Ecole des Mines de Saint-Etienne and Ecole du Pétrole et des Moteurs. He joined PSA Peugeot Citroën in 1986 and occupied various positions notably as a Director in the platforms and automotive techniques Department. In 2008 he was appointed Purchasing Director, and a year later he became a member of the Executive Committee. In September 2010 he was appointed Executive Vice-President, Programmes.

Jean-Baptiste de Chatillon joined the Group in 1989. In 1996 he joined the Corporate Finance Department. In 2001 he joined Citroën where he was initially responsible for European Imports, before being named as Managing Director of Citroën Belgium and Luxembourg. In 2006, he was appointed as Director of Warranties, then in 2007 he became Group Financial Controller. In January 2012 he was appointed Executive Vice-President Finance.

Jean-Baptiste de Chatillon, 46, graduated from Paris Dauphine (France) and Lancaster University (UK).



Detroit / Paris, 22nd March 2012

**GM and PSA Peugeot Citroën Announce
Alliance Steering Committee Members**

GM and PSA Peugeot Citroën today announced the creation of their joint Alliance Steering Committee. This Steering Committee will consist of 5 senior executives from each company.

It will have strategic managerial oversight of all activities that are currently part of the alliance and any exploration of other potential areas of cooperation.

Representing GM will be:

- **Stephen Girsky**
Vice Chairman, Corporate Strategy, Business Development, Global Product Planning and Global Purchasing and Supply Chain
- **Daniel Ammann**
Senior Vice President and Chief Financial Officer
- **Mary Barra**
Senior Vice President, Global Product Development
- **Stephen Carlisle**
Vice President, Global Product Planning and Program Management
- **Karl-Friedrich Stracke**
Vice President and President, Europe

PSA Peugeot Citroën will be represented by:

- **Jean-Christophe Quémard**
Executive Vice President Programmes
- **Jean-Baptiste de Chatillon**
Executive Vice President and Chief Financial Officer
- **Guillaume Faury**
Executive Vice President Research and Development
- **Yannick Bézard**
Executive Vice President Purchasing
- **Denis Martin**
Executive Vice President Industrial Operations

On February 29, GM and PSA Peugeot Citroën announced the creation of a long-term and broad-scale global strategic alliance that aims to leverage the combined strengths and capabilities of the two companies, contribute to the

profitability of both partners and strongly improve their competitiveness in Europe. The alliance enhances but does not replace either company's ongoing independent efforts to return their European operations to sustainable profitability.

The appointment of the Steering Committee members marks the first step for the alliance and illustrates the commitment of the two companies to begin working together. It is expected that work on joint projects will commence before the end of this year.

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General Motors Co. (NYSE:GM, TSX: GMM) and its partners produce vehicles in 30 countries, and the company has leadership positions in the world's largest and fastest-growing automotive markets. GM's brands include Chevrolet and Cadillac, as well as Baojun, Buick, GMC, Holden, Isuzu, Daewoo, Jiefang, Opel, Vauxhall and Wuling. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <http://www.gm.com>.

PSA Peugeot Citroën. With its two world-renowned brands, Peugeot and Citroën, the Group sold 3.5 million vehicles worldwide in 2011, out of which 42% outside Europe. As Europe's second largest carmaker, it recorded sales and revenue of more than €59.9 billion in 2011. PSA Peugeot Citroën has sales offices in 160 countries. In 2011, the Group dedicated more than €2 billion to research and development, especially in new energies. Its activities also are involved in financing activities (Banque PSA Peugeot Citroën Finance), logistics (Gefco) and automotive equipment (Faurecia). More information can be found at <http://www.psa-peugeot-citroen.com>

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Paris – 27 March 2012

**PSA Peugeot Citroën is France's Leading Patent Filer
for the Fifth Straight Year, with 1,237 Patent Applications Published in 2011**

The ranking issued today by France's National Intellectual Property Institute (INPI) has confirmed that once again PSA Peugeot Citroën is the country's leading patent filer, with 1,237 patent applications published in France in 2011.

These patents, which were filed between July 2009 and June 2010, reflect a dynamic innovation strategy that continues to be assertively deployed across the Group and R&D capabilities that are still deeply rooted in France, to support the move upmarket in the Peugeot and Citroën model ranges.

The new patents are part of a continuous innovation process to develop vehicles that are increasingly environmentally gentle thanks to clean technologies and are safer thanks to onboard electronics and connectivity.

One particular focus was emissions control, ahead of the introduction of Euro 6 standards, and all of the technologies that help to limit carbon emissions. For example, the three-cylinder petrol EB engine launched on the Peugeot 208 is covered by 52 patents pending, of which 17 filed during the development of the cylinder head. This was especially engineered to significantly reduce engine bulk, thereby helping to reduce the Peugeot 208's weight and to hold carbon emissions to just 99g/km for the 1.0-litre version.

HYbrid4 technology, which made its world debut on the Peugeot 3008, Peugeot 508 RXH and Citroën DS5, is covered by 300 patents pending to guarantee protection of this full-hybrid powertrain, which combines the performance of an HDi diesel engine and the efficiency of electric propulsion.

In the area of safety, the patents filed reflected major strategic innovation programmes to offer increasingly safe vehicles :

- One example is the AFIL lane departure warning system, which alerts drivers who inadvertently drift across a lane. The system's latest generation reads the road with a digital camera embedded in the upper windscreen.
- An innovation offered on the Citroën DS5 automatically switches between high and low beams depending on the surrounding traffic.
- In the same way, intelligent traction control offers powerful driver support when the weather turns bad.

“Maintaining this level of patent activity in the midst of a recession attests to our commitment to preserving a dynamic industrial property policy. We are particularly committed to strengthening our patent policy on a highly selective basis, in order to enhance the impact of the Group intellectual property title portfolio and consolidate the protection of its strategic technologies. This sustained performance over the past five years also demonstrates the commitment of our 17,000 technicians and engineers to delivering innovative responses to the aspirations of our customers,” said Marc Duval-Destin, Vice President, Research and Advanced Engineering.

PSA Peugeot Citroën

With its two world-renowned brands, Peugeot and Citroën, the Group sold 3.5 million vehicles worldwide in 2011, out of which 42% outside Europe. As Europe’s second largest carmaker, it recorded sales and revenue of more than €59.9 billion in 2011. PSA Peugeot Citroën has sales offices in 160 countries. In 2011, the Group dedicated more than €2 billion to research and development, especially in new energies. Its activities also are involved in financing activities (Banque PSA Peugeot Citroën Finance), logistics (Gefco) and automotive equipment (Faurecia). More information can be found at <http://www.psa-peugeot-citroen.com>

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Paris, 27 March 2012

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Canada, Australia or Japan.*

Successful completion of PSA Peugeot Citroën's c. €1.0 billion capital increase with preferential subscription rights

The share capital increase with preferential subscription rights launched by PSA Peugeot Citroën on March 06, 2012 has been successfully concluded. The final gross proceeds amount to €999,013,089, corresponding to the issue of 120,799,648 new shares.

Total subscription orders amounted to approximately €1.78 billion, representing a subscription ratio of 178%:

- 119,101,968 new shares were subscribed by irrevocable entitlement (*à titre irréductible*), representing approximately 98.6% of the total number of new shares;
- 96,431,058 new shares were requested on a basis subject to reduction (*à titre réductible*), and will, as a result, only be satisfied in part, in the amount of 1,697,680 new shares.

“PSA Peugeot Citroën is pleased by the success of this offering, which will permit to fund investments related to projects that are core to the global strategic Alliance with General Motors. The Group thanks all its shareholders for the statement of confidence they made regarding its globalisation and upscaling strategy and growth perspectives.” declared Philippe Varin, CEO.

Following the capital increase with preferential subscription rights, the Peugeot Family Group remains PSA Peugeot Citroën's major shareholder with 25.2% of the capital and 37.9% of the exercisable voting rights. The Peugeot Family Group exercised 32,875,655 preferential subscription rights, representing 45.4% of its rights, for a total amount of approximately €140 million.

Following the capital increase with preferential subscription rights, and as a result of the strategic Alliance, announced on February 29, 2012, General Motors becomes the second largest shareholder of PSA Peugeot Citroën, with 7% of the capital, through the acquisition and exercise of the Peugeot Family Group's remaining preferential subscription rights and the acquisition of treasury shares sold by PSA Peugeot Citroën.

Settlement and delivery of the new shares and listing on Euronext Paris (Compartment A) will take place on March 29, 2012. The new shares will be immediately fungible with and trade on the same ISIN as the existing shares (FR0000121501). As from this date, the share capital of PSA Peugeot Citroën will be composed of 354,848,992 shares with a nominal value of €1 each, which translates into a total share capital of €354,848,992.

The capital increase was led by a syndicate of banks led by BNP Paribas, Morgan Stanley and Société Générale Corporate & Investment Banking as Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners, and HSBC, as Co-Lead Manager and Joint Bookrunner.

PSA Peugeot Citroën

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For more information go to <http://www.psa-peugeot-citroen.com>.

Forward-Looking Statements

This press release includes forward-looking statements and information about the objectives of the Group, in particular, relating to the implementation of the strategic Alliance with General Motors and corresponding expected synergies. These statements are sometimes identified by the use of the future tense or conditional mode, as well as terms such as "estimate", "believe", "have the objective of", "intend to", "expect", "result in", "should" and other similar expressions. It should be noted that the realisation of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by the Company. These factors may include changes in the economic and geopolitical situation and more generally those detailed in Chapter 4 of the reference document filed with the Autorité des marchés financiers (the "AMF") on 5 March under no. D. 12-0128.

Information available to the public

A Prospectus approved by the AMF on March 5, 2012, under number D. 12-101, comprised of a Document de Référence registered by the AMF under number 12-0128 and a Note d'Opération (including a summary of the Prospectus) in connection with the Offering, is available, without charge and upon request to the Company at 75 avenue de la Grande Armée – 75116 Paris, as well as on the websites of the Company (www.psa-peugeotcitroen.com) and of the AMF (www.amf-france.org)

The Company draws the public's attention to Chapter 4 "Risk Factors" of the Document de Référence and to Chapter 2 of the Note d'Opération.

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This press release may not be distributed directly or indirectly in the United States, Canada, Australia or Japan.

This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase the PSA Peugeot Citroën shares or preferential subscription rights.

No communication and no information in respect of this transaction may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The issue, the subscription for or the purchase of PSA Peugeot Citroën's shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. PSA Peugeot Citroën assumes no responsibility for any violation of any such restrictions by any person.

European Economic Area

*This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended, in particular by Directive 2010/73/EU to the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the "**Prospectus Directive**").*

*The offer is opened to the public in France. With respect to the member States of the European Economic Area which have implemented the Prospectus Directive (each, a "**relevant member State**"), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any relevant member State. As a result, the new shares of PSA Peugeot Citroën may only be offered in relevant member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) to any legal entity which has two or more of the following criteria: (1) an average number of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in its last company or consolidated accounts; or (iii) in any other circumstances, not requiring PSA Peugeot Citroën to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, "**Securities offered to the public**" in a given Member State, means, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and*

the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United Kingdom

*The distribution of this press release is not made, and has not been approved, by an “authorised person” within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons mentioned in paragraphs (i), (ii), (iii) et (iv) collectively being referred to as “**Relevant Persons**”). The securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or acquire the securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority within the meaning of Section 85 of the Financial Services and Markets Act 2000.*

United States

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered, subscribed or sold in the United States absent registration under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The shares of PSA Peugeot Citroën and rights in respect thereof have not been and will not be registered under the U.S. Securities Act and PSA Peugeot Citroën does not intend to make a public offer of its securities in the United States.*

Canada, Australia and Japan

The new shares and the preferential subscription rights may not be offered, sold or purchased in Australia or Japan and, subject to some exceptions, in Canada.

The distribution of this document in certain countries may constitute a breach of applicable law.

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE THIRD PROSPECTUS SUPPLEMENT

In the name of the Issuer

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

The consolidated financial statements for the year ended 31 December 2010 were audited by statutory auditors who issued an audit report which is reproduced on page 202-203 of the 2010 Registration document. This report contains an observation.

Paris, 29 March 2012

Peugeot S.A.
75, avenue de la Grande Armée
75016 Paris
France

Duly represented by: Mr. Jean-Baptiste de Chatillon
Membre 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 Third Prospectus Supplement the visa no. 12-135 on 29 March 2012. This Third Prospectus Supplement and the Base Prospectus, the First Prospectus Supplement and the Second Prospectus Supplement 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.