SECOND SUPPLEMENT DATED 7 NOVEMBER 2012 TO THE BASE PROSPECTUS DATED 16 MAY 2012

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 second supplement (the "**Second Prospectus Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 16 May 2012 (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 2012 (the "**First Prospectus Supplement**"). The Base Prospectus as supplemented by the First Prospectus Supplement constitutes a base prospectus for the purpose of the Directive 2003/71/EC as amended by Directive 2010/73/EU (the "**Prospectus Directive**").The *Autorité des marchés financiers* (the "**AMF**") has granted visa no.12-213 on 16 May 2012 on the Base Prospectus and visa no.12-392 on 30 July 2012 on the First Prospectus Supplement.

Application has been made for approval of the Second 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 Second 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 "Summary", "*Résumé en Français* (Summary in French)", "General Description of the Programme" and "Recent Developments" have been made.

Save as disclosed in this Second 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 which is material in the context of the Programme since the publication of the Base Prospectus as supplemented by the First Prospectus Supplement.

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

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

Copies of this Second 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 Second 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.

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AMENDMENTS TO THE RATINGS OF THE ISSUER

The following amendments are made to the Base Prospectus as amended by the First Prospectus Supplement:

FRONT PAGE

The paragraph starting with "The Issuer has been assigned a rating of BB+ (negative outlook)" is deleted in its entirely and hereby replaced by the following paragraph:

The Issuer has been assigned a rating of BB (negative outlook) by Standard & Poor's Rating Services (**Standard & Poor's**) on 25 July 2012 and a rating of Ba3 (negative outlook) by Moody's Investors Service Ltd. (**Moody's**) on 10 October 2012. Standard & Poor's and Moody's are established in the European Union and registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended by Regulation (EU) No. 513/2011 (the **CRA Regulation**) and included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website as of the date of this Prospectus. Tranches of Notes issued under the Programme may be rated or unrated. The rating of a Tranche of Notes (if any) will be specified in the Final Terms. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

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 has been assigned a rating of BB (negative outlook) by Standard & Poor's Rating Services (**Standard & Poor's**) on 25 July 2012 and a rating of Ba3 (negative outlook) by Moody's Investors Service Ltd. (**Moody's**) on 10 October 2012. Standard & Poor's and Moody's are established in the European Union and registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended by Regulation (EU) No. 513/2011 (the **CRA Regulation**) and included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website as of the date of this Prospectus. Tranches of Notes issued under the Programme may be rated or unrated. The rating of a Tranche of Notes (if any) will be specified in the Final Terms. The relevant Final Terms will specify whether or not such credit ratings are issued by a credit rating agency established in the European Union and registered under the CRA Regulation.

RESUME EN FRANÇAIS (SUMMARY IN FRENCH)

The first paragraph of the definition "Notation" appearing on page 25 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:

L'Emetteur a été noté BB (perspective négative) par Standard & Poor's Rating Services (**Standard & Poor's**), le 25 juillet 2012 et Ba3 (perspective négative) par Moody's Investors Service Ltd (**Moody's**), le 10 octobre 2012. Standard & Poor's et Moody's sont établis dans l'Union Européenne et enregistrés conformément au Règlement (CE) No. 1060/2009 du Parlement Européen et du Conseil du 16 septembre 2009 sur les agences de notation de crédit tel que modifié par le Règlement (UE) No. 513/2011 (le **Règlement ANC**) et figurent sur la liste des agences de notation enregistrées conformément au Règlement ANC publiée par l'European Securities and Markets Authority sur son site internet à la date du présent Prospectus.

GENERAL DESCRIPTION OF THE PROGRAMME

The first paragraph of the definition of "Ratings" appearing on page 33 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 has been assigned a rating of BB (negative outlook) by Standard & Poor's Rating Services (**Standard & Poor's**) on 25 July 2012 and a rating of Ba3 (negative outlook) by Moody's Investors Service Ltd. (**Moody's**) on 10 October 2012. Standard & Poor's and Moody's are established in the European Union and registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies as amended by Regulation (EU) No. 513/2011 (the **CRA Regulation**) and included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website as of the date of this Prospectus.

RECENT DEVELOPMENTS

The section Recent Developments (page 87 of the Base Prospectus) is supplemented by the following press releases published by the Issuer on 5 November 2012, 24 October 2012, 23 October 2012, 5 October 2012, 20 September 2012, 6 September and 31 August 2012.

Paris – 5 November 2012

PSA Peugeot Citroën and JSC Russian Railways (RZD) sign a contract to sell a 75% interest in GEFCO

Philippe Varin, Chairman of the Managing Board of PSA Peugeot Citroën, and Vladimir Yakunin, President of JSC Russian Railways (RZD), signed a contract on Monday, 5 November 2012 concerning the sale of shares representing 75% of the capital and voting rights of GEFCO S.A., the parent company of the GEFCO group.

The completion of the transaction is now exclusively subject to relevant antitrust approvals and should take place before the end of the year.

This agreement will enable GEFCO to step up its expansion by combining its strengths with those of JSC Russian Railways (RZD) and diversify its business base, thereby contributing to revenue growth. The new entity will be a global leader in diversified industrial supply chain logistics.

Under the agreement, PSA Peugeot Citroën will sell a 75% interest in GEFCO to RZD for €800 million, after the payment by GEFCO to PSA Peugeot Citroën of special dividend of €100 million.

PSA Peugeot Citroën

With its two world-renowned brands, Peugeot and Citroën, PSA Peugeot Citroën sold 3.5 million vehicles worldwide in 2011, of which 42% outside Europe. The second largest carmaker in Europe, it generated revenue of €59.9 billion during the year. PSA Peugeot Citroën has sales operations in 160 countries. In 2011, it allocated more than €2 billion to research and development, in particular in the field of new automotive propulsion technologies. PSA Peugeot Citroën is also involved in financing activities (Banque PSA Finance), logistics (GEFCO) and automotive equipment (Faurecia).
For more information, please visit www.psa-peugeot-citroen.com

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Third-Quarter 2012 Group Revenues

- **Third-quarter 2012 Group revenues of €12.93 billion, down 3.9% compared with the previous year**
  - **Automotive Division revenues down 8.5% year-on-year, within a European market down 7.8% at end September and impacted by ongoing pricing pressure**
  - **Revenue growth of 7.9% at Faurecia and slight 4.5% decline at Banque PSA Finance, reflecting lower volumes in Europe**
- **Alliance with GM[1]: key stages executed, with four projects selected and the confirmation of next steps in the creation of a joint purchasing organization. Synergy target confirmed by both Groups**
- **Banque PSA Finance[1]: new financing**
- **Restructuring program progressing according to social consultation process underway**
- **Opening of the capital of Gefco: exclusive negotiations underway with RZD for the sale of 75% of the capital for €800 million plus €100 million in dividends**
- **2012 cost reduction target of €1 billion confirmed**

Consolidated revenues (in € millions)	Q3 2011	Q3 2012	% change	9 months 2011	9 months 2012	% change
Automotive Division	9,310	8,523	-8.5%	31,895	28,726	-9.9%
Faurecia	3,787	4,086	+7.9%	11,938	12,850	+7.7%
Gefco	850	852	+0.2%	2,867	2,733	-4.7%
Banque PSA Finance	493	471	-4.5%	1,435	1,450	+1.1%
Other businesses and intersegment eliminations	(990)	(1,001)	-	(3,550)	(3,275)	-
PSA Peugeot Citroën	**13,450**	**12,931**	-3.9%	**44,585**	**42,484**	-4.7%
PSA Peugeot Citroën pro forma (with Gefco reclassified as a discontinued operation*)	**13,123**	**12,576**	-4.2%	**43,540**	**41,386**	-4.9%

(*) Application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

Alliance with GM[1]

PSA Peugeot Citroën and General Motors today confirm important key steps in their Global Strategic Alliance consistent with the terms of the Master Agreement signed on 29 February 2012, the Alliance partners have selected four vehicle Projects as well as confirmed next steps in the creation of a joint purchasing organization. The aim is to sign the detailed contracts no later than 31 December 2012, so that the Alliance can be implemented. Both companies confirm the previously stated synergy target of $2 billion annually achievable within five years.

Banque PSA Finance[1]

PSA Peugeot Citroën announces that the financing of the Banque PSA Finance should be reinforced. The Banque PSA Finance banking pool has been requested to provide a total of €11.5 billion in cash facilities, of which €1 billion in additional liquidity. At the same time, the French State has announced its intention to provide up to €7 billion in refinancing guarantees for new bond issues, utilisable over the next three years. These steps complete the other measures already taken by the Group to strengthen Banque PSA Finance's funding capacity, which include an increase in the securitization programme to 30% of total assets and the early-2013 introduction in France of a passbook savings account for retail customers.

2012 Outlook

The Group now expects the European automotive market to contract by 9%, while the Chinese market should grow by around 7%, the Latin American market by around 5% and the Russian market by some 11%.[2]

The competitive environment is getting tougher, with increased pricing pressure and ongoing deterioration in the markets of Southern Europe.

[1] *See press releases published today.*

[2] *Versus -8% for Europe 30, +2% for Latin America and +9% for Russia announced in July 2012.*

In this context, the Group's net debt is expected to stand at around €3 billion at 31 December 2012 with favourable elements, the asset disposals and unfavourable elements, production adjustments to be undertaken in the fourth quarter and change in Faurecia's cash flow.[3]

The cost reduction measures undertaken in 2012 are on track to meet the target of €1 billion. The asset disposals plan was pursued during the third quarter with the entry into exclusive negotiations with RZD for the opening of the capital of Gefco, and will be completed with the disposal of the remaining real estate assets by the end of the year. The target of raising €1.5 billion from asset disposals will therefore be fully met.

AUTOMOTIVE DIVISION

Automotive Division revenues fell by 8.5% in the third quarter of 2012 to €8,523 million from €9,310 million in the third quarter of 2011. This reflected the suspension of CKD deliveries to Iran in February 2012 and contractions in Europe and Latin America, partially offset by the increase of unit sales in China and Russia. Worldwide sales of assembled vehicles totalled 625,267 units, down 6.3% year-on-year excluding CKD units.

Revenues from new vehicle sales amounted to €6,125 million compared with €6,689 million in third-quarter 2011. The 8.4% decline was attributable mainly to a sharp fall of 8.7% in assembled vehicle volumes excluding China, reflecting the unfavourable country mix in Europe. The pressure on prices was maintained in a highly competitive commercial environment.

These adverse factors were partially offset by a further 2% improvement in the product mix, driven by successful new launches and the development of sales of the Peugeot 208, following the introduction of petrol engines in July and October.

New vehicle inventories at 30 September totalled 471,000 units, a decline of 20,000 units. The target of reducing inventories by the end of the year to a level ca. end of December 2010 level is confirmed.

GEOGRAPHICAL HIGHLIGHTS

Europe[4]:
The European automotive markets contracted sharply, down by 9.4% in the third quarter.
Markets in Western Europe were down by 9.3%, with wide variations by country. The markets in Southern Europe, to which the Group is heavily exposed with 53% of its European sales, saw further sharp declines, with decreases of 11.7% in France, 23.2% in Italy and 18.8% in Spain. The German market contracted by 7%, while the United Kingdom market grew by 6.8%.

In Central and Eastern Europe, markets fell by 11.4% overall during the quarter.

Reflecting this unfavourable market mix for the Group, its market share in Europe narrowed slightly to 12.3% from 12.5% in the third quarter of 2011. At comparable country mix, market share in the third quarter would have been 12.5%.

PSA Peugeot Citroën maintained its leadership in the light commercial vehicle market with a 20.6% share at the end of September. The market itself was down 10% over the quarter.

China:
The Chinese market grew again on an invoice basis in the third quarter. The Group increased its sales by 7.6%, with a successful program of model launches including the Peugeot 308 and the new C Quatre helping to deliver a market share of 3.4%. DPCA will expand its model line-up in the fourth quarter, with the addition of the Citroën C4L and another C segment vehicle, while at the same time continuing to develop its dealer network.

Russia:
The Russian market continued to improve, and grew by 13% in the third quarter. The Group's sales in this country rose 9.4% over the first nine months of the year. Its market share stood at 2.7% at the end of September, reflecting the launch of the Peugeot 408 and a 37.5% increase in the light commercial vehicles segment.

Latin America:
In Argentina, the automotive market contracted slightly over the first nine months of the year, with demand in the third quarter down sharply by 9%. In Brazil, tax incentives helped to drive a 5.5% increase in the market over the first nine months, led by

[3] *Versus the target announced in July 2012 of stabilizing net debt at December 2012 around the June 2012 level.*

[4] *Europe = EU + EFTA + Albania + Bosnia + Croatia + Kosovo + Macedonia + Montenegro + Serbia*

the popular B segment in which the Group has traditionally had only a limited presence. Its market share in Latin America at the end of September stood at 5.0% compared with 5.8% a year earlier. Unit sales for the first nine months totalled 203,265 vehicles, following the successful launches of the Citroën C3 and Peugeot 308 and before the launch of the Peugeot 208.

CKD units:
The virtual absence of CKD sales in the third quarter was due to the suspension of CKD sales in Iran since February following tighter international sanctions and the attendant financing difficulties affecting payments.

PRODUCT HIGHLIGHTS

With over 130,000 orders, the Peugeot 208 is a success and the segment leader in diesel in Europe since July. The launch of models powered by the latest three-cylinder engines reinforces the range. More compact than the Peugeot 207 and 110 kg lighter, the Peugeot 208 offers fuel consumption of 3.4 litres per 100 km with CO_2 emissions of just 87g per km.

Brand upscaling continued in the third quarter, with premium models accounting for 18% of consolidated Group sales in the first nine months of 2012, versus 17% in the same period of 2011. The trend will continue with the ramp-up of deliveries of the DS line, which already accounts for 15% of Citroën sales, and with the upcoming launch of the new Citroën DS3 Cabrio. The four diesel hybrid models (Peugeot 3008HY4, 508RXH, 508HY4 and Citroën DS5HY4) underscore the Group’s technological advance. These models account for over 20% of Citroën DS5 sales and 10% of sales of the Peugeot 3008 and 508.

FAURECIA

Faurecia reported revenues of €4,086 million for the third quarter of 2012, an increase of 7.9%. Revenues declined by 2.4% in Europe but increased in all other regions, with gains of 51.4% in North America, 2.9% in South America and 23.2% in Asia. Revenues from product sales were up 12.3% at €3,217 million. Across the business base, automotive seats gained 6.8%, interior systems 30.1%, emissions control technologies 8.0% and automotive exteriors 3.6%.

GEFCO

At €852 million, Gefco’s revenues were stable compared with the third quarter of 2011. Two key stages were passed during the third quarter:

- The logistics agreement with GM announced on 2 July
- Entry into exclusive negotiations with RZD on 20 September to form a strategic partnership. The agreement will accelerate the development of Gefco with clear operational synergies with RZD and new opportunities in high growth markets that will drive revenue growth. In accordance with IFRS 5 relating to non-current assets held for sale, Gefco’s activities have been reclassified (see table in appendix).

BANQUE PSA FINANCE

Banque PSA Finance's revenue decreased slightly, by 4.5% to €471 million in the third quarter. A total of 192,000 new loans were originated, down 4%. This was due to the slowdown in Group vehicle sales in Europe over the period, the effects of which were partially offset by strong commercial performance (global penetration of 30.9%, +1.1pt compared to third quarter of 2011). At the end of September, Banque PSA Finance had €7 billion in available liquidity, covering over six months of financing, as well as a solid capital base, with a core tier one ratio of 13%.

Worldwide Automobile Sales – Third Quarter and First Nine Months (cars and light commercial vehicles)

IN THOUSAND OF UNITS*		Q3 2011	Q3 2012	CHANGE	9 MONTH 2011	9 MONTH 2012	CHANGE
Europe**	AP	221,378	195,186	-11.8%	835,936	720,542	-13.8%
	AC	191,911	164,291	-14.4%	731,786	619,656	-15.3%
	Total PSA	**413,289**	**359,477**	**-13.0%**	**1,567,722**	**1,340,198**	**-14.5%**
Russia	AP	11,143	11,389	2.2%	33,208	34,436	3.7%
	AC	8,285	7,958	-3.9%	21,619	25,519	18.0%
	Total PSA	**19,428**	**19,347**	**-0.4%**	**54,827**	**59,955**	**9.4%**
Latin America	AP	49,103	49,978	1.8%	138,708	126,155	-9.0%
	AC	35,835	31,817	-11.2%	100,607	77,110	-23.4%
	Total PSA	**84,938**	**81,795**	**-3.7%**	**239,315**	**203,265**	**-15.1%**
China	AP	42,500	50,571	19.0%	123,393	154,106	24.9%
	AC	54,391	53,873	-1.0%	168,064	159,447	-5.1%
	Total PSA	**96,891**	**104,444**	**7.8%**	**291,457**	**313,553**	**7.6%**
Rest of the world	AP	33,221	39,603	19.2%	109,095	123,613	13.3%
	AC	19,870	20,601	3.7%	57,285	60,946	6.4%
	Total PSA	**53,091**	**60,204**	**13.4%**	**166,380**	**184,559**	**10.9%**
Total assembled vehicles	AP	357,345	346,727	-3.0%	1,240,340	1,158,852	-6.6%
	AC	310,292	278,540	-10.2%	1,079,361	942,678	-12.7%
	Total PSA	**667,637**	**625,267**	**-6.3%**	**2,319,701**	**2,101,530**	**-9.4%**
CKD	AP	120,280	770	-99.4%	328,075	143,883	-56.1%
	AC	-	-	-	-	-	-
	Total PSA	**120,280**	**770**	**-99.4%**	**328,075**	**143,883**	**-56.1%**
Total assembled vehicles + CKD units	AP	477,625	347,497	-27.2%	1,568,415	1,302,735	-16.9%
	AC	310,292	278,540	-10.2%	1,079,361	942,678	-12.7%
	Total PSA	**787,917**	**626,037**	**-20.5%**	**2,647,776**	2,245,413	**-15.2%**

**Assembled vehicles and CKD units*
*** Europe = EU + EFTA + Albania + Bosnia + Croatia + Kosovo + Macedonia + Montenegro + Serbia*

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PSA Peugeot Citroën is organising an audio conference in English with Jean Baptiste de Chatillon, CFO and member of the Managing Board, on Wednesday 24 October at 9:00 am Paris time / 8:00 am London time. To participate:

France : 01 70 77 09 37 *UK : +44 (0) 203 367 94 58*

You can also listen to the audio conference and download the 2012 third-quarter revenues presentation in the Analyst/Investor section of the Group's website www.psa-peugeot-citroen.com.

Financial Calendar:

- 13 February 2013: 2012 annual results
- 24 April 2013: 2013First-quarter revenues
- 31 July 2013: 2013 First-half results

APPENDIX

Restatement of Gefco revenues*

in million euros	Q3 2011	Q3 2012	9m 2011	9m 2012
Total revenues (Incl. Gefco)	**13,450**	**12,931**	**44,585**	**42,484**
Change in Gefco Revenues	-850	-852	-2,867	-2,733
Change in Intra-group Eliminations	523	497	1,822	1,635
Total revenues pro forma (after reclassifying Gefco under discontinued operations)	**13,123**	**12,576**	**43,540**	**41,386**

(*) Application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

24 October 2012

Banque PSA Finance: PSA Peugeot Citroën announces new financing

PSA Peugeot Citroën announces that the financing of the Banque PSA Finance should be reinforced to the benefit of the Group, its customers and the entire French automobile industry, including the dealer networks.

The Banque PSA Finance banking pool has been requested to provide a total of €11.5 billion in cash facilities, of which €1 billion in additional liquidity. The main credit facilities have been renegotiated, with drawdowns possible over the full 2013-2015 period.

At the same time, the French State has announced its intention to provide up to €7 billion in refinancing guarantees for new bond issues, with drawdowns over this same 2013-2015 period. A guarantee monitoring committee comprising representatives from the State and the Group will be set up.

These steps complete the other measures already taken by the Group, following the credit rating evolution of PSA Peugeot Citroën, to strengthen Banque PSA Finance's funding capacity, including:

- An increase in the securitization programme from 18% to 30% of total assets, including ECB repo-eligible assets.
- The early-2013 introduction in France of a passbook savings account for retail customers.

Banque PSA Finance, a wholly-owned subsidiary of the PSA Peugeot-Citroën Group, is a profitable bank with a core tier-one capital ratio of 13%. As of end-September, its liquidity reserve exceeded €7 billion, ensuring more than six months cash visibility. It is not engaged in any proprietary trading activities. In 2011, it provided financing for 843,810 vehicles for retail customers. The loan book stood at €24.3 billion, of which €6 billion in wholesale dealer financing, for recurring operating income of €532 million.

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October 24, 2012

At its meeting on 23 October 2012, the Supervisory Board of Peugeot S.A. positively welcomed the announcement concerning Banque PSA Finance's financing by the Group's partner banks and the French State.

In this context, it was decided that for as long as the State guarantee is in effect, no dividends will be paid, no shares will be bought back and neither stock options nor performance shares will be granted to members of the Managing Board.

In addition, to further involve employees in the Group's governance, the Supervisory Board decided to initiate the process of having shareholders at the Annual Meeting elect an employee representative to the Supervisory Board.

The Supervisory Board also expressed its intention to pursue the dynamic already underway to renew its membership and elect more women, in particular by nominating a new independent member. This new member should become member of the Strategic Committee and lead independent member of the Supervisory Board and play an important role in the group's governance.

At the next shareholders meeting, the shareholders will convene to vote on the appointment of independent members to the Supervisory Board of Peugeot SA.

October 24, 2012

PSA Peugeot Citroën and General Motors Confirm Key Steps in Global Strategic Alliance

- **Four common vehicle platform development projects**
- **Next steps in joint purchasing organization**
- **Synergy target of $2 billion annually confirmed**

DETROIT/ PARIS/ RUSSELSHEIM – PSA Peugeot Citroen and General Motors today confirmed important steps toward the execution of their Global Strategic Alliance. Consistent with terms of the Master Agreement signed Feb. 29, the Alliance partners have selected four vehicle projects and confirmed the next steps in joint purchasing organization.

Four Common Vehicle Platform Development Projects

The four common vehicle projects selected to move to the next step encompass the following segment entries for both groups:

- A joint program for a compact-class Multi-Purpose Van for Opel/Vauxhall and a compact-class Crossover Utility Vehicle for the Peugeot brand.
- A joint Multi-Purpose Vehicle program for the small car segment for Opel/Vauxhall and the Citroen brand.
- An upgraded low CO_2 small car segment platform to feed Opel/Vauxhall's, Peugeot and Citroën's next generation of cars in Europe and other regions.
- A joint program for mid-size cars for Opel/Vauxhall and the Peugeot and Citroen brands.

The Alliance aims to launch the first vehicles on these common programs by the end of 2016.

All four projects will be developed combining the best platform architectures and technologies from the Alliance partners.

Next Steps in Joint Purchasing Organization

The Alliance partners also confirmed the next steps in their joint purchasing organization. This collaborative effort will draw on the combined purchasing reach of both companies to realize purchasing synergies benefitting both companies. The joint purchasing organization will be subject to customary antitrust approvals.

Synergies Confirmed

Based on the above programs and the joint purchasing organization, both companies confirm the previously stated synergy target of $2 billion annually achievable within five years.

With the common vehicle development projects and next steps in purchasing organization now confirmed, the teams will work to finalize the associated definitive agreements.

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 Finance), logistics (Gefco) and automotive equipment (Faurecia).
http://www.psa-peugeot-citroen.com

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GM Forward-Looking Statements *In this press release and in related comments by GM management, our use of the words "expect," "anticipate," "possible," "potential," "target," "believe," "commit," "intend," "continue," "may," "would," "could," "should," "project," "projected," "positioned" or similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors. Among other items, such factors might include: our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications; our ability to maintain quality control over our vehicles and avoid material vehicle recalls; our ability to maintain adequate financing sources, including as required to fund our planned significant investment in new technology; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; and our ability to continue to attract new customers, particularly for our new products. GM's most recent annual report on Form 10-K provides information about these and other factors, which we may revise or supplement in future reports to the SEC.*

Paris – 23 October 2012

Banque PSA Finance placed in the secondary market € 460m ABS notes backed by French auto leases

Banque PSA Finance, wholly-owned by Peugeot S.A., successfully placed € 460 million senior Class A Notes of the securitisation transaction Auto ABS FCT Compartiment 2012-1 in July 2012. These notes are rated AAAsf by Fitch and AAA(sf) by S&P, with an estimated weighted average life of 3.18 years. The spread is 110 basis points above 1-month Euribor.

For this transaction on the secondary market, Deutsche Bank and Natixis acted as lead managers and book-holders.

Since the 2008 crisis, this issue is the first French auto transaction including the residual value of vehicles.

This transaction is part of the Banque PSA Finance strategy to ensure a broad diversification of its funding sources and an increase of its funding share made under its securitization program.

Paris – 5 October 2012

PSA Peugeot Citroën receives 2012 Grand Prix for Financial Transparency

PSA Peugeot Citroën has been awarded the 2012 Large Cap Grand Prix for Financial Transparency.

The Grand Prix is awarded each year a company that has demonstrated best practices in regulated financial reporting, in recognition of its commitment to meeting the highest standards of financial transparency in four main areas: accessibility, accuracy, comparability and availability. The award honours listed French companies for deploying the best financial communication tools against a background of increasingly stringent demands on the part of the regulatory authorities and the financial market players.

The ranking of the different companies is drawn up by an independent scientific committee of representatives of the principal French market players (Autorité des Marchés Financiers, Société Française des Analystes Financiers, Association Française de Gestion, Institut Français des Administrateurs, Association pour la Promotion de l'Actionnariat Individuel, Association des Actionnaires Minoritaires, Fédération des Investisseurs Individuels et des Clubs d'Investissements, Université de Paris Dauphine and NYSE Euronext). A total of 85 criteria are used by the committee to objectively assess three sources of financial information: the registration document, interim financial report and website regulatory information.

PSA Peugeot Citroën was selected by the Scientific Committee in 2012, which reviewed a panel of 170 companies. The Grand Prix attests to the commitment of the Group and its teams to providing complete and transparent information, while underscoring their determination to use the best practices.

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Paris, September 20, 2012

PSA Peugeot Citroën has entered into exclusive negotiations with JSC Russian Railways (RZD) to form a strategic partnership to drive faster growth for GEFCO

PSA Peugeot Citroën announces that it has entered into exclusive negotiations with JSC Russian Railways (RZD) to form a strategic partnership to drive faster growth for GEFCO. The implementation of this strategic partnership would enable GEFCO to step up its growth by combining its strengths with those of JSC Russian Railways (RZD). The transaction follows on from GEFCO's early 2012 signature of an exclusive long-term logistics contract with PSA Peugeot Citroën's Automotive Division and a similar contract with General Motors Europe in July 2012.

Gefco, thanks to this transaction, would further enhance its geographic expansion strategy in China, India and Latin America, but also accelerate its growth in Eastern and Central Europe, particularly in Russia. RZD and Gefco would propose unrivalled logistics services between Europe and Asia.

The proposed partnership would also allow GEFCO to diversify its business base and contribute to the growth of its turnover, thereby creating a global leader in diversified industrial supply chain logistics.

For GEFCO employees, this business development would drive strong growth in their operations in the years to come. The management team would not be changed, with Luc Nadal continuing to serve as President and the head office remaining in France.

PSA Peugeot Citroën would sell a 75% interest in GEFCO for €800 million, after the payment by GEFCO to PSA Peugeot Citroën of €100 million in a special dividend.

A shareholders agreement would ensure the protection of both parties interests as well as the sustained quality of the logistics services provided by GEFCO to the Group.

PSA Peugeot Citroën and GEFCO will initiate an information and consultation process with their works councils concerning the Offer. The proposed transaction will be subject to antitrust clearance in certain jurisdictions.

PSA Peugeot Citroën

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

JSC Russian Railways (RZD)

RZD is Russia's national rail operator and one of the country's largest companies, employing 1.2 million people. It has an extensive portfolio of businesses, mainly in the areas of goods and passenger transport, and in container shipping and logistics through its subsidiary Transcontainer. The company is wholly-owned by the Russian Federation. In the twelve months ended 31 December 2011, it reported revenues of some €36.1bn billion and net income of €4.5 billion.

RZD has devised an ambitious growth strategy for the coming years, targeting industry and markets outside Russia. Outside Russia, the company is continuing to focus on developing international freight corridors in order to offer a competitive goods transport network on major routes, such as the Trans-Siberian line between Asia and Europe.

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Paris - 6 September 2012

New Engine Developments to Reduce CO_2 Emissions from Peugeot and Citroën Vehicles

Already the European leader in automotive carbon reduction, PSA Peugeot Citroën is pursuing its engine development programmes in a commitment to offering customers vehicles that deliver optimised performance in the area of CO_2 emissions and fuel efficiency.

The programmes are currently focusing on the 92 and 115-bhp 1.6-litre HDi diesel engines produced at the plant in Trémery, France. To improve their fuel efficiency and reduce their carbon emissions by around 6%, these engines have been upgraded with the following new technologies:

- **A new variable displacement oil pump**, which helps to lower torque demand on the engine to the strict minimum.
- **New low-viscosity engine oils and transmission fluids**, which reduce friction loss.
- **New generation crankshaft gaskets** that also ease friction by reducing clamping force.
- **A distributor belt pulley redesigned** to reduce belt tension.
- **A low-friction vacuum pump** to prevent energy loss.

These improvements will now gradually be fitted on a wide range of Peugeot and Citroën models equipped with the 1.6-litre HDi engine, such as the Citroën C4 Picasso, Citroën C3 and Peugeot 208.
Combined with other enhancements specific to each vehicle, they will enable widely marketed models to earn low CO_2 ratings and therefore be eligible for tax incentives in a large number of European countries. In this way, these developments offer consumers an additional rebate on purchase and businesses a tax reduction on company cars.
In addition, these cars will be significantly more fuel efficient.

In first-half 2012, PSA Peugeot Citroën was the European leader in carbon reduction, with corporate average emissions of 124.5g CO_2/km.
During the period, Group vehicles emitting less than 111g CO_2/km accounted for 22.1% of the European market, while vehicles emitting less than 121g CO_2/km accounted for 16%.

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Paris – August 31, 2012

PSA Peugeot Citroën to Produce in France its Future Light Commercial Vehicle at the Valenciennes-Hordain Plant

PSA Peugeot Citroën announced today that its future light commercial vehicle designed for the K1 segment in Europe will be produced at the Valenciennes-Hordain plant, France.

The Group's decision will ensure the future of the facility. It represents a total investment of more than €750 million, of which more than €400 million is dedicated to R&D.

In May 2011, FIAT and PSA Peugeot Citroën announced that they did not intend to renew their cooperative venture within Sevelnord to produce Peugeot Expert, Citroën Jumpy and FIAT Scudo vans at the Valenciennes-Hordain plant beyond 2017.

Continuing to manufacture light commercial vehicles at the plant depended on several conditions, which have now been met:

- Agreeing on the terms and conditions for withdrawing from the joint-venture with FIAT (announced on 11 July 2012).
- Finding a partner to support the Group in producing a light commercial vehicle (agreement with Toyota on 23 July 2012).
- Improving the competitiveness of the Plant.

All the work carried out on this third point has enabled the signature of a company agreement concerning the adjustment in working conditions, the safeguard of employment and the development of Valenciennes-Hordain.
This agreement identifies the conditions for maintaining light commercial vehicle production at the plant. It was signed on 26 July between Valenciennes-Hordain plant management and the CFE-CGC, FO and SPI-GSEA Unions.

"*This is an important decision for the Plant and for the Group. We identified the economic conditions which were necessary to continue making light commercial vehicles and to ensure that the plant remains in operation. Thoses conditions are now met, which is very good news. I would like to thank the Sevelnord Unions for the quality of our discussions at a critical time for the Plant's future. I would also like to thank the local authorities for their support, as well as Toyota for their confidence in our light commercial vehicle capabilities*" said Philippe Varin, Chairman of the Managing Board.

PSA Peugeot Citroën is Europe's leading manufacturer of light commercial vehicles, with a 20.8% share of the market in first-half 2012.

PSA Peugeot Citroën
With its two globally renowned brands, Peugeot and Citroën, PSA Peugeot Citroën sold 3.5 million vehicles worldwide in 2011, of which 42% outside Europe. The second largest carmaker in Europe, it generated revenue of €59.9 billion during the year. PSA Peugeot Citroën has sales operations in 160 countries. In 2011, it allocated more than €2 billion to research and development, in particular in the field of new automotive propulsion technologies. PSA Peugeot Citroën is also involved in financing activities (Banque PSA Finance), logistics (Gefco) and automotive equipment (Faurecia).
For more information, please visit www.psa-peugeot-citroen.com

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PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND 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 Second Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import.

Paris, 7 November 2012

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France
Duly represented by: Mr. Jean-Baptiste Chasseloup 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 (*Réglement Général*) of the *Autorité des marchés financiers* (“**AMF**”), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Prospectus Supplement the visa no. 12-533 on 7 November 2012. This document, the Base Prospectus and the First 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.