THIRD SUPPLEMENT DATED 21 FEBRUARY 2013 TO THE BASE PROSPECTUS DATED 16 MAY 2012

PSA PEUGEOT CITROËN

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 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**") and a second Prospectus Supplement dated 7 November 2012 (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 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, visa no.12-392 on 30 July 2012 on the First Prospectus Supplement and visa no. 12-533 on 7 November 2012 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 the 2012 annual results of the Issuer (the "**2012 Annual Results**") and recent events in connection with the Issuer. As a result, certain modifications to the sections relating to the "Summary", "*Résumé en Français* (Summary in French)", "Risk Factors", "Documents Incorporated by Reference" 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.

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AMENDMENTS TO THE SUMMARY

The following amendments are made to the Summary section of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement.

1) The section '**Selected key financial information**' set under item 1. Information relating to the Issuer appearing on pages 7 and 9 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

Selected key financial information

Years 2012 and 2011

This financial information is extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2011 and 2012.

Consolidated Statements of Income

	2012				**2011**			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Sales and revenue	53,860	1,910	(324)	**55,446**	56,926	1,902	(319)	**58,509**
Recurring operating income/(loss)	(967)	391	-	**(576)**	561	532	-	**1,093**
Non-recurring operating income/(expense)	(4,121)	(1)	-	**(4,122)**	(417)	-	-	**(417)**
Operating Income/(loss)	(5,088)	390	-	**(4,698)**	144	532	-	**676**
Consolidated profit/(loss)	*(5,218)*	*293*	-	***(4,925)***	*430*	*354*	-	***784***
Attributable to equity holders of the parent	(5,296)	281	5	**(5,010)**	238	345	5	588
Attributable to minority interests	78	12	(5)	**85**	192	9	(5)	**196**
(in euros)								
Basic earnings/(loss) per €1 par value share				**(15,60)**				**2,64**

Consolidated Balance Sheets

Assets	**31 December 2012**				**31 December 2011**			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Total non-current assets	21,172	425	-	21,597	25,286	367	(25)	25,628
Total current assets	17,200	26,699	(656)	43,243	16,550	27,431	(618)	43,363
Total assets held for sale	9	0	0	9	0	0	0	0
TOTAL ASSETS	**38,381**	**27,124**	**(656)**	**64,849**	**41,836**	**27,798**	**(643)**	**68,991**

Equity and Liabilities	31 December 2012				31 December 2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Total equity				10,557				14,494
Total non-current liabilities	12,228	342	-	12,570	12,184	369	-	12,553
Total current liabilities	18,971	23,361	(656)	41,676	18,849	23,738	(643)	41,944
Total liabilities related to discontinued operations	46	0	0	46	**0**	**0**	**0**	**0**
TOTAL EQUITY & LIABILITIES				**64,849**				**68,991**

Consolidated Statement of Cash Flows

	2012				2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Consolidated profit/(loss)	**(6,021)**	**293**	**-**	**(5,728)**	**280**	**354**	**-**	**634**
Funds from operations	**1,033**	**290**	**-**	**1,323**	**2,395**	**339**	**-**	**2,734**
Net cash from operating activities	431	1,050	(64)	1,417	1,717	17	(179)	1,555
Net cash used in investing activities	(2,450)	(1)	3	(2,448)	(3,635)	(19)	-	(3,654)
Net cash from/(used in) financing activities	2,387	(532)	4	1,859	(2,663)	(158)	78	(2,743)
Effect of changes in exchange rates	(6)	(2)	2	(6)	5	(2)	2	5
Net increase/(decrease) in cash and cash equivalents	**362**	**515**	**(55)**	**822**	**(4,576)**	**(162)**	**(99)**	**(4,837)**
Net cash and cash equivalents at beginning of year	4,692	1,154	(223)	5,623	9,253	1,316	(127)	10,442
Cash and cash equivalents at end of year	**5,399**	**1,669**	**(279)**	**6,789**	**4,692**	**1,154**	**(223)**	**5,623**

The IFRS 5 reclassification has impacted the financial data as of 31 December 2011 already inserted in the Base Prospectus. The impact is presented in the tables below:

Consolidated Statement of Income

(in million euros)	2011 Reported Financial	2011 IFRS 5	2011 Impact	2012 Impact
Continuing operations				
Sales and revenue	59 912	58 509	(1 403)	(1 469)
Cost of goods and services sold	(49 684)	(48 856)	828	1 006
Selling, general and administrative expenses	(6 761)	(6 408)	353	355
Research and development expenses	(2 152)	(2 152)	-	-
Recurring operating income (loss)	1 315	1 093	(222)	(108)
Total non-recurring operating income	46	46	-	(2)
Total non-recurring operating expenses	(463)	(463)	-	6
Operating income (loss)	898	676	(222)	(104)
Income (loss) before tax of fully consolidated companies	564	347	(217)	(68)
Income tax expense	47	115	68	(36)
Share in net earnings of companies at equity	173	172	(1)	-
Consolidated profit (loss) from continuing operations	784	634	(150)	(104)
Profit (loss) from discontinued operations	-	150	150	104

Consolidated Statement of Cash Flows

(in million euros)	31 December 2011 Reported Financial	31 December 2011 IFRS 5	31 December 2011 Impact	31 December 2012 Impact
Net cash from (used in) operating activities	1 752	1 555	(197)	77
Net cash from (used in) investing activities	(3 732)	(3 654)	78	81
Dividends paid:		-	-	
- Intragroup	-	-	-	-
- To minority shareholders of subsidiaries	(40)	(39)	1	5
Dividends received from Gefco S.A.	-	-	-	100
Changes in other financial assets and liabilities	(2 283)	(2 256)	27	(501)
Net cash from (used in) financing activities	(2 771)	(2 743)	28	(396)
Effect of changes in exchange rates	3	5	2	-
Net increase (decrease) in cash and cash equivalents from continuing operations	(4 748)	(4 837)	(89)	(238)
Net cash and cash equivalents of discontinued operations at beginning of year	-	18	18	238
Net cash and cash equivalents at beginning of year	10 442	10 442	-	-
Net cash and cash equivalents at end of year	5 694	5 623	(71)	-

2) The sections '**Recent trends in financial results**' and '**Outlook for 2012**' both set under item 1. Information relating to the Issuer appearing on pages 8 and 9 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

Full Year 2012 Results

- Group revenues down 5.2% to €55.4 billion. Automotive Division revenues down 10.3%.
- Consolidated recurring operating loss of €576 million despite a very tough environment, with a recurring operating loss of €1,504 million for the Automotive Division.
- Net loss, Group share of €5,010 million after an impairment charge of €3,009 million in respect of the global value of the Automotive Division assets under the application of IAS 36 and €879 million in application of IAS 12, to reflect the deterioration of the European market, with no impact on the Group's solvency or its liquidity.
- Negative free cash flow of €1,387 million
- Net debt at 31 December 2012 reduced by €211million to €3,148 million, with an Automotive Division net debt[1] reduced by €712 million to €1,256 million.

Outlook for 2013

The 2013 European automotive market is expected to contract by a further 5% in this context, while the other key markets are expected to grow by around 8% in China, 2% in Latin America and 2% in Russia.

[1] *Industrial and Commercial activities excluding Faurecia*

Free cash flow in 2012 was - €1,387 million. Operational free cash flow (excluding exceptional items and restructuring) amounted to - €3 billion, including - €2.5 billion in respect of the Automotive Division and - €0.5 billion for Faurecia.

In 2013, the Group aims to reduce the rate of operational free cash flow consumption by half and confirm its target of returning to equilibrium for free operational cash flow by the end of 2014.

3) The first paragraph of the section '**Ratings**' set under item 3. Information relating to the Programme appearing on page 14 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

   The Issuer has been assigned a rating of BB- (negative outlook) by Standard & Poor's Rating Services (**Standard & Poor's**) on 14 February 2013 and has been placed under review for downgrade by Moody's Investors Service Ltd. (**Moody's**) on 15 February 2013. Moody's previously assigned a rating of Ba3 (negative outlook) on 10 October 2012 to the Issuer. 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.

AMENDMENTS TO THE *RESUME EN FRANCAIS* (SUMMARY IN FRENCH)

The following amendments are made to the *Résumé en Français* (Summary in French) section of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement:

1) The section '***Informations financières clés selectionnées***' set under item 1. *Informations relatives à l'Emetteur* appearing on pages 17 to 19 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

Informations financières clés et selectionnées

Années 2011 et 2012

Ces informations financières sont extraites des comptes consolidés audités de l'Emetteur pour les exercices clos les 31 décembre 2011 et 2012.

Comptes de résultats consolidés

	2012				**2011**			
(en millions d'euros)	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**
Chiffre d'affaires	53 860	1 910	(324)	**55 446**	56 926	1 902	(319)	**58 509**
Résultat opérationnel courant	(967)	391	-	**(576)**	561	532	-	**1 093**
Produits et (charges) opérationnels non courants	(4 121)	(1)	-	**(4 122)**	(417)	-	-	**(417)**
Résultat opérationnel	(5 088)	390	-	**(4 698)**	144	532	-	**676**
Résultat net consolidé	*(5 218)*	*293*	-	***(4 925)***	*430*	*354*	-	***784***
Dont part du Groupe	(5 296)	281	5	**(5 010)**	238	345	5	588
Dont part des minoritaires	78	12	(5)	**85**	192	9	(5)	**196**
(en euros)								
Résultat net par action de 1 euro				**(15,60)**				**2,64**

Bilans consolidés

ACTIF	**31 décembre 2012**				**31 décembre 2011**			
(en millions d'euros)	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**
Total des actifs non courants	21 172	425	-	21 597	25 286	367	(25)	25 628
Total des actifs courants	17 200	26 699	(656)	43 243	16 550	27 431	(618)	43 363
Total des actifs destinés à être cédés	9	0	0	9	0	0	0	0

TOTAL ACTIF	**38 381**	**27 124**	**(656)**	**64 849**	**41 836**	**27 798**	**(643)**	**68 991**

PASSIF	**31 décembre 2012**				**31 décembre 2011**			
(en millions d'euros)	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**
Total des capitaux propres				10 557				14 494
Total des passifs non courants	12 228	342	-	12 570	12 184	369	-	12 553
Total des passifs courants	18 971	23 361	(656)	41 676	18 849	23 738	(643)	41 944
Passifs destinés à être cédés	46	0	0	46	**0**	**0**	**0**	**0**
TOTAL PASSIF				**64 849**				**68 991**

Tableaux de flux de trésorerie consolidés

	2012				**2011**			
(en millions d'euros)	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**	**Activités industrielles et commerciales**	**Activités de financement**	**Éliminations**	**TOTAL**
Résultat net des activités poursuivies	**(6 021)**	**293**	**-**	**(5 728)**	**280**	**354**	**-**	**634**
Marge brute d'autofinancement	**1 033**	**290**	**-**	**1 323**	**2 395**	**339**	**-**	**2 734**
Flux liés à l'exploitation	431	1 050	(64)	1 417	1 717	17	(179)	1 555
Flux liés aux investissements	(2 450)	(1)	3	(2 448)	(3 635)	(19)	-	(3 654)
Flux des opérations financières	2 387	(532)	4	1 859	(2 663)	(158)	78	(2 743)
Mouvements de conversion	(6)	(2)	2	(6)	5	(2)	2	5
Augmentation (diminution) de la trésorerie	**362**	**515**	**(55)**	**822**	**(4 576)**	**(162)**	**(99)**	**(4 837)**
Trésorerie nette au début de l'exercice	4 692	1 154	(223)	5 623	9 253	1 316	(127)	10 442
Trésorerie nette de clôture	**5 399**	**1 669**	**(279)**	**6 789**	**4 692**	**1 154**	**(223)**	**5 623**

Le reclassement IFRS 5 a impacté les données financières au 31 décembre 2011 déjà contenues dans le Prospectus de Base. Les impacts sont presentés dans les tableaux suivants:

Compte de résultats consolidés

(en millions d'euros)	2011 Comptes publiés	2011 IFRS 5	2011 Impact	2012 Impact
Activités poursuivies				
Chiffre d'affaires	**59 912**	**58 509**	**(1 403)**	**(1 469)**
Coûts des biens et services vendus	(49 684)	(48 856)	828	1 006
Frais généraux et commerciaux	(6 761)	(6 408)	353	355
Frais d'études, de recherche et de développement	(2 152)	(2 152)	-	-
Résultat opérationnel courant	**1 315**	**1 093**	**(222)**	**(108)**
Produits opérationnels non courants	46	46	-	(2)
Charges opérationnelles non courantes	(463)	(463)	-	6
Résultat opérationnel	**898**	**676**	**(222)**	**(104)**
Résultat avant impôt des sociétés intégrées	**564**	**347**	**(217)**	**(68)**
Impôts sur les résultats	**47**	**115**	**68**	**(36)**
Résultat net des sociétés mises en équivalence	173	172	(1)	-
Résultat net des activités poursuivies	**784**	**634**	**(150)**	**(104)**
Résultat net des activités destinées à être cédées	**-**	**150**	**150**	**104**

Tableau de flux de trésorerie consolidés

(en millions d'euros)	31 décembre 2011 Comptes publiés	31 décembre 2011 IFRS 5	31 décembre 2011 Impact	31 décembre 2012 Impact
Flux liés à l'exploitation des activités poursuivies	**1 752**	**1 555**	**(197)**	**77**
Flux liés aux investissements des activités poursuivies	**(3 732)**	**(3 654)**	**78**	**81**
Dividendes versés :		-	-	
- Intragroupe	-	-	-	-
- Versés aux minoritaires des filiales intégrées	(40)	(39)	1	5
Dividendes reçus de Gefco S.A.	-	-	-	100
Variations des autres actifs et passifs financiers	(2 283)	(2 256)	27	(501)
Flux des opérations financières des activités poursuivies	**(2 771)**	**(2 743)**	**28**	**(396)**
Mouvements de conversion	3	5	2	-
Augmentation (diminution) de la trésorerie des activités poursuivies	**(4 748)**	**(4 837)**	**(89)**	**(238)**
Trésorerie nette au début de l'exercice des activités destinées à être cédées	-	18	18	238
Trésorerie nette au début de l'exercice	**10 442**	**10 442**	**-**	**-**
Trésorerie nette de clôture	**5 694**	**5 623**	**(71)**	**-**

2) The section '***Evolution récente de la situation financière***' and '***Perspectives pour 2012***' both set under item 1. *Informations relatives à l'Emetteur* appearing on pages 19 and 20 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

Résultats 2012

- Chiffre d'affaires Groupe à 55,4 Mds€, en baisse de 5,2%. Chiffre d'affaires de la division Automobile en baisse de 10,3%
- Résultat opérationnel courant Groupe à - 576 M€ malgré un environnement de marché très difficile en Europe, avec un résultat opérationnel courant de la division Automobile à -1 504 M€
- Résultat net part du Groupe à -5 010 M€, après les dépréciations comptables de 3 009 M€ sur la valorisation globale de la division Automobile, en application de la norme IAS 36, et de 879 M€ sur la valeur nette des impôts différés en application de la norme IAS 12, afin de refléter la dégradation du marché européen, sans impact sur la solvabilité et la liquidité du Groupe
- Free cash flow à -1 387 M€
- Dette nette au 31 décembre 2012 réduite de 211 M€ à -3 148 M€, avec une réduction de la dette nette de la division Automobile[2] de 712 M€ à -1 256 M€

Perspectives 2013

Dans ce contexte, le Groupe s'attend à un repli du marché automobile en Europe en 2013 de l'ordre de 3 à 5%, à une croissance de l'ordre de 8% en Chine, de 2% en Amérique Latine et de 2% en Russie.

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[2] *Sociétés industrielles et commerciales hors Faurecia*

En 2012, le free cash flow est de -1 387 millions d'euros. Le free cash flow opérationnel (hors éléments exceptionnels et hors restructuring) s'élève à -3 milliards d'euros, dont -2,5 milliards d'euros pour la division Automobile et -0,5 milliard d'euros pour Faurecia.

En 2013, le Groupe vise la réduction par deux du rythme de consommation de ce free cash flow opérationnel et confirme son objectif de retour à l'équilibre du free cashflow opérationnel à fin 2014.

3) The first paragraph of the section '**Notation**' set under item 3. Information relating to the Programme appearing on page 25 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby deleted in its entirety and replaced by the following:

   L'Emetteur a été noté BB- (perspective négative) par Standard & Poor's Rating Services (**Standard & Poor's**), le 14 février 2013 et a été placé sous revue pour dégradation par Moody's Investors Service Ltd (**Moody's**), le 15 février 2013. L'Emetteur a été noté par Moody's, Ba3 (perspective négative) 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.

AMENDMENTS TO THE GENERAL DESCRIPTION OF THE PROGRAMME

The first paragraph of the section '**Ratings**' appearing set under the heading General Description of the Programme on page 33 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement 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 14 February 2013 and has been placed under review for downgrade by Moody's Investors Service Ltd. (**Moody's**) on 15 February 2013. Moody's previously assigned a rating of Ba3 (negative outlook) on 10 October 2012 to the Issuer. 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.

AMENDMENTS TO THE RISK FACTORS

The section ‘Risk Factors relating to the Issuer’ appearing on page 34 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby supplemented by the following:

‘RISK FACTORS RELATING TO THE ISSUER

For details on the risk factors relating to the Issuer refer to pages 3-6 of the 2012 Annual Results (as defined in section “**Documents Incorporated by Reference**”) which is incorporated by reference into this Third Prospectus Supplement.’

DOCUMENTS INCORPORATED BY REFERENCE

The section 'Documents Incorporated by Reference' appearing on pages 44 and 48 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is hereby supplemented by the following:

In addition to what is already specified in the section Document Incorporated by Reference of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement, the Base Prospectus should be read and construed in conjunction with the English version of the 2012 annual results of the Issuer including the audited consolidated financial statements of the Issuer for the year ended 31 December 2012 and the free translation of the associated audit report (**2012 Annual Results**).

Such documents shall be incorporated in and form part of the Base Prospectus, save that any statement contained in the 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.

In addition to what is already specified in the section Documents Incorporated by Reference of the Base Prospectus, the information incorporated by reference above is available as follows:

(3) The English version of the 2012 annual results of the Issuer which was filed with the French *Autorité des marches financiers* including the audited consolidated financial statements of the Issuer for the year ended 31 December 2012 and the free translation of the associated audit report (**2012 Annual Results**).

Further for the purpose of the Prospectus Directive, information can be found in such document incorporated by reference in the Base Prospectus in accordance with the following cross reference list:

CROSS REFERENCE LIST

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RECENT DEVELOPMENTS

The section Recent Developments appearing on page 87 of the Base Prospectus as amended by the First Prospectus Supplement and the Second Prospectus Supplement is supplemented by the following press releases published by the Issuer on 13 February 2013, 12 February 2013, 11 February 2013, 7 February 2013, 30 January 2013, 29 January 2013, 24 January 2013, 14 January 2013, 9 January 2013, 8 January 2013, 20 December 2012, 18 December 2012, 12 December 2012, 8 November 2012.

13 February 2013

Full Year 2012 Financial Results

- Group recurring operating loss of €576 million

- The foundations for the Group's rebound have been laid

In the context of the deterioration of the European automotive market, the overall efforts deployed by the Group and the difficult decisions taken have enabled PSA Peugeot Citroën in 2012 to lay the foundations for its industrial and commercial rebound.

The strong mobilisation around the implementation of the necessary measures enabled the Group to accomplish the following:

- To launch the Peugeot 208 which is number one in Europe in December in its segment
- To roll out successfully Hybrid 4 technology, and reach second position in the hybrid market in Europe
- To exceed our targets in terms of cost reduction (€1.2 billion), asset disposals (€2 billion), and inventory reduction
- To implement a difficult but necessary restructuring plan, within the framework of a responsible social dialogue
- To implement the Alliance with General Motors
- To reinforce the Group's financial security and confirm the funding of BPF for more than three years

These measures, together with the impairment of the Automotive Division assets, announced on February 7th, enable the Group to start 2013 with a solid base to assure its rebound.

Full Year 2012 Results

- Group revenues down 5.2% to €55.4 billion. Automotive Division revenues down 10.3%.
- Consolidated recurring operating loss of €576 million despite a very tough environment, with a recurring operating loss of €1,504 million for the Automotive Division.
- Net loss, Group share of €5,010 million after an impairment charge of €3,009 million in respect of the global value of the Automotive Division assets under the application of IAS 36 and €879 million in application of IAS 12, to reflect the deterioration of the European market, with no impact on the Group's solvency or its liquidity.
- Negative free cash flow of €1,387 million
- Net debt at 31 December 2012 reduced by €211million to €3,148 million, with an Automotive Division net debt[3] reduced by €712 million to €1,256 million.

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[3] *Industrial and Commercial activities excluding Faurecia*

Summary income statement

In € millions	2011(*)	**2012**
Revenues	58,509	**55,446**
Recurring operating income/(loss) As a % of revenue	1,093 1.9%	**(576)** **-1.0%**
Net income, Group share	588	**(5 010)**

(*): Reflects the application of IFRS 5 with respect to the sale of Gefco following the closing on 20 December.

Commenting on these results, Philippe Varin, Chairman of the PSA Peugeot Citroën Managing Board, said:

"The Group's 2012 results reflect the deteriorated environment in the automotive sector in Europe. In this context we have taken the difficult but necessary measures to reorganise our manufacturing base in France. The results of the cost reduction and asset disposal plans have exceeded our targets, highlighting the exceptional commitment of our employees. Finally, our strategic Alliance with GM has entered into execution phase.

Today, the foundations for our rebound have been laid. We are going to build on the strong identity of our brands and differentiate their customer territories. We are going to focus our investments, actively restore our profitability in Europe and reap the benefits from our investments in growing markets."

On this occasion, Thierry Peugeot, chairman of the Supervisory Board of PSA Peugeot Citroën stated:

"Despite the difficult context that the Group is facing, I am extremely confident in the capabilities of all the Groups employees and of the Managing board led by Philippe Varin to turn the situation around and assure our Group's recovery."

Free cash flow: confirmation of our previous guidance

In the current environment, the Group expects to see a contraction in the European market of around 3% to 5% in 2013, and growth of approximately 8% in China, 2% in Latin America and 2% in Russia.

In 2012, free cash flow stands at €-1 387 million. Operational free cash flow (excluding exceptional items and restructuring) amounts to -€3 billion, out of which -€2.5 billion for the Automotive Division and -€0.5 billion for Faurecia.

In 2013, the Group aims to halve the rate of its operational free cash flow consumption, and confirms its objective of restoring operational cash flow to break-even by the end of 2014.

Consolidated results: Recurring Operating loss limited to €576 million despite deterioration of European market

- **Consolidated revenues declined by 5.2% to €55,446 million** in 2012, impacted by the 10.3% drop in Automotive Division revenues, to €38.3 billion, primarily reflecting an 8.8% decline in units sales excluding CKDs, and an unfavourable country mix, with markets in Southern Europe accounting for 57% of Group sales. Revenues from the other Divisions rose during the year, with Faurecia contributing €17,365 million and Banque PSA Finance (BPF) €1,910 million.

- **The consolidated recurring operating loss amounted to €576 million, versus consolidated recurring operating income of €1,093 million a year earlier.** This result was primarily attributable to the Automotive Division, which recorded a loss of €1,504 million for the year compared with a loss of €92 million in 2011, impacted by lower volumes and pricing pressure. It also reflects the suspension in sales of CKD units to Iran since February and the deconsolidation of Gefco. The recession in Europe also weighed on Faurecia's recurring operating income, which declined by 21% to €514 million. At BPF, recurring operating income fell by 26.5% to €391 million, reflecting a revision in November of the statistical model used to calculate provisions in respect of retail loans, which had an exceptional impact of €136 million.

- **Non-recurring operating income and expenses came to a net expense of €4,122 million,** versus a net expense of €417 million in 2011.

  In accordance with IAS36 and the recommendation of the AMF, a non-cash impairment charge of €3,009 million was recognised in 2012 with respect to the tangible and intangible assets of the Automotive Division to reflect the downgraded outlook for the European automobile market. The European market is likely to remain at 2012 levels for the foreseeable future.

  These impairments do not entail any cash out, and are reversible. They lead to a readjustment of the amortisable asset base in future years. Total tangible and intangible assets of the Automotive Division after depreciation stand at €13.9 billion, out of a total Group balance sheet of €64.8 billion.

  In 2012, provisions related to the new measures to reorganise the industrial activities and redeploy the workforce as announced in July 2012, were recognised in the 2012 results for an amount of €528 million, of which €440 million for the Automotive Division. Elsewhere, other non-recurring operating charges of €855 million arose on the impairment of specific assets and provisions for contracts at the Automotive Division of which €612 million were already booked in the first half.

- **Net financial expense rose to €418 million from €329 million in 2011,** reflecting, among other things, the impact of repaying the loan from the French State in 2011, which generated a €73-million provision reversal in the first-half of 2011, the two new bond issues by PSA Peugeot Citroën of €500 million in September 2011 and of €600 million in April 2012, whose finance costs came to €60 million in 2012. On top of these, €59 million came from Faurecia with a new €250 million bond issue and a €140 million tap on the bond issue of November 2011.

- **The net loss, Group share totalled €5,010 million, versus a profit of €588 million in 2011** after the depreciation of assets and exceptional charges. An additional depreciation charge of €879 million was recorded in respect of the net loss of value of deferred taxes under IAS12.

Results by Division

Automotive Division: Cost reduction exceeds target

In € millions	2011	**2012**
Revenues	42,710	**38,299**
Recurring operating income/(loss) *As a % revenue*	(92) *-0.2 %*	**(1,504)** ***-3.9%***

- **Automotive Division revenues declined by 10.3% to €38,299 million in 2012, in a European market down 8.6%, with high exposure for PSA Peugeot Citroën in Southern Europe. Overall Group sales in Europe fell by 14.8% over the year.**

Revenues from new vehicle sales declined by 12.4% to €27,765 million from €31,677 million in 2011.

They benefited in part from, a favourable impact from the product mix, at 2.2%. This confirms the move upmarket of the Peugeot and Citroën brands in 2012, with the launches of the Peugeot 208 (already 220 000 units sold), the Citroën DS5, SUVs and four hybrid vehicles extending the line-up. Premium vehicles accounted for 18% of sales, double their share three years ago.

However this positive impact was insufficient to offset the 11.4% contraction in volumes in comparison with 2011, the first half of which benefited from a surge in registrations ahead of the phase-out of scrappage incentives. Price pressure remained aggressive, resulting in a negative 1.0% price effect. The exchange rate effect was slightly favourable over the year.

Sales outside Europe accounted for 38% of the 2012 consolidated total, compared with 33% in 2011.

- **The Automotive Division reported a recurring operating loss of €1,504 million in 2012, compared with a recurring operating loss of €92 million the previous year .**

The loss reflected the contraction in demand (for €729 million) and the continued adverse impact of raw materials and other costs (for €394 million), with an overall negative impact from the unfavourable operating environment of €1,022 million.

The Group’s significant efforts to reduce costs fed through to savings of €1,181 million, significantly above the target of €1 billion. The product mix continued to improve, with a €321 million gain.

However, these positive effects did not fully offset the €559 million impact of market share losses in the deeply depressed European markets, the contraction in Latin America in the first half, nor the heavy €1,155 million impact from price pressure, notably through product enrichment ahead of new launches. Together, these factors led to a negative Automotive Division performance of €391 million in 2012.

Inventory at 31 December stood at 416,000 vehicles, down 29,000 from 31 December 2010, in line with objectives.

- **Strategic development in China: Units sales driven by commercial successes; dividend up by 32%**

Vehicle sales in China grew by 9.2% to 442,000 units. DPCA profit attributable to PSA Peugeot Citroën came to €171 million for the year. The dividend paid to the Group increased by 31.7% to RMB 776 million from RMB 589 million in 2011.

Two new C segment models, the Citroën C4-L and the Peugeot 3008 SUV, were presented in the second half.

The third plant in Wuhan has been under construction since May 2011, with the first facility scheduled to come on-stream in the second half of 2013. In 2015, DPCA will have a production capacity of 750,000 units a year at Wuhan.

On 28 June 2012, the second Chinese joint venture, CAPSA, introduced the DS line in the local market, with the DS5 and DS4. The DS3 was launched in the second half. 25 DS Stores had been opened as of 31 December. Local production will begin in the second half of 2013. With operations in Shenzhen, the joint venture will have initial annual production capacity of 200,000 vehicles and engines.

- **Sustained expansion in Russia: production launch at full capacity**

In Russia, Group sales rose 4.9% to 78,000 units, with growth led by the locally assembled Peugeot 308 and Citroën C4. In September, these models were joined by the Citroën DS4, DS5 and C4 Aircross and the Peugeot 508 and 4008, as well as the Peugeot 408, the first model to be entirely built in Russia. Local sales of light commercial vehicles increased by 18%, for a 7.4% share of the market (up 0.9 pt).

- **Model line-up renewed in Latin America: ROI break even in the second half of the year.**

In Latin America, Group sales fell 13.2% to 283,000 units, impacted by the prolonged production stoppage at the Porto Real plant and a tense competitive environment. Market share stood at 4.8% for the year. The situation is expected to stabilise, with the model lines currently being renewed. The recent launch of the Peugeot 308 was followed in the second half by the introduction of the Citroën C3. The Citroën DS3, DS4 and C4-Aircross and the Peugeot 508 and 4008 also enhanced the line-up in 2012.

Faurecia: positive contribution to recurring operating result

In € millions	2011	**2012**
Revenues	16,190	**17,365**
Recurring operating income	651	**514**
As a % revenue	4.0%	**3.0%**
Consolidated profit	413	**184**

- Faurecia reported a 7.3% increase in revenues in 2012, with a like-for-like gain of 2.0%. Recurring operating income declined by 21.0% to €514 million as a result of the situation in Europe. Recurring operating margin stood at 3.0% versus 4.0% in 2011.

Banque PSA Finance: record penetration rate at 29.8%, and financing confirmed for over 3 years

In € millions	2011	**2012**
Net banking revenue	1,032	**1,075**
Revenues	1,902	**1,910**
Recurring operating income	532	**391**

- Banque PSA Finance turned in a good performance in 2012, with net banking revenue up 4.2% to €1,075 million despite a contraction in originations reflecting the slowdown in Automotive Division sales. The bank's penetration rate among the Group's customers rose by 2 points to an historic high of 29.8%. Net risk provisions stood at 1.23% of average net loans outstanding, reflecting a revision in the statistical model used to calculate provisions for retail credit losses. The core tier-one capital ratio remained high at around 13%.

- Thanks to the success of several refinancing transactions, the Bank enjoys €8.2 billion in liquidity reserves, in line with its strategy of maintaining a security margin exceeding six months. In 2012, BPF benefited from access to LTRO and ECB financing, and increased its recourse to securitisation to improve the diversification of its financing sources.

- The Bank's refinancing has been strengthened, with confirmed sources covering more than three years:

  - €11.5 billion in confirmed bank facilities with the banking pool.
  - A €7 billion French State guarantee approved on 29 December 2012 to back new bond issues, with the temporary agreement of the European Commission for a €1,2 billion initial amount
  - An increase in the securitization and repo elligible from 18% to around 27%.

- The launch of a passbook savings account for retail customers in the first half of 2013.

Robust financial security

- Net debt of the manufacturing and sales companies amounted to €3,148 million at 31 December 2012 compared with €3,359 million at 31 December 2011. Faurecia's net debt totalled €1,892 million, up from €1,391 million a year earlier. The net debt of the Automotive Division (industrial and commercial companies excluding Faurecia) was reduced by €712 million over the year to €1,256 million.

- With a strong €10.6 billion in financial security, compared with €9.3 billion at 31 December 2011, the financial position is solid, with €7.3 billion in cash reserves and €3.2 billion in undrawn lines of credit.

- These resources were strengthened during the year with the €1 billion capital increase, the issue of €600 million in 5.625% bonds maturing in more than five years, the disposal of €2 billion worth of assets and the payment of an exceptional dividend by Banque PSA Finance. They offset the operational cash flow consumption for the year of €2,807 million excluding exceptional items (exceptional dividend from Banque PSA Finance, asset disposals and financial investments) after consumption of €1,763 million in 2011.

- Funds from operations, which amounted to €1,033 million versus €2,395 million at end-2011, were used to finance €3,814 million in capital expenditure and capitalised R&D to support the Group's development in and outside Europe, product momentum and €67million in financial investments (mainly the CAPSA joint venture). Change in working capital of the manufacturing and sales companies was a negative €602 million, with a limited €339 million decrease in inventories, receivables reflecting seasonal variations and an €835 million decrease in payables due to production stoppages in the last quarter.

- The Group received an exceptional dividend from Banque PSA Finance of €360 million. Asset disposals were above target, with €448 million from the sale of CITER, €634 million from real estate disposals and €897 million from the sale of Gefco. The capital increase raised an additional €967 million in equity financing, with another €89 million from the sale of treasury stock and rights.

- **Strengthened financial position and balance sheet**

  With €7.3 billion in cash resources at 31 December 2012 and €3.2 billion in undrawn back-up facilities, the balance sheet of the manufacturing and sales companies remains solid. Equity amounted to €10,557 million at 31 December 2012 and gearing stood at 29.8% compared with 23% at end-2011.

Financial Calendar

- 24 April 2013: First-quarter 2013 revenue
- 24 April 2013: Annual Shareholders' Meeting
- 31 July 2013: First-half 2013 results

The consolidated financial statements for the year ended 31 December 2012 were approved by the Managing Board on 11 February 2013 and reviewed by the Supervisory Board on 12 February 2013. The Group's Statutory Auditors have audited the financial statements and are currently issuing their reports.

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PSA Peugeot Citroën announced today that its 2012 financial report is now available and has been filed with the French Autorité des Marchés Financiers (AMF). The report and the 2012 financial results presentation are available on

www.psa-peugeot-citroen.com, in the "Analysts/Investors" section.

Appendices

Consolidated Statements of Income

	2012				2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Sales and revenue	53,860	1,910	(324)	**55,446**	56,926	1,902	(319)	**58,509**
Recurring operating income/(loss)	(967)	391	-	**(576)**	561	532	-	**1,093**
Non-recurring operating income/(expense)	(4,121)	(1)	-	**(4,122)**	(417)	-	-	**(417)**
Operating Income/(loss)	(5,088)	390	-	**(4,698)**	144	532	-	**676**
Consolidated profit/(loss)	*(5,218)*	*293*	-	***(4,925)***	*430*	*354*	-	***784***
Attributable to equity holders of the parent	(5,296)	281	5	**(5,010)**	238	345	5	588
Attributable to minority interests	78	12	(5)	**85**	192	9	(5)	**196**
(in euros)								
Basic earnings/(loss) per €1 par value share				**(15,60)**				**2,64**

Consolidated Balance Sheets

Assets	31 December 2012				31 December 2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Total non-current assets	21,172	425	-	21,597	25,286	367	(25)	25,628
Total current assets	17,200	26,699	(656)	43,243	16,550	27,431	(618)	43,363
Total assets held for sale	9	0	0	9	0	0	0	0
TOTAL ASSETS	**38,381**	**27,124**	**(656)**	**64,849**	**41,836**	**27,798**	**(643)**	**68,991**

Equity and Liabilities	31 December 2012				31 December 2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Total equity				10,557				14,494
Total non-current liabilities	12,228	342	-	12,570	12,184	369	-	12,553
Total current liabilities	18,971	23,361	(656)	41,676	18,849	23,738	(643)	41,944
Total liabilities related to discontinued operations	46	0	0	46	**0**	**0**	**0**	**0**
TOTAL EQUITY & LIABILITIES				**64,849**				**68,991**

Consolidated Statement of Cash Flows

	2012				2011			
(in millions of euros)	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**	**Manufacturing and Sales Companies**	**Finance Companies**	**Eliminations**	**TOTAL**
Consolidated profit/(loss)	**(6,021)**	**293**	**-**	**(5,728)**	**280**	**354**	**-**	**634**
Funds from operations	**1,033**	**290**	**-**	**1,323**	**2,395**	**339**	**-**	**2,734**
Net cash from operating activities	431	1,050	(64)	1,417	1,717	17	(179)	1,555
Net cash used in investing activities	(2,450)	(1)	3	(2,448)	(3,635)	(19)	-	(3,654)
Net cash from/(used in) financing activities	2,387	(532)	4	1,859	(2,663)	(158)	78	(2,743)
Effect of changes in exchange rates	(6)	(2)	2	(6)	5	(2)	2	5
Net increase/(decrease) in cash and cash equivalents	**362**	**515**	**(55)**	**822**	**(4,576)**	**(162)**	**(99)**	**(4,837)**
Net cash and cash equivalents at beginning of year	4,692	1,154	(223)	5,623	9,253	1,316	(127)	10,442
Cash and cash equivalents at end of year	**5,399**	**1,669**	**(279)**	**6,789**	**4,692**	**1,154**	**(223)**	**5,623**

Paris, 12 February 2013

Confirmation of M. Louis Gallois's cooptation as a Member

of the Supervisory Board of Peugeot S.A.

The Supervisory Board of Peugeot S.A. today agreed to coopt Mr Louis Gallois as a member of the Supervisory Board, replacing Mr Marc Friedel.

Mr Marc Friedel has been appointed non-voting advisor.

Mr Louis Gallois's cooptation will be submitted to shareholder ratification at the Annual Meeting on 24 April 2013.

Media Contact: (+33).1.40.66.42.00.

Paris –11 February 2013

Banque PSA Finance announces that it has received the European Commission's temporary authorization to use the French State's guarantee as security for its future bond issues

On 11 February, Banque PSA Finance obtained the European Commission's temporary authorization to use the French State's guarantee to secure its debt issuance in the period from 1 January 2013 to 31 December 2016. The guarantee was voted by the French parliament on 29 December 2012 and has been granted in exchange for a premium. It concerns total issues of up to €7 billion and covers the principal amount of the debt issues plus related interest, costs and incidental expenses.

The European Commission's authorization has been obtained for the first €1.2 billion tranche of issuance with a term of up to 36 months, to be carried out in the next six months, corresponding to the period needed by the Commission to issue its final decision concerning this State support.

A 5-member guarantee monitoring committee, comprising representatives of the French State and the PSA Peugeot Citroën Group, will oversee the coordinated implementation of the guarantee.

The temporary authorization to use the guarantee, along with the increase in the securitization programme and the rollover of bank facilities provide Banque PSA Finance with robust refinancing resources, in terms of their amount and duration, together with good visibility.

Paris, 07 February 2013

PSA Peugeot Citroën: result of impairment tests on Automotive Division assets for Financial Year 2012

PSA Peugeot Citroën's 2012 results to be published on 13 February 2013 will include an impairment charge on the assets of the Automotive Division reflecting the impact on the Group of the deterioration of the European market.

This measure will not involve any cash-out, nor will it affect either the Group's liquidity or its solvency.

As part of the 2012 year-end closing process and in line with the accounting standards guidelines issued by France's securities regulator, the *Autorité des Marchés Financiers*, PSA Peugeot Citroën has undertaken an analysis of the difference between the value of its consolidated equity in the balance sheet and its economic value based on future discounted cash flows. The discount rate (Weighted Average Cost of Capital - WACC) of the automotive sector has also been revised. This analysis takes into account the outlook for the Group in the context of the deterioration of the European market, which is likely to remain at 2012 levels for the foreseeable future.

The difference leads to a depreciation of the global Automotive Division assets value in the accounts at 31 December 2012 of €3,888 million, broken down as follows:

- Impairment charge on the Automotive division assets under IAS36 in respect of 2012 — 3 009 M€
- Adjustment in net value of deferred taxes — 879 M€

This measure will not involve any cash-out. It is reversible, and is not related to goodwill.

In addition, other impairments relating to specific assets and provisions for onerous contracts of the Automotive division, booked in the non-recurring operating result, amount to €855m before tax for the full year 2012 (out of which €612m were already accounted in H1 2012).

All these charges will impact PSA Peugeot Citroën's net Income Group share in 2012, but do not affect its solvency nor its liquidity. The depreciation of these assets has no impact on cash.

These depreciations do not affect the Group's operational free cash flow targets. PSA Peugeot Citroën confirms its objective of net debt for December 31, 2012 which should amount to approximately €3 billion.

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Porto Real, 30 January 2013

PSA Peugeot Citroën

Launches Production of the Peugeot 208 in Brazil

PSA Peugeot Citroën launched series production of the Peugeot 208 today at its Porto Real facility in Brazil. Thierry Peugeot, Chairman of the Supervisory Board of PSA Peugeot Citroën, Philippe Varin, Chairman of the Managing Board and Carlos Gomes, Senior Vice President Latin America, attended the launch ceremony alongside Sergio Cabral, Governor of Rio de Janeiro State.

The Group has invested more than €305 million to develop the Peugeot 208 and to prepare and expand the Porto Real facility, lifting annual production capacity from 150,000 vehicles at present to 200,000 at full ramp-up.

The engineers and stylists at the Group's Latin America Tech Centre have adapted the vehicle to local driving conditions, notably by equipping it with flex-fuel engines produced by PSA Peugeot Citroën in Brazil.

The Peugeot 208 is already produced in Europe at Group plants in Poissy and Mulhouse (France) and Trnava (Slovakia). More than 220,000 units have been sold.

Today's launch in Brazil, one year after production began in France, reflects the Group's strategy of marketing vehicles with a global profile, like the recently unveiled Peugeot 2008. In 2012, markets outside Europe accounted for 38% of sales versus 24% in 2009, putting PSA Peugeot Citroën on track to meet its objective of increasing the share of non-European sales to 50% in 2015.

Philippe Varin, Chairman of the Managing Board, noted: *"Brazil is a key market, as well as a key focus of our international expansion strategy, which is well underway. The local launch of the Peugeot 208 is a very exciting project, and I commend you on its success."*

Carlos Gomes, Senior Vice President Latin America, added: *"Our Brazilian R&D and design teams did extensive work to integrate and adapt the Peugeot 208 so we can respond as effectively as possible to customer expectations."*

PSA Peugeot Citroën in Latin America

PSA Peugeot Citroën began production in Brazil in 2001, when it inaugurated its Porto Real plant in Rio de Janeiro State. In addition to the Peugeot 208, the site already produces the Peugeot 207 in various versions, including the Hoggar Pick-up, as well as the Citroën C3, C3 Aircross and C3 Picasso. The Group has nearly 5,000 employees in Brazil. It sold more than 277,000 vehicles in Latin America in 2012, of which 146,700 in Brazil.

The Latin America Tech Centre, PSA Peugeot Citroën's local R&D and design centre, is home to around 780 engineers and stylists. The Centre operates at several sites in Brazil and Argentina, where the Group also has a plant in Palomar.

PSA Peugeot Citroën – Brazil website (in Portuguese)

http://psa-peugeot-citroen.com.br/

About PSA Peugeot Citroën

With its two world-renowned brands, Peugeot and Citroën, ***PSA Peugeot Citroën*** *sold 2.9 million vehicles worldwide in 2012, of which 38% outside Europe. The second largest carmaker in Europe, PSA Peugeot Citroën has sales operations in 160 countries. PSA Peugeot Citroën is also involved in financing activities (Banque PSA Finance) and automotive equipment (Faurecia).*

For more information, please visit www.psa-peugeot-citroen.com

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Paris, 29 January 2013

PSA Peugeot Citroën Industrial Restructuring Plan:

Procedure Not Suspended

PSA Peugeot Citroën takes note of the Paris Appeals Court's decision of 28 January 2013 overruling a decision handed down by the Paris High Court *(Tribunal de Grande Instance)* on 25 September 2012, which rejected a complaint filed by the CGT labour union representatives of Faurecia Intérieurs Industries.

The Appeals Court's decision does not call into question the information and consultation procedure carried out by PSA Peugeot Citroën within its Automotive Division. On this point, the Appeals Court dismissed the CGT FII's request that the procedure be suspended for non-compliance with the obligation to consult the European Works Council.

The information and consultation procedure concerning PSA Peugeot Citroën's industrial restructuring project has therefore been neither suspended nor annulled.

The Paris Appeals Court did, however, find that Faurecia Intérieurs Industries needs to conduct an information and consultation procedure with its European Works Council concerning the possible consequences of the Automotive Division restructuring project before PSA Peugeot Citroën may effectively implement the restructuring plan.

Consequently, and without prejudice to any further action that could be taken by PSA Peugeot Citroën or one of its subsidiaries, Faurecia Intérieurs Industries will begin the information and consultation procedure with its European Works Council immediately.

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January 24, 2013

GM and PSA Peugeot Citroën Provide Further Details of their Global Strategic Alliance

Detroit/Paris. Steve Girsky, GM Vice Chairman, and Philippe Varin, Chairman of the PSA Peugeot Citroën Managing Board, responded to questions from journalists during a meeting organized at the Maison de l'Automobile in Brussels today.

The meeting offered an opportunity to discuss in detail the progress made by the two partners in their global strategic alliance announced on 29 February 2012.

As indicated by both groups on December 20, 2012, the final agreements concerning purchasing, logistics and the development of common vehicle projects were signed in line with the initially announced schedule.

Balance in joint product development

Tasks and responsibilities with respect to the joint product development programs have been fairly and evenly distributed, in a commitment to enabling both partners to gain maximum advantage from the collaborative venture:

- The C-segment multi-purpose vehicle for Opel/Vauxhall, the C-segment crossover utility vehicle for the Peugeot brand and the B-segment multi-purpose vehicles for both carmakers will be developed on PSA Peugeot Citroën platforms.
- GM will lead the development of B-segment multi-purpose vehicles for both Groups.
- The updated B-segment platform for low emission vehicles, designed for the new generation of Opel/Vauxhall and PSA Peugeot Citroën cars in Europe and beyond, will be co-developed by both partners.

Joint purchasing organisation in Europe

Both companies had also signed a definitive agreement related to Purchasing. All relevant regulatory approvals were received in the meantime and the joint purchasing organization ("JPO") will become operational shortly. In the transition phase leading up to the start-up of the JPO a GM executive will be appointed as an implementation executive in charge of putting the structures of the joint purchasing organization into place. After a maximum of one year the implementation Executive will be replaced by a Vice President Purchasing and a Deputy Vice President Purchasing – one from each company on a revolving basis.

Further Global Initiatives

GM and PSA Peugeot Citroën also confirmed their intention to develop new global projects to broaden their alliance and seize new opportunities. In this regard, they are exploring opportunities in growth markets including Latin America and Russia, which represent priority regions for both Groups,

In addition, the two Groups are aiming to jointly develop a new generation of small, fuel-efficient, high performance three-cylinder petrol engines, derived from PSA Peugeot Citroën's EB line of small petrol engines.

About General Motors

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.*

About PSA Peugeot Citroën

With its two world-renowned brands, Peugeot and Citroën, ***PSA Peugeot Citroën*** *sold 2.9 million vehicles worldwide in 2012, of which 38% outside Europe. The second largest carmaker in Europe, PSA Peugeot Citroën has sales operations in 160 countries. PSA Peugeot Citroën is also involved in financing activities (Banque PSA Finance) and automotive equipment (Faurecia).*

For more information, please visit www.psa-peugeot-citroen.com

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Paris –14 January 2013

Banque PSA Finance rolls over its bank facilities

Banque PSA Finance signed a new €4.1 billion 5-year syndicated loan agreement on 11 January 2013. The facility was oversubscribed, with 18 banks from eight different countries taking part.

On the same day, as part of the plan to streamline and extend its back-up facilities, the Bank negotiated an extension of a €1.2 billion revolving line of credit to January 2016. Having also rolled over for €1.8 billion line of credit to December 2015, it now has unused drawing rights totalling €3 billion.

Lastly, Banque PSA Finance has rolled over the majority of its bilateral bank facilities, strengthening its ties with its banking pool comprising over fifty institutions worldwide.

Together, these transactions allow Banque PSA Finance to confirm the availability of €11.5 billion worth of medium-term bank financing.

Thanks to the roll-over of these bank facilities, along with the securitization programs and the planned issues of State-guaranteed bonds, Banque PSA Finance now has robust sources of refinancing and good visibility of their amount and duration.

Paris - 9 January 2013

PSA Peugeot Citroën Faces Sharply Lower Demand in Europe
But Achieves Gains in International Markets
Worldwide Sales of 2,965,000 Units in 2012

2012 Highlights

- **Worldwide sales of assembled vehicles down 8.8% to 2,820,000 units.**
- **Sales of new vehicles and CKD units down 16.5% to 2,965,000 units, reflecting the suspension of CKD sales in Iran.**
- **Percentage of assembled vehicles sold outside Europe up sharply, to 38% of the total from 33% in 2011.**
- **European leader once again in low-carbon vehicles, with corporate average CO_2 emissions of 122.9 g/km.**
- **Successful launch of the Peugeot 208.**
- **300,000 Citroën DSs sold worldwide since launch.**

In 2012, the worldwide automobile market showed decidedly mixed trends, with demand continuing to contract in 30-country Europe (down 8.6%), while expanding in Russia (up 10.1%), China (up 7.2%) and Latin America (up more than 5.6%).

In this environment, PSA Peugeot Citroën recorded worldwide unit sales of 2,820,000 assembled vehicles, down 8.8%. Together, sales of assembled vehicles and CKD units totalled 2,965,000 ,down 16.5%.

The decline in Group sales reflects the crisis affecting the European automobile market. Southern Europe, where PSA Peugeot Citroën has a particularly large presence, was hit hardest, with the market down 13.3% in France, 14.9% in Spain and 20.9% in Italy. The Group's 2012 market share in 30-country Europe came to 12.7%, corresponding to a share of 13% based on the 2011 market weighting.

In addition, the decision to suspend sales of CKD units in Iran as from February in compliance with international regulations, which made it impossible to finance Iran-bound sales due to tighter international sanctions, also impacted Group sales in 2012. A total of 457,900 CKD units were sold in Iran in 2011.

PSA Peugeot Citroën's strategy to expand its international presence has produced results, with the percentage of assembled vehicles sold outside Europe climbing from 24% of the total in 2009 to 33% in 2011 and 38% in 2012. The Group confirms its target of generating 50% of sales outside Europe in 2015.

The year was also shaped by the successful launch of the Peugeot 208, with 221,000 units sold. The introduction of 3-cylinder petrol engine versions in the summer added to the sales dynamic.. In Europe, the Peugeot 208 has been the top-selling diesel in its segment since June. This performance helped make

Peugeot the leading European brand in the segment in the second half of the year. In December, the Peugeot 208 was the best-selling car in France, all categories combined.

Similarly, the Group's upmarket strategy is on track. The percentage of sales generated by premium vehicles has doubled over the past three years to 18% of the Group total. This reflects, in part, the first full year of sales of the Group's world premiere diesel hybrids. With 22,000 units delivered in 2012, PSA Peugeot Citroën ranks second in hybrid vehicle sales in Europe, where one Peugeot 508 out of five, one Peugeot 3008 out of six and one Citroën DS5 out of four feature diesel hybrid technology.

Lastly, PSA Peugeot Citroën maintained its low-carbon leadership in Europe, with corporate average CO_2 emissions of 122.9 g/km.

Frédéric Saint-Geours, Executive Vice-President, Brands noted:

"PSA Peugeot Citroën has felt the full force of the sustainable decline in Europe's automobile markets. This situation makes our international strategy more necessary than ever. We stepped up our global expansion in 2012 and will continue in 2013, with a growing presence in China, Latin America and Russia. 2013 will be another difficult year in Europe, but we have innovative and attractive vehicles there. The Group will build on the success of the DS line, the Peugeot 208, our HYbrid4 vehicles and Europe's lowest carbon emissions line-up. We will also be lifted by new launches in 2013, with the largest number of new Peugeot and Citroën models ever coming to market in a single year."

Negative impact from Southern Europe

The overall European market contracted by 8,6% in 2012, with the individual markets experiencing a variety of trends. Southern Europe*, which accounted for 57% of the Group's European sales in 2012, was particularly hard hit by the economic crisis. Automobile demand declined by 13.3% in France, 14.9% in Spain, 20.9% in Italy and 40% in Portugal—all countries in which the Group has a heavy presence. This particularly unfavourable market mix was a major factor in the Group's lower market share, which stood at 12.7% versus 13.3% in 2011.

In this very difficult environment, PSA Peugeot Citroën nonetheless increased its share of the Italian market by 0.6 pt to 10.2%. Peugeot and Citroën also benefited from the healthy UK market (up 3.8%), where the popularity of Citroën's DS line and a good performance by the Peugeot 208 lifted market share by 0.2 pt to 9.3%. In Spain, PSA Peugeot Citroën reached a market share of 17.1%, which makes Peugeot and Citroën the second and third best-selling brands in the market.

In France, where sales of passenger cars and light commercial vehicles contracted by 13.3% in relation to 2011, Peugeot was the most resilient French brand, with 369,000 vehicles sold and 16.2% of the market.

The Group also confirmed its leadership of the European light commercial vehicle market, with a share of 20.8%.

** France, Spain, Italy and Portugal*

Global expansion produces results

China: sales up faster than the market

In a Chinese automobile market up 7.2% in 2012, Group sales rose 9.2% to 442,000 units, lifting market share to 3.5%. Sales of Peugeot brand vehicles jumped 24% to 216,000 units.

These figures confirm the success of the Group's strategy in China. The introduction of the Peugeot 3008 and Citroën C4 L in early 2013, followed by the Citroën C-Elysée and Peugeot 301, will continue to drive sales growth at Dongfeng Peugeot Citroën Automobile (DPCA) during the year, as will the development of the dealer networks.

The Group's second joint venture in China, Changan PSA Automobile (CAPSA) launched the Citroën DS line in 2012 as a premium brand and is building a dedicated dealership network. CAPSA's product strategy, which combines imported vehicles and local production, will enter a new phase in the second half of 2013 when production begins on the Citroën DS5 at the Shenzhen plant.

Latin America: a mixed situation

Lifted by an improved economic climate in Brazil, the Latin American car market expanded by 5.6% in 2012. Group registrations declined by 8.3% to 277,000 units, for a market share of 4.8%.

The situation in Latin America was mixed in 2012. In Brazil, the sales tax on imported vehicles primarily helped the B popular segment, in which the Group has no presence. PSA Peugeot Citroën sales in Brazil were also negatively impacted by work to increase production capacity at the Porto Real plant, which has now been completed. In Argentina, on the other hand, registrations rose by 4.4%, giving the Group a 13.8% share of the market. For the second year in a row, the Palomar plant was the country's leading automobile production site, turning out 129,500 vehicles in one year.

In 2013, sales in Latin America will be lifted by recent and upcoming model launches, notably the Citroën C3 and the Peugeot 208.

Russia: vibrant sales and production

The Russian automobile market continued to grow in 2012, by 10.1%. In this environment, Group sales rose by 7.4% to 77,300 units, for a market share of 2.6%. This performance reflects the 2012 launches of the Peugeot 408, 508 and 4008 and of the Citroën C4 Aircross, DS4 and DS5. Sales trends were particularly vibrant in the light commercial vehicle segment, where Group registrations increased by 18% in a market up 3.9%.

Peugeot and Citroën continued to extend their dealer networks, which now cover more than 90% of the country, including Russia's 25 largest cities. In addition, the Kaluga plant became fully operational in July.

The Group also enhanced its presence in Ukraine, with market share widening to 3.4% from 2.9% in 2011.

Total sales in the CIS (including Russia) reached 88,000 units over the full year, an increase of 110% since 2009.

Rest of the world

In the rest of the world, Group sales rose by 16.5%, with an exceptional performance in Algeria and other North African countries. In an Algerian market up 45%, Group sales more than doubled to 81,000 units from 39,800 in 2011.

Continued drive to move the range upmarket

In an increasingly "bipolar" European market experiencing a sustained decline, the strategy to move the Peugeot and Citroën brands upmarket has proven more relevant than ever.

Premium vehicles now account for 20% of Peugeot new vehicle orders, and Citroën has sold close to 300,000 vehicles from the DS line (DS3, DS4 and DS5) since it was launched in March 2010. The DS line accounted for 18% of Citroën's new vehicle orders in Europe in 2012.

In Germany, the Citroën DS3 was voted "Best Import" by the readers of Auto Zeitung magazine.

The new Citroën DS3 Cabrio will be added to the line-up in early 2013.

PSA Peugeot Citroën leads in reducing CO_2 emissions and exceeds European requirements

In 2012, PSA Peugeot Citroën maintained its position as the European leader in carbon reduction, with corporate average emissions of 122.9 g/km* of CO_2 versus 127.5 g/km in 2011.

This performance exceeds the 130 g/km target set by Brussels for 2015.

38.1% of Group vehicles sold in Europe emit less than 111 g/km of CO_2, versus 30.3% in 2011.

The Group is pursuing four synergistic avenues to continue reducing carbon emissions:

- Optimised internal combustion engines, with the family of 3-cylinder petrol engines.
- Micro-hybrid technologies, with the extension of the second-generation e-HDi Stop & Start on all Peugeot and Citroën diesel ranges.
- Electric vehicles.

- Hybrid technologies, with the market introduction of the Peugeot 3008, 508 and 508 RXH and the Citroën DS5.

** Updated figures as of 31 October 2012*

Outlook for 2013

The European market should continue to contract in 2013, by 3% to 5%. In this environment, the Peugeot and Citroën brands will step-up their sales offensive with 17 launches worldwide, of which nine in Europe. This should lower the line-up's average age to 3.5 years.

The Group will pursue its upmarket strategy with numerous new models in 2013, including the Citroën DS3 Cabrio and the Peugeot 208 GTI, 208 XY and 2008.

In China, DPCA has four launches scheduled and Changan PSA Automobile (CAPSA), the Group's second joint venture, will begin local production in the second half of the year. These developments give PSA Peugeot Citroën a solid footing to pursue its development in a market that will enjoy sustained growth in 2013.

In Latin America, after a year of transition and transformation, the Group is well primed for a return to sales growth as the Porto Real plant begins production of the Peugeot 208 for market launch in the spring and other models are introduced to the market during the year.

In a Russian market expected to grow by around 5%, the Group will pursue its development strategy by leveraging a young range that includes six models launched in 2012. This dynamic will be maintained in 2013 with the introduction of the Peugeot 208 and 301 and the Citroën C-Elysée and C4 L.

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

Worldwide Sales of PSA Peugeot Citroën Passenger Cars and Light Commercial Vehicles, 2012 versus 2011

		2011	2012
Europe*	Peugeot	1,101,000	**947,000**
	Citroën	962,000	**811,000**
	Total PSA	2,063,000	**1,758,000**
Russia	Peugeot	45,000	**45,000**
	Citroën	29,000	**34,000**
	Total PSA	75,000	**78,000**
Latin America	Peugeot	190,000	**174,000**
	Citroën	136,000	**110,000**
	Total PSA	326,000	**284,000**
China	Peugeot	174,000	**216,000**
	Citroën	231,000	**226,000**
	Total PSA	404,000	**442,000**
Rest of the world	Peugeot	146,000	**173,000**
	Citroën	78,000	**84,000**
	Total PSA	224,000	**257,000**
Total Assembled Vehicles	**Peugeot**	1,656,000	**1,555,000**
	Citroën	1,436,000	**1,265,000**
	Total PSA	3,092,000	**2,820,000**
CKD Units	Peugeot	458,000	**145,000**
	Citroën	0	**0**
	Total PSA	458,000	**145,000**
Total Assembled Vehicles and	**Peugeot**	2,114,000	**1,700,000**

CKD Units			
	Citroën	1,436,000	**1,265,000**
	Total PSA	3,549,000	**2,965,000**

** Europe = EU, EFTA and Croatia*

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Paris - 8 January 2013

Banque PSA Finance successfully issued €3.1 billion of new asset backed securities in 2012

Banque PSA Finance accelerated its securitization program in 2012, reaching a new level with the success of five operations realised in four markets (France, the United Kingdom, Spain and Italy) amounting to €3.1 billion of senior notes.

Against a background of financial market volatility, Banque PSA Finance increased the share of its funding undertaken through its securitization program, thereby demonstrating its ability to strengthen and diversify its funding sources in order to support the sales of PSA Peugeot Citroën.

Paris – 20 December 2012

PSA Peugeot Citroën and JSC Russian Railways (RZD) Complete the Acquisition by RZD of 75% interest in GEFCO

PSA Peugeot Citroën announced today the completion of the sale of shares representing 75% of the capital and voting rights of PSA's subsidiary, GEFCO S.A., to JSC Russian Railways (RZD), in accordance with the agreement signed on November, 5th, 2012.

PSA Peugeot Citroën sold 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.

With RZD, Gefco will 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 will propose unrivalled logistics services between Europe and Asia by combining the strengths of the two groups. The new entity will become a global leader in diversified industrial supply chain logistics.

RZD intends to retain the management of Gefco and all of its existing business units, including those engaged in providing services to PSA Peugeot Citroen.

The protection of the sustained quality of the logistics services provided by GEFCO to PSA Peugeot Citroën as well as the protection of both parties interests is guaranteed through a shareholders' agreement between PSA Peugeot Citroën and RZD.

The transaction received a positive opinion by the Works Councils of PSA Peugeot Citroën and Gefco SA.

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

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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20 December 2012

PSA Peugeot Citroën and General Motors Report Further Progress on their Global Strategic Alliance

- **Major Product Development and Purchasing agreements signed**
- **Expansion of scope to also include powertrain**
- **Strengthening ties and cementing the Alliance**

PSA Peugeot Citroen (PSA) and General Motors (GM) today confirm the signature of major agreements in the execution of their Global Strategic Alliance. Consistent with the terms of the Master Agreement dated February 29, 2012, the Alliance partners have signed definitive agreements related to three of the initial vehicle projects as well as to the purchasing joint venture.

Three Common Vehicle Platform Development Projects

The first common vehicle projects selected encompass platform / architecture developments in the following segments:

1. A joint program for a C-MPV[4] for Opel/Vauxhall and a C-CUV[5] for the Peugeot brand
2. A joint MPV[6] program for the B-segment for both Groups
3. The co-development of an upgraded low CO2 B-segment platform to feed Opel/Vauxhall and PSA's next generation of cars in Europe and other regions

Additional joint vehicle projects to further strengthen the Alliance are under review and in due course will be subject to future announcements.

The first vehicles resulting from this cooperation are expected to be launched in 2016. The Opel/Vauxhall, Peugeot and Citroen models will be highly differentiated and fully consistent with their respective brand characteristics.

Creation of Purchasing joint venture

The Alliance partners have signed a definitive agreement to create a joint purchasing organization in Europe supported by a purchasing joint venture. This new organization will draw on the combined purchasing reach of both companies to realize purchasing synergies. This is still subject to anti-trust approvals.

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4 Multi-purpose vehicle for the C segment

5 Crossover utility vehicle for the C segment

6 Multi-purpose vehicle

Further global initiatives

Based on the success of their collaboration, the partners also announce their intention for new additional global initiatives to broaden the scope of their Alliance and seize future opportunities:

- Co-development of a next generation of high-performance, efficient small gas engines derived from PSA's global small petrol engine program (EB engine),
- Exploration of product and industrial initiatives in Latin America or other growth markets.

About General Motors
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.*

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For more information, please visit www.psa-peugeot-citroen.com

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Paris – 18 December 2012

Louis Gallois is coopted to the
Peugeot S.A. Supervisory Board

The Supervisory Board of Peugeot S.A. today agreed to coopt Louis Gallois as Lead Independent Member during its next meeting.

The appointment will be submitted to shareholder ratification at the Annual Meeting on 24 April 2013.

Biography of Louis Gallois

Born 26 January 1944

Graduated from HEC business school and Ecole Nationale d'Administration

- Director, French Treasury – Senior civil servant 1972-1981
- Head of the Cabinet Office of the Ministry of Research and Technology 1981–1982
- Head of the Cabinet Office of the Ministry of Research and Industry 1982
- Director General for Industry 1982–1986
- Advisor in the Ministry of the Economy and Finance 1986–1988
- Head of the Civil and Military Cabinet Office of the Ministry of Defence 1988–1989
- Chairman and Chief Executive Officer of SNECMA 1989–1992
- Chairman and Chief Executive Officer of Aérospatiale 1992–1996
- Chairman of SNCF French National Railways 1996–2006
- Co-Chief Executive Officer of EADS and Chief Executive Officer of Airbus 2006–2007
- Chief Executive Officer of EADS 2007–2012
- General Commissioner for Investment 2012

Director, Ecole Centrale engineering school

Member of the Supervisory Board of Michelin

Paris – 12 December 2012

Restructuring Plan: End of the consultation period on the economic chapter and continuation of negotiations on the support measures

A summary review of the SECAFI audit report on the Group's restructuring plan was presented yesterday to management and the members of the Central Works Council during a special meeting.

Following the meeting, the Central Works Council members were consulted. Four of the six unions (CFE-CGC, FO, CFTC and GSEA) issued an unfavourable opinion, while recognizing the need to quickly undertake the Group's restructuring.

In addition, the majority of the unions approved the early separation programme designed to encourage outplacement.

Today's Central Works Council meeting therefore completes the first phase of consultation with employee representatives.

Management and the unions may now continue negotiations on the support measures proposed by the Group as part of the restructuring plan.

Group management confirms the commitments undertaken to reindustrialise the Aulnay and Rennes facilities, as well as the employee reconversion objectives for Aulnay and the development of additional activities at the Rennes plant.

These negotiations should be concluded by the end of first-quarter 2013.

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Paris – 08 November 2012

Banque PSA Finance revises its statistical provisioning model for retail loans

The statistical provisioning model used by Banque PSA Finance for retail loans has been revised, notably to take into account the worsening conditions in the PSA Peugeot Citroën Group's markets, particularly in Southern Europe.

Application of the new estimates to outstanding loans is expected to lead to an increase in retail credit loss provisions of around €130 million, reflecting the Bank's conservative management approach. The additional impairment will be reported in the Banque PSA Finance's 2012 recurring operating income under change in accounting estimates. This impairment mainly concerns retail loans dating back prior to 2009.

The Bank's more selective approach to new business and application of stricter eligibility criteria for higher risk products since 2009 have helped to return default rates to the levels observed before the 2008 financial crisis. The Bank's main subsidiaries have reported a reduction in expected losses on loans granted since 2009, following the implementation of energetic measures to improve collection processes for non-performing loans and to upgrade systems for managing these processes.

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 2012 were audited by the statutory auditors who issued an audit report which is reproduced on pages 130 to 132 of the 2012 Annual Results. This report contains four observations:

- Note 1.4 on significant estimates and assumptions which specifies the accounts for which estimates and assumptions used are particularly sensitive;
- Note 8.1 on the impairment test on the assets of the automotive segment which leads to the recognition of an impairment for an amount of €3,009M;
- Note 12.1.C on the impairment test on deferred tax assets which leads to the recognition of an impairment for a net amount of €879M;
- Note 37 which sets out the Group's and Banque PSA Finance's liquidity position.

Paris, 21 February 2013

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Membre du Directoire

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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 Third Prospectus Supplement the visa no. 13-051 on 21 February 2013. This document, 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.