SECOND PROSPECTUS SUPPLEMENT DATED 14 NOVEMBER 2013
TO THE BASE PROSPECTUS DATED 28 JUNE 2013

Peugeot S.A.

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

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

guaranteed by GIE PSA Trésorerie

This supplement ("**Second Prospectus Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 28 June 2013 (the "**Base Prospectus**") as supplemented by a first prospectus supplement dated 5 August 2013 (the "**First Prospectus Supplement**") prepared in relation to the €5,000,000,000 Euro Medium Term Note Programme of Peugeot S.A. ("**PSA**" or the "**Issuer**") guaranteed by GIE PSA Trésorerie (the "**Programme**"). The Base Prospectus as supplemented by the First Prospectus Supplement constitutes a base prospectus for the purpose of the Directive 2003/71/EC (which includes the amendments made by Directive 2010/73/EU) (the "**Prospectus Directive**"). The *Autorité des marchés financiers* (the "**AMF**") has granted visa no.13-315 on 28 June 2013 on the Base Prospectus and visa no. 13-447 on 5 August 2013 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 sections "Recent Developments" of the Base Prospectus 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 in 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 and in 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.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Second Prospectus Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Prospectus Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 18 November 2013.

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RECENT DEVELOPMENTS

The section Recent Developments, appearing on pages 123 to 148 of the Base Prospectus is supplemented by the following press releases published by the Issuer on 4 September 2013, 10 September 2013, 30 September 2013, 1 October 2013, 8 October 2013, 14 October 2013, 23 October 2013, 24 October 2013, 25 October 2013, 29 October 2013 and 5 November 2013.

Paris, 4 September 2013

PSA Peugeot Citroën launches a new family of diesel engines project at the Française de Mécanique plant

A new family of diesel engines, called DV-R, is scheduled for roll out in 2017-2018, replacing the 1.4 and 1.6-liter models that currently equip all PSA Peugeot-Citroën platforms.

This new family of engines will strengthen the Group's environmental leadership and comply with the Euro 6.2 emissions standard beginning in 2017.

The first DV-R production module installed at the Française de Mécanique facility in Douvrin, in northern France, will have an annual capacity of 640,000 engines. The Group will invest nearly €60 million in this phase of the project.

Française de Mécanique's highly skilled workforce and efforts to increase competitiveness played a decisive role in choosing the plant to produce the new line-up.

In 2018, a second production module with an annual capacity of 640,000 engines will be installed at the Trémery facility in eastern France.

The diesel engine project reaffirms PSA Peugeot Citroën's commitment to maintaining deep manufacturing roots in France and increasing capital projects in its home market.

About Française de Mécanique

An equally owned subsidiary of PSA Peugeot Citroën and Renault, Française de Mécanique was created in 1969. Located in Douvrin in northern France, the facility has 3,200 employees and produces four families of engines – three for PSA Peugeot Citroën and one for Renault. In 2012, the plant produced 997,000 engines, of which 80% were for PSA Peugeot Citroën.

About PSA Peugeot Citroën

With its two globally 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 recorded sales and revenue of €55.4 billion in 2012. The Group is the European leader in terms of CO_2 emissions, with an average of 122.5 grams of CO_2/km in 2012. PSA Peugeot Citroën has sales operations in 160 countries. It is also involved in financing activities (Banque PSA Finance) and automotive equipment (Faurecia). For more information, please visit www.psa-peugeot-citroen.com

Media contact
Tel. 0033 1 40 66 42 00

Paris, 10 September 2013

PSA Peugeot Citroën continues to actively manage its debt with two simultaneous transactions

PSA Peugeot Citroën today simultaneously launched a new bond issue and the buy-back of several of its outstanding lines. Together, these transactions have further lengthened the maturity of the Group's debt, while proactively managing its 2014 financing needs.

The 600 million euros bond issue has a 5.3 years maturity (January 2019) and offers an annual coupon of 6.5%.

Its success has confirmed the Group's ability to seize opportunities in the bond market. The very strong demand for the issue, with 3.4 billion euros in total orders, attests to investor support for the action plans implemented by the Group and for its outlook.

Placement of the issue was managed by nine banks: BNP Paribas, CA CIB, HSBC, Société Générale, Natixis, BBVA, Commerzbank, Lloyds and Santander.

At the same time, as part of its active debt management, the Group has announced a tender offer on several of its outstanding lines.

The buy-back is driven by BNP Paribas, HSBC, Société Générale and Raiffeisen Bank International AG and the offer is centralised by BNP Paribas Securities Services.

This press release is for information purposes only and shall not constitute an offer to sell or a solicitation of an offer to buy securities in any jurisdiction. The securities mentioned in this press release have not been and will not be offered to the public and no related documentation will be distributed to the public in any jurisdiction.

The securities mentioned in this press release have not been and will not be registered under the U.S. Securities Act of 1933 as amended. They may not be offered or sold within the United States, except pursuant to an exemption from the registration requirements. PSA Peugeot Citroen does not intend to make any public offering of the securities in the United States.

Release, publication or distribution of this press release is forbidden in any country where it would violate applicable laws or regulations. This press release must not be released, published or distributed in the United States, Canada, Japan or Australia.

Paris, 30 September 2013

**PSA Peugeot Citroën Inaugurates New Plant in China
and Launches the Locally Produced DS5**

- **Inauguration of the Shenzhen plant in China, with capacity to produce 200,000 vehicles per year**
- **Commercial launch of the locally produced DS5**

On Saturday, 28 September 2013 in Shenzhen, Guangdong province, China, Philippe Varin, Chairman of the PSA Peugeot Citroën Managing Board, inaugurated the first plant to be operated by Changan PSA Automobile Co., Ltd. (CAPSA), the Group's joint venture with the Chinese manufacturer China Changan Automobile Group. This plant will give CAPSA capacity to build 200,000 vehicles per year.

The joint venture will also have its own R&D centre -construction started in July 2013- in which CAPSA invests RMB 500 million. The centre's engineers will work closely with the China Tech Center, the Group's R&D centre in Shanghai.

The Shenzhen plant, world best in class for its compactness, high technology process and its Excellence Management System, will produce the Chinese version of the DS5, which was unveiled at the Chengdu Auto Show last 30 August. The new model will spearhead the DS brand's market offensive in China.

Since the brand's DS World flagship showroom opened its doors last March in Shanghai, the retail network is steadily expanding, to a total of 34 DS Stores as of 30 September. PSA Peugeot Citroën's objective is to open 18 more outlets by the end of the year in order to cover the main 40 cities in the country. Following the successive market launches of the imported DS5, DS4 and DS3, CAPSA is writing a new chapter in its history with the introduction of the locally produced DS5.

<u>Media contact</u>

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Paris, 30 September 2013

Mark Rollinger Appointed Group Chief Legal Officer

Mark Rollinger will join PSA Peugeot Citroën as Chief Legal Officer effective 1 October 2013. He will report to Pierre Todorov, Corporate Secretary.

A graduate of Yale and Harvard, Mr Rollinger, 44, began his legal career with Cleary Gottlieb Steen & Hamilton. He then joined the legal affairs department of Rhodia before moving to Lafarge, where he served in both legal and operating positions. Since 2009, Mr Rollinger has been Group Chief Legal Officer of Sodexo.

Detroit – Paris – Ruesselsheim, 1 October 2013

PSA Peugeot Citroën and General Motors
Agree on building B-MPV's in Zaragoza, Spain

General Motors and PSA Peugeot Citroën are announcing today that as part of the existing alliance agreement, B-MPV's from both companies will be built in the GM España plant in Zaragoza.

As previously announced, the Alliance is responsible for developing a next generation of B-segment MPV's based on a PSA Peugeot Citroën platform. This program is one of the three projects which were agreed upon and signed by both partners in December 2012.

The Opel engineering team in Ruesselsheim will lead the engineering execution of the joint project. PSA Peugeot Citroën will supply powertrains for all applications. The first vehicles will come to market in late 2016.

The Alliance between PSA and GM is based on a balanced approach. The vehicles of both manufacturers will be highly differentiated and fully consistent with their respective brand characteristics.

More announcements on joint projects will follow at a later stage.

Paris, 8 October 2013

European Investment Bank to provide PSA Peugeot Citroën with €300 million of financing for the development of low carbon technologies

Philippe de Fontaine Vive, Vice President of the European Investment Bank, and Jean-Baptiste de Chatillon, PSA Peugeot Citroën's Executive Vice President, Finance and a member of the Management Board, have today signed an agreement for the provision of €300 million in financing for the development of low carbon technologies.

This financing will be used by the Group for the programme to comply with Euro 6.2 emission standards applicable as from 2017.

The €792 million programme, to be implemented in France between 2013 and 2017, reflects the Group's on-going R&D commitment and the European Investment Bank's lending priorities to promote sustainable development and innovation.

"I am very happy to be signing this financing agreement with PSA Peugeot Citroën today," said Philippe de Fontaine Vive, Vice-President of the EIB. "This EIB loan perfectly illustrates Europe's commitment to innovation, sustainable development, and its citizens, who will benefit most from this major project. It also gives French industry a competitive edge. By securing this financing, we are supporting renewed growth in France."
"Our Group is leading the way in low carbon technologies," said Jean-Baptiste de Chatillon, PSA Peugeot Citroën's Executive Vice President, Finance and a member of the Management Board, "and this loan will allow us to maintain our advance."

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Paris, 14 October 2013

As commented in its previous financial communication, PSA Peugeot Citroën confirms it is examining industrial and commercial developments with different partners, including the financial implications that would result from them.
None of these projects has reached maturity yet.

Paris, 23 October 2013

Third-Quarter 2013 Consolidated Revenues

On-going implementation of the turnaround plan

Within a European market in process of stabilisation at a low level, the third quarter of 2013 for the group PSA Peugeot Citroën was impacted by the pricing policy, the interruption in Citroën C3 production and pressure on market shares in Europe. In addition, the Group was affected by a sharp deterioration of exchange rates.

In this challenging environment, the Group continued to implement its turnaround plan, with:

- The successful launches of the new Peugeot 308 and Citroën Grand C4 Picasso during the 3rd quarter, following those of the first-half (Peugeot 2008, 208 GTi and XY, 301 and the new Citroën C4 Picasso, C4 L, C-Elysée and DS3 Cabrio)
- Further progress in the globalisation strategy. Sales outside Europe accounted for 42% of total volumes at the end of September, with strong performance in China where sales were up 28%. However, the Brazilian and Russian markets remained under pressure, compounded by exchange rate variations
- Progress in the industrial and commercial restructuring plan covering 8,000 job positions in France is in line with objectives, with 6,650 applications submitted for an internal or external placement by end of September. The "New Social Contract", which is in advanced stage of negotiation, will complete this restructuring plan, which aims to support the Group's competitiveness of its French manufacturing base
- Implementation of the Alliance with GM:
    - first results of the Joint Purchase Organisation and the announcement of manufacturing of B-MPVs on a PSA Peugeot Citroën platform at the General Motors plant in Zaragoza, Spain
    - B-common platform project is under review

Third-quarter 2013 revenues

- Group revenues of €12.1 billion, down 3.7% compared with third quarter 2012
- Automotive Division revenues of €8.0 billion down 5.8% year-on-year, in a challenging operating environment with unfavourable exchange rates and European market mix
- Revenues up 0.8% at Faurecia to €4.1 billion and a 5.1% decline in revenues at Banque PSA Finance, reflecting lower European volumes

Consolidated revenues (in € millions)	Q3 2012[2]	Q3 2013	% change	9 months 2012[(2)]	9 months 2013	% change
Automotive Division	8,523	8,030	-5.8%	28,726	26,726	-7.0%
Faurecia	4,086	4,117	+0.8%	12,850	13,382	+4.1%
Banque PSA Finance	471	447	-5.1%	1,450	1,336	-7.9%
Other businesses and intersegment eliminations	(504)	(487)	-	(1,641)	(1,627)	-
PSA Peugeot Citroën	**12,576**	**12,107**	-3.7%	**41,386**	**39,817**	-3.8%

Outlook for 2013

The Group expects automotive markets to decline by some 4% in Europe in 2013; in China the market should grow by approximately 14% and by 2% in Latin America. Russia is expected to decline by 7%.[1]

In this environment, the Group confirms its objective to reduce its operational free cash flow[3] consumption at least by half in 2013 and confirms the announced trend of very significant reduction throughout 2014.

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[1] *vs forecasts of a 5% decline in 30-country Europe, 10% growth in China, 2% growth in Latin America and a 5% fall in Russia announced in July 2013.*

[2] *restated with IFRS 5 compliance regarding Gefco disposal following final signature on 20 December 2012*

[3] *Free cash flow excluding restructuring and exceptional*

AUTOMOTIVE DIVISION

Sales of assembled vehicles outside Europe accounted for 42% of total unit sales at the end of September 2013, compared with 36% in 2012.

Automotive Division revenues declined by 5.8% in the 3rd quarter 2013 to €8,030 million from €8,523 million in the 3rd quarter 2012. Worldwide sales of vehicles totalled 610,400 units in the third quarter, down 2.4% and 2,070,500 units in the first nine months, down 1.5% compared with the same period in 2012. This reflects volumes contractions in Europe, Brazil and Russia, partially offset by strong growth of volumes in China, Argentina and the Mediterranean basin.

Revenues from new vehicles sales amounted to €5,518 million compared with €6,125 million in third-quarter 2012. This 9.9% decline was primarily due to the sharp -7.3% drop in assembled vehicle sales outside China, reflecting an unfavourable market mix, the Group pricing policy and growing pressure on market shares from premium and low cost brands in Europe. It also reflects the -5.0% very negative currency effect, mainly attributable to the Russian rouble, Brazilian real, Argentine peso and British pound. The impact of changes in market mix was a negative by -0,3%.

Change in product mix by -0.3% in the third quarter is temporarily impacted by the replacement of the new Peugeot 308 and the progressive ramp up of the Peugeot 2008. Product mix increased by +0.4% by end of September and should also increase in the fourth quarter, particularly thanks to new product launches.
These adverse effects are partly offset by a +1.2% positive price effect, illustrating the Group policy, in a market context of increasingly aggressive competition.

New vehicle inventory amounted to 408,000 units at the end of September, down 63,000 from end of September 2012, in line with targets. The Group confirms a highly disciplined approach to inventory management.

In the third quarter, the Group launched two transactions. The first was a €600 million bond issue carried out on 10 September to coincide with the repayment of existing debt facilities, which generated net proceeds of €300 million and also extended to 2019 the maturities of facilities originally falling due in the next five years. The second transaction concerned the signature of a €300 million loan agreement with the European Investment Bank (EIB).
Capital expenditure continued to be focused on priority projects. Capital expenditure and capitalized R&D costs were down by €764 million in the first half of the year compared with the same period last year. This reduction will continue but at a slower pace in the second semester.

GEOGRAPHICAL HIGHLIGHTS

Europe

The European automotive markets grew by 2.5% in the third quarter of 2013, with wide country variations still apparent:

- The UK market grew by 12%, the Spanish market expanded by 9%, marking the end of several years of steep decline, and the markets in Central and Eastern Europe gained 6% overall during the quarter.
- By contrast, the Italian market contracted by 4% and the German and French markets decreased by 1%.

In this environment, the Group's market share in Europe narrowed to 11.9% in the first nine months compared to 12.7% in 2012, due to the Group pricing policy, to impact of interruptions in Citroën C3 production, as well as to continuous pressure from both premium and low cost brands that have benefitted from increasing market shares since 2007.

PSA Peugeot Citroën maintained its leadership in the light commercial vehicle market up by just 0.9% over the quarter, with a 20.8% share in the third quarter 2013 compared with 20.2% in 2012.

China

Group sales in China increased by 28.5% over the first nine months, to 403,000 units and the market expanded by 17%.
The Group market share amounts to 3.7% by end of September 2013, reflecting expansion of the distribution network and the successful launches of the Peugeot 3008 and Citroën C4L, to be continued in the fourth quarter by the Peugeot 301 and the Citroën C-Elysée.
Following inauguration of the third manufacturing facility in Wuhan on 2 July, DPCA's production capacity would reach 750,000 units in 2015.

CAPSA, the second Chinese joint venture, has been selling the DS range since the beginning of the year and a new manufacturing facility was inaugurated with the joint venture partners in Shenzhen on 27 September, starting the local production of the DS5. By 2015 the Group's production capacity in China would represent 950,000 units.

Russia
The Russian market continued to decrease, and contracted by 7.8% in the third quarter (-6.5% in nine months). In this declining market exposed to considerable competitive pressure, Group sales fell by 23.1% over nine months, representing a 2.3% market share at the end of September.
The negative change in the rouble exchange rate impacted Russian operating income.

Latin America
Group sales in Latin America declined by 6.3% to 77,000 units in the third quarter, representing a 5.0% market share.
Sales for the first nine months rose by 9.4% to 222,400 units, representing a 5.0% market share.
In Argentina, the Group continued to expand its presence, launching the Peugeot 208 and Partner and the Citroën C3 and Berlingo. 38,500 units were sold in the third quarter, representing a 18% increase over the year-earlier period and a 16.0% market share. Sales for the first nine months represented 106,300 units.
The Brazilian market contracted by 10% in the third quarter and by 1% over the first nine months. Group sales in this market fell by a sharp 30% to 29,500 units in the third quarter (90,800 units sold for the first nine months). The negative variation in the real exchange rate had also a very significant impact on Brazil's operating income.

PRODUCT HIGHLIGHTS

Worldwide sales of Peugeot 208 reach 253,000 units by end of September. Peugeot 208 is in the top 3 of B segment sedan in Europe. The strategy of taking the Brand upmarket had a positive impact on the product mix, with levels 3 and 4 now accounting for 30% of sales, supported by the recent range extensions with the launch of the GTi and XY versions of the Peugeot 208. The Peugeot 208 was launched during the first half of the year in Russia, Brazil and Argentina.

The Peugeot 2008 launched in May has been very well received, with 35,000 units registered and 54,400 units ordered at end-September, well ahead of objectives. To keep pace with the model's success, the Mulhouse plant has operated an additional shift since mid-September.

A total of 28,800 customers have already ordered the new five-seat and seven-seat Citroën C4 Picasso introduced in June and September respectively, with high trim level, above 60% of them choosing the 3+ versions.

The new Peugeot 308 was launched in September in France and in Germany, to coincide with the Frankfurt Motor Show. This is the second vehicle based on the new EMP2 platform. Weighing 140kg less than its predecessor and featuring the new Peugeot design, it will support the Group's aim of ranking among the three best-selling models in the segment. The Peugeot 308 will be gradually launched in other European markets by early 2014 then will be sold in Latin America, China and Russia.

The strategy to move the Peugeot and Citroën brands up market continued apace in the third quarter, with premium models accounting for 19% of consolidated sales at the end of September, versus 18% in the same period of 2012. The four diesel hybrid models (Peugeot 3008HY4, 508RXH, 508HY4 and Citroën DS5HY4) contribute to the Group's technological advance and reduction of average rate of CO_2. They account for over 30% of Citroën DS5 sales, 16% of Peugeot 508 sales and more than 10% of Peugeot 3008 sales.

GROUP HIGHLIGHTS

- The Group continues the negotiation of the "New Social Contract", which will complete the current restructuring plan. Its objective is to support the Group's competitiveness of French manufacturing base. This negotiation is in final stages and will be presented to the Comité Central d'Entreprise on October, 24th. Four unions have announced their intention to sign this agreement.

- In the third quarter of 2013, PSA Peugeot Citroën and General Motors announced their project to manufacture the two groups' B-MPVs at the General Motors plant in Zaragoza, Spain, on a PSA Peugeot Citroën platform. This is the first project resulting from the global alliance signed in December 2012. The vehicles will come to market in late

2016. Projects are underway for the development of C-MPVs and cross-overs. The joint purchasing organisation has its first results, with savings of around €60 million this year.

- The project of development of a new joint platform for B segment models with GM is under review as well as the relevant terms of the development agreement. As a result, the announced mid-term synergies ($1 billion for PSA) may be readjusted downwards. New initiatives are under consideration.

FAURECIA

Faurecia reported revenues of €4,117 million for the third quarter of 2013, an increase of 0.8%. This increase is driven by revenues related to Monolith sales and to Development, Tooling & Prototype, with respectively +10.8% and 20.2%,. Revenues from product sales were down 2.7% to 3,129.9 M€, with unfavourable change in exchange rates. These revenues were down 1.4% in Europe, 13.4% in North America, and rose by 21.4% in South America and by 4.4% in Asia.

BANQUE PSA FINANCE

In a context of declining sales in Europe (-9.6% on markets where Banque PSA Finance operates), number of contracts represents 174,000 units, down -9.4%, as compared to third quarter 2012. Commercial performance remains very dynamic, with a 29.5% penetration rate on new vehicles, among the Group customer.
Banque PSA Finance's revenues is at €447 million (-5.1%) in Q3, the loan book amounts to €21.4 billion at end of September, down -9.9% (-6.7% related to final client balance).
Lastly, the success of Distingo passbook, which was launched in March 2013, is confirmed with a level of collected savings largely above targets. End of year outstanding objective should be achieved, or exceeded if momentum continues.

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

IN UNITS*		Q3 2012	Q3 2013	Variation	9 MONTHS 2012	9 MONTHS 2013	Variation
Europe**	AP	195 186	178 857	-8,4%	720 542	638 888	-11,3%
	AC	164 291	160 125	-2,5%	619 656	555 612	-10,3%
	Total PSA	**359 477**	**338 982**	**-5,7%**	**1 340 198**	**1 194 500**	**-10,9%**
Russia	AP	11 389	7 724	-32,2%	34 436	25 009	-27,4%
	AC	7 958	6 898	-13,3%	25 519	21 113	-17,3%
	Total PSA	**19 347**	**14 622**	**-24,4%**	**59 955**	**46 122**	**-23,1%**
Latin America	AP	49 978	48 457	-3,0%	126 155	135 770	7,6%
	AC	31 817	28 147	-11,5%	77 110	86 670	12,4%
	Total PSA	**81 795**	**76 604**	**-6,3%**	**203 265**	**222 440**	**9,4%**
China	AP	50 571	62 353	23,3%	154 106	202 202	31,2%
	AC	53 873	62 230	15,5%	159 447	200 596	25,8%
	Total PSA	**104 444**	**124 583**	**19,3%**	**313 553**	**402 798**	**28,5%**
Rest of the world	AP	39 603	37 355	-5,7%	123 613	140 437	13,6%
	AC	20 601	18 232	-11,5%	60 946	64 160	5,3%
	Total PSA	**60 204**	**55 587**	**-7,7%**	**184 559**	**204 597**	**10,9%**
Total Assembled Vehicles	AP	346 727	334 746	-3,5%	1 158 852	1 142 306	-1,4%
	AC	278 540	275 632	-1,0%	942 678	928 151	-1,5%
	Total PSA	**625 267**	**610 378**	**-2,4%**	**2 101 530**	**2 070 457**	**-1,5%**
CKD	AP	770	176	-	143 883	763	-
	AC	0	0	-	0	0	-
	Total PSA	**770**	**176**	**-**	**143 883**	**763**	**-**
Total Assembled Vehicles + CKD	AP	347 497	334 922	-3,6%	1 302 735	1 143 069	-12,3%
	AC	278 540	275 632	-1,0%	942 678	928 151	-1,5%
	Total PSA	**626 037**	**610 554**	**-2,5%**	**2 245 413**	**2 071 220**	**-7,8%**

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

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A conference call in English will be organised with Jean-Baptiste de Chatillon, Executive Vice President, Finance, on Wednesday, 23 October 2013 at 8:00 am (Paris)/7:00 am (London)
To take part:

France: 01 70 77 09 24 *UK: +44 (0) 203 367 94 62*

You can also listen in on our website, where you will find the third quarter revenue presentation
www.psa-peugeot-citroen.com, Analyst/Investor section

Financial Calendar:

- 19 February 2014: 2013 annual results
- 30 April 2014: First-quarter 2014 revenue

Paris, 24 October 2013

PSA Peugeot Citroën: Signature of the New Social Contract

Following a meeting of the Central Works Council which expressed a favourable opinion, the New Social Contract was signed today by PSA Peugeot Citroën, represented by Philippe Dorge, Executive Vice President, Human Resources, and four labour unions (CFE/CGC, CFTC, FO and GSEA). Philippe Varin, Chairman of the Managing Board of PSA Peugeot Citroën, attended the signing ceremony.

The Group has been involved in a process to negotiate and define a New Social Contract with all employee representatives since 29 May 2013. The agreement is designed to involve employees in the Group's recovery and to maintain PSA Peugeot Citroën's industrial and technological base in France, while preserving employees' basic interests.

Commenting on the signature, Philippe Varin declared: "I would like to salute the sense of commitment and responsibility demonstrated by employee representatives through this agreement, which has resulted in strengthened social cohesion to share the Company's vision, challenges and projects. The agreement's balanced efforts will help make us more competitive and contribute to improved profitability in Europe. It represents a powerful commitment from PSA Peugeot Citroën to preserve strong bases in France."

Philippe Dorge added: "We built this New Social Contract together. I would like to thank all of the labour unions who helped develop this contract through dialogue and negotiation. In particular, I would like to salute the four signatory labour unions for their commitment in the interest of PSA Peugeot Citroën's employees. The New Social Contract demonstrates our ability to address both business and labour challenges in a spirit of trust, including in a period of economic crisis and profound change."

The New Social Contract focuses on four main pathways:
- Greater involvement by employees and their representatives in the Group's strategic vision and in each department's and site's forward-looking projects.
- A new approach that secures jobs while carrying out collective transformations, particularly to to improve the utilization rate of our plants.
- Deployment of a PSA intergenerational contract that provides for senior leave (potentially affecting 2,500 to 3,000 employees over three years) and the hiring, under work-study schemes, of more than 2,000 young people.
- Flexibility and wage moderation measures (with no decline in remuneration paid) representing €125 million.

The New Social Contract also gives employees a stake in the Company's recovery through an improved discretionary profit sharing agreement and an additional profit-sharing payment (discretionary or non-discretionary) in early 2015.

Those four chapters pave the way for a powerful Group's commitment to preserving industrial and R&D bases in France far beyond 2016.

Paris, 24 October 2013

OpEneR: PSA Peugeot Citroën & Bosch reveal two new functions to optimise vehicle range and safety

- Topographical data to provide the driver with an extended “vision” of the road
- A new sensors function to optimise vehicle safety and comfort

Bosch and PSA Peugeot Citroën, along with other partners, are cooperating on the OpEneR (Optimal Energy Consumption and Recovery) research programme, designed to improve the range of future hybrid and electric vehicles and optimise driver safety and comfort.
Two new technologies developed for the OpEneR project will be available for all types of motors (gasoline, diesel, hybrid and electric)

Navigation data for an extended vision of the road and 15% energy savings
OpEneR now includes navigation data for predictive driving adaptation. The driver’s vision is considerably extended with a preview of the road, based on topographical data such as slopes, bend radii and infrastructure data, with indication of road signs and speed limits.
This innovation means gains in efficiency, with energy savings of up to 15%. Thanks to the road preview feature, the engine management system performs a dynamic calculation of the energy required from the electric motors.

On-board video camera and radars to optimise vehicle safety and comfort.
Sensors to help with driving comfort and safety, such as video camera and radars, are used to detect objects, other cars and pedestrians, as well as to recognise road signs, and also help bring down consumption. For instance, on the basis of the journey to be covered, a computer determines the vehicle’s future speed curve, by integrating data going beyond the next bend. The Adaptive Cruise Control function automatically regulates the vehicle’s speed and brakes before entering the bend, built-up areas and speed limited areas, as well as in the presence of obstacles and slower vehicles. This function means greater comfort and safety for the driver, who can concentrate on the wheel and the surrounding traffic.

In addition to its two new innovations, OpEneR enables the driver to reduce energy consumption, either by coasting, or by means of braking energy recovery for hybrid and electric vehicles. To date, more than 15,000 km of intensive testing have been carried out in real driving conditions and on varied road profiles, with consumption down by between 10% and 15%. The two partners have thus developed three technological innovations:

- An electric drive train based on 2 electric motors, offering 4-wheel drive with zero CO_2 emissions
- The new generation Stop & Start for coasting;
- ESP® hev braking for energy recovery at braking and battery recharging, accompanied by the iBooster which can amplify the vacuum braking force.

OpEneR is part of the European Commission’s “Green cars initiative” call for project proposals, with partners from the industrial and university worlds. Five partners are today working together on this research project: Bosch, AVL List and PSA Peugeot Citroën, representing industry, and the Karlsruhe research centre in Germany and the Galician Automotive Technology Centre, representing the world of university research.

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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 recorded sales and revenue of €55.4 billion in 2012. The Groupe is the European leader in terms of CO emissions, with an average of 122.5 grams of* CO_2*/km in 2012. PSA Peugeot Citroën has sales operations in 160 countries. It is also involved in financing activities (Banque PSA Finance) and automotive equipment (Faurecia).*
For more information, please visit www.psa-peugeot-citroen.com

About Bosch

The Automotive Aftermarket division (AA) provides the aftermarket and repair shops worldwide with a complete range of diagnostic and repair shop equipment and a wide range of spare parts – from new and exchange parts to repair solutions – for passenger cars and commercial vehicles. Its product portfolio includes products made as Bosch original equipment, as well as aftermarket products and services developed and manufac-tured in-house. More than 11,000 associates in 140 countries, as well as a global logistics network, ensure that some 450,000 different spare parts reach customers quickly and on time. In its "Diagnostics" operations, AA supplies testing and repair-shop technology, diagnostic software, service training, and information services. In addition, the division is responsible for the "Bosch Service" repair-shop franchise, one of the world's largest independent chains of repair-shops, with some 15,000 franchises. In addition, AA is responsible for more than 500 "AutoCrew" partners.

Additional information can be accessed at www.bosch-automotive.com.

The Bosch Group is a leading global supplier of technology and services. In the areas of automotive and industrial technology, consumer goods, and building technology, more than 300,000 associates generated sales of 51.5 billion euros in fiscal 2011. The Bosch Group comprises Robert Bosch GmbH and its roughly 350 subsidiaries and regional companies in some 60 countries. If its sales and service partners are included, then Bosch is represented in roughly 150 countries. This worldwide development, manufacturing, and sales network is the foundation for further growth. Bosch spent some 4.2 billion euros for research and development in 2011, and applied for over 4,100 patents worldwide. With all its products and services, Bosch enhances the quality of life by providing solutions which are both innovative and beneficial.

Further information is available online at www.bosch.com and www.bosch-press.com

Paris, 25 October 2013

Last Car Rolls Off the Production Line at Aulnay

The last car produced by PSA Peugeot Citroën's Aulnay-sous-Bois plant rolled off the assembly line today. The Citroën C3 will be delivered to the Conservatoire Citroën brand heritage centre.

The Aulnay site will continue to produce spare parts on its body-in-white line until 2014, while production of the Citroën C3 will now be fully transferred to the Poissy plant, west of Paris.

Since the Aulnay redundancy plan (PSE) was introduced on 2 May 2013, a total of 2,700 employees out of 3,000 have been redeployed or have started the redeployment process. Of these, 1,100 are covered by inplacement, 1,100 by outplacement and 500 by retirement or outplacement leave. The employee redeployment period is scheduled to end on 31 March 2014.

The Group reaffirms the commitment it made in July 2012 to support each employee in finding an employment solution. At the on-site Career Guidance Centre (PMP), a team of 75 human resources specialists offers a wide range of resources to help employees develop and successfully execute their individual career projects.

At the same time, the Group is working on different scenarios to re-industrialise the site, with the goal of attracting companies that offer jobs aligned with its employees' skills. ID Logistics will be the first company to set up operations at Aulnay, in 2015, bringing in 590 new jobs.

Aulnay: 40 years of production

Citroën inaugurated the Aulnay-sous-Bois plant in 1973 on a 170-hectare site in the northeastern suburbs of Paris, located near the A1, A3 and A104 motorways.

In 1976, Aulnay became a PSA Peugeot Citroën site after Peugeot acquired Citroën from Michelin.

Over the years, the plant has produced a total of 8,568,391 million vehicles.

- 1974 to 1989: 1,013,069 Citroën CX
- 1975 to 1981: 61,073 Citroën Type H (Utility Vehicle)
- 1976 to 1986: 307,233 Citroën LN and LNA
- 1977 to 1982: 119,745 Peugeot 104
- 1979 to 1986: 366,203 Citroën Visa
- 1986 to 1995: 1,067,615 Citroën AX
- 1990 : 21,140 Peugeot 205
- 1991 to 1996: 729,706 Citroën ZX
- 1992 to 1993 and 1998 to 2003: 516,713 Peugeot 106
- 1995 to 2003: 1,662,288 Citroën Saxo
- 2001 to 2010: 1,625,665 Citroën C3
- 2003 to 2009: 622,173 Citroën C2
- 2009 to 2013: 455,768 New Citroën C3

Media Contacts

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Aulnay Communications Department: (+33) 1 56 50 45 79

Paris, 29 October 2013

Banque PSA Finance launched a new Master structure on October 24th 2013 to issue ABS bonds backed by German auto lease receivables

The *Fonds Commun de Titrisation (FCT)* Auto ABS German Lease is a new Master structure implemented by Banque PSA Finance.

The FCT may issue series of Class A notes rated AAAsf by Fitch and Aaa (sf) by Moodys on maturities from 1 to 12 months, bearing fixed rate capped at 2,5%, within a program of a maximum size of 1,5 BnEUR.

Bonds issued are backed by German leases and residual value receivables.

This retained transaction, structured to be eligible to the European Central Bank, is part of Banque PSA Finance strategy to optimize its securitization program, taking into account its significant contribution in its funding share, and to support the sales development of PSA Peugeot Citroën Group.

Paris, 29 October 2013

PSA Peugeot Citroën inaugurates a new engine production line in France

Philippe Varin, Chairman of the PSA Peugeot Citroën Managing Board, and Denis Robin, Prefect of France's Pas-de-Calais region, today inaugurated the production line for the new EB Turbo PureTech engine at the Française de Mécanique plant in Douvrin, France.

PSA Peugeot Citroën has invested a total of €893 million in the EB PureTech engine family, of which:

- €455 million in research and development.
- €438 million in capital expenditure in France.

Series production is scheduled to begin in March 2014, with an expected annual production capacity of 320,000 engines.

The new three-cylinder petrol engine is simultaneously efficient, environmentally gentle, compact and modular, featuring:

- 110-130 horsepower.
- 18% lower fuel consumption and CO2 emissions (102g-110g CO2/km) than the naturally aspirated engine versions in the Group's line-up that are already the benchmark in their category.
- Significantly reduced weight and size offering top-of-market performance and driveability
- Modularity, with 40% of engine components borrowed from the naturally aspirated version.
- Early compliance with Euro 6.1 emissions standards, which take effect in September 2014.
- Technological innovation, with 121 related patents filed by the Group.

The EB Turbo PureTech engine will be introduced initially on the Citroën C4 (110g CO2/km) and the Peugeot 308 (107g CO2/km) in March 2014, followed by the Peugeot 208 (105g CO2/km), and lastly by the Citroën C3 and DS3 (105g CO2/km) in July 2014.

The engine will be manufactured in France to equip vehicles assembled at PSA Peugeot Citroën's European car plants. In 2015, its manufacture will be extended to China to supply local market. It will play a critical role in driving the Group's international expansion.

Integrating the most advanced environmental technology, the EB Turbo PureTech engine will enable PSA Peugeot Citroën to strengthen its leadership in low-carbon-emission vehicles.

Media contact: (33 1) 40 66 42 00

Press Kit (English version to come later).
http://www.psa-peugeot-citroen.com/fr/dossiers-de-presse
The EB Turbo PureTech engine in pictures: mediatheque.psa.fr

A behind-the-scenes look at the EB Turbo PureTech engine
http://www.psa-peugeot-citroen.com/fr/content/les-coulisses-de-la-production-du-moteur-eb-turbo-puretech-en-3-temps?s=s

Paris, 05 November 2013

Banque PSA Finance issued Senior and Mezzanine ABS bonds, backed by some French Automotive receivables, for respectively 522 M€ and 51.5 M€, on October 31st 2013.

The Fonds Commun de Titrisation AUTO ABS2 FCT Compartiment 2013-A issued senior notes for 522 M€, rated Aaa(sf) by Moody's and AAA(sf) by DBRS and mezzanine notes for 51,5 M€, rated A2(sf) by Moody's and A(sf) by DBRS. These bonds have variable rates.

The Senior notes have a weighted average period of 3 years, the Mezzanine notes of 3,45 years. The structure includes a two year revolving period.

This is the first transaction for Banque PSA Finance operated in the auto ABS market and backed by French operating lease receivables for private commercial companies.

This retained transaction is structured to be eligible to the European Central Bank. It is part of Banque PSA Finance strategy and contributes to optimize its securitization program, as well as to development of group PSA Peugeot Citroën sales.

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.

The consolidated financial statements for the year ended 31 December 2012 were audited by statutory auditors who issued an audit report which is reproduced on page 274 and 275 of the 2012 Registration document. This report draws attention to the four following notes to the financial statements:

- 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; and
- Note 37 which sets out the Group's and Banque PSA Finance's liquidity position.

The auditors' report relating to the unaudited half year consolidated financial statements for the period from 1 January to 30 June 2013 is reproduced on page 65 and 66 of the 2013 Half-Year Financial Report. This report draws attention to the four following notes to the financial statements:

- Note 7.1 on assumptions and conclusions of the impairment test of the assets of the automotive segment;
- Note 19 and 20 which set out the Group's and Banque PSA Finance's liquidity position;
- Note 3.1 and 17.1 which set out the impact of the first application of IAS 19 revised.

Paris, 14 November 2013

Peugeot S.A.
75, avenue de la Grande Armée
75016 Paris
France
Duly represented by: Mr. Jean-Baptiste Chasseloup de Chatillon
Membre du Directoire

The Guarantor accepts responsibility for the information contained in this Second Prospectus Supplement. The Guarantor, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Second Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 14 November 2013
GIE PSA Trésorerie
75, avenue de la Grande Armée
75016 Paris
France

Duly represented by: Mr Jean-Baptiste Chasseloup de Chatillon and Mr Rémy Bayle

AMF | AUTORITÉ DES MARCHÉS FINANCIERS

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. 13-611 on 14 November 2013. 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.