

PEUGEOT S.A.  
*Société Anonyme* with a Managing Board and a Supervisory Board  
Share capital: € 859,924,895  
Registered office: 75, Avenue de la Grande Armée, 75116 Paris, France  
552 100 554 RCS PARIS

# BYLAWS

As amended by the Shareholders' Meeting of May 10, 2017

## **Article 1 Legal Form**

The Company is a *société anonyme* (limited company) with a Managing Board (Directoire) and a Supervisory Board (Conseil de Surveillance).

## **Article 2 Name**

The name of the Company is PEUGEOT S.A.

## **Article 3 Corporate Purpose**

The Company's corporate purpose is to engage directly or indirectly in any and all industrial, commercial and financial transactions in or outside France – including through the purchase of new or existing shares or any and all other rights, the acquisition of equity interests, the creation of new enterprises as well as through capital contributions, mergers, joint ventures or otherwise – related to:

- The manufacture, sale and repair of cars, trucks, bicycles, motorcycles and other vehicles, their engines, spare parts and accessories.
- The manufacture and sale of stainless, rolled and drawn steel and related products, saws, hardware and other mechanical or electrical hand tools and equipment and household tools and appliances.
- The manufacture and sale of equipment, apparatus, machines and parts for any and all purposes related to mechanical and electrical engineering and manufacturing.
- Short, medium and long-term lending, including consumer loans, brokerage activities, discounting of financial instruments, the purchase and sale of any and all securities and any and all other financial and banking transactions.
- The provision of any and all services, including the transportation of passengers and merchandise for its own account or on the behalf of third parties, by any and all methods.
- The construction, installation, fitting out, use, rental, purchase and sale, by any and all methods, of buildings, land, industrial facilities, plants, offices and other assets and real estate rights, and
- Generally, any and all industrial, commercial, financial, securities and real estate transactions that are directly or indirectly related to the above purposes, in part or in full, and any and all similar purposes that promote or develop the Company's business interests.

#### **Article 4 Registered Office**

The Company's registered office is located at 75, Avenue de la Grande Armée, 75116 Paris.

#### **Article 5 Term**

The Company's term will end on December 31, 2058, unless it is dissolved before this date or its term is extended.

#### **Article 6 Issued Capital**

The issued capital amounts to € 859, 924, 895. It is divided into € 859, 924, 895 fully paid-up common shares with a par value of €1 each.

#### **Article 7 Form of Shares**

The shares may be held in registered or bearer form, according to the stockholders' choice.

The Company is entitled, under the applicable laws and regulations, to request information on the identity of the holders of securities granting immediate or future voting rights at its Stockholders' Meetings and the number of voting rights held.

In addition to the disclosure thresholds provided for in the applicable laws and regulations, any individual or corporate shareholder, acting alone and/or in concert, that becomes the owner, directly or indirectly, in any way, as defined in Article L.233-7 et. seq. of the Commercial Code, of a number of shares representing 2% or more of the Company's capital or voting rights is required to notify the Company in writing. Said disclosure must be made within four (4) trading days of the date on which the threshold is crossed and must state the total number of shares and voting rights in the shareholder's possession on the date of the disclosure.

Once a shareholder's interest exceeds the above-mentioned 2% threshold, said shareholder must notify the Company each time an additional threshold of 1% of the capital or voting rights is crossed, even when such notification is not required under the disclosure obligations provided for in the applicable laws and regulations. The same timing and conditions shall apply as for the disclosure requirements described above.

For the purpose of applying the requirements in the above paragraphs, the shares or voting rights referred to in Article L.233-9-I of the Commercial Code shall be considered as being equivalent to the shares or voting rights held by the shareholder.

In the event that these disclosure requirements are not respected, if at a Shareholders' Meeting one or several shareholders together holding at least 5% of the Company's capital so request – with the request duly recorded in the minutes of the Meeting – any undisclosed shares in

excess of the applicable disclosure thresholds will be stripped of voting rights for all Shareholders' Meetings for a period of two years from the date on which the omission is remedied.

### **Article 8 Rights Attached to Shares**

In addition to the statutory voting rights attached to the shares, each share entitles its holder to a fractional share of the Company's profits and liquidation surplus equal to the fraction of the issued capital represented by the share.

All shares rank *pari passu* as regards taxation. As a result, they entitle their holders to the same net amount, based on their par value and cum-rights date, for any allocation or return of capital during the Company's life or its liquidation.

### **Article 9 Managing Board (Directoire)**

I - The Company is managed by a Managing Board with at least two and no more than seven members.

II – The age limit for holding office as a member of the Managing Board is 65. Members who reach the age limit will retire on the last day of the third calendar month of the year of their 65<sup>th</sup> birthday unless the Supervisory Board decides to extend their term, by a maximum of one year.

III - Meetings of the Managing Board are called by the Chairman or two of its other members as often as the Company's best interest requires. Meetings shall take place at the registered office or any other venue. Notice of meetings may be given by any method, in writing or orally. The agenda may be decided immediately before the meeting commences. Members may not be represented at meetings of the Managing Board. In the event of the Chairman's absence or incapacity, the Managing Director or the oldest member of the Board shall chair the meeting. The Managing Board may elect a Secretary. If the Secretary is not a member of the Managing Board, he or she attends meetings only at the Managing Board's request.

Any member of the Managing Board may request that the minutes of the meeting or one or more decisions of the Managing Board be set out in writing and signed by at least half of the members present. Copies or excerpts of the minutes shall be certified by the Chairman of the Managing Board or the Managing Director.

IV - The Managing Board has the broadest powers to act in the Company's name in any and all circumstances within the limits of the corporate purpose, except for those matters that by law may only be dealt with by the Stockholders' Meeting or the Supervisory Board.

The Managing Board may validly conduct business and make decisions only if a majority of its members are present or participate by some other means. Its decisions shall be adopted by a majority vote of the members participating in the meeting. Each member shall have a single vote. In case of a split decision, if the Managing Board has an even number of members, the Chairman shall have the casting vote.

In addition to the legal requirement to submit certain transactions and decisions to the Supervisory Board for prior approval, internal restrictions apply to the following actions, which may not be carried out by the Managing Board without prior approval from the Supervisory Board:

- Any and all share issues paid up in cash or by capitalizing retained earnings and any and all capital reductions approved by the Stockholders' Meeting.
- Any and all issues of convertible or non-convertible bonds.
- The signature of any and all merger agreements or agreements for the sale of a business.
- The signature or termination of any manufacturing or sales agreements representing a future commitment for Peugeot S.A., with companies whose corporate purpose is similar or related to that of Peugeot S.A., and generally the execution of any major transaction which substantially alters the scope of the business or the balance sheet structure of the Company or the Group.
- The purchase, exchange or sale – for cash or for shares – of any and all operating real estate and businesses in transactions representing an amount in excess of the ceiling set by the Supervisory Board.
- The purchase, acquisition or sale of equity interests in any and all existing or future enterprises that represent – directly or indirectly – an immediate or future investment, expense, guarantee of debt or seller's warranty for an amount in excess of the ceiling established by the Supervisory Board.
- The signature of loan agreements, other than for bond issues, for a period or an amount in excess of the limit set by the Supervisory Board.

With the Supervisory Board's authorization, the Managing Board may allocate management tasks among its members, provided that said allocation does not prevent the Managing Board from running the Company on a collective basis.

V – The Chairman of the Managing Board represents the Company in its dealings with third parties.

The Supervisory Board may also vest the same powers of representation in one or several other members of the Managing Board, in which case this or these member(s) has/have the title of Managing Director.

The Managing Board may appoint one or several of its members, or any other person, to perform any special ongoing or temporary tasks, and give them appropriate powers to perform such tasks, which may or may not include the power of sub-delegation. The related delegations of powers must stipulate the purpose(s) for which the powers are granted and must be signed by either the Chairman or the Managing Director.

All legal documents concerning the Company shall be signed by the Chairman of the Managing Board or by the Managing Director or by any representative accredited for this purpose by the Managing Board, the Chairman or the Managing Director.

**Article 10**  
**Supervisory Board (Conseil de Surveillance)**

I – Membership

A) The Supervisory Board is composed of at least three and no more than fourteen members, elected for a four-year term expiring at the Annual Shareholders' Meeting held in the year in which the member's term expires. However, the term of the Supervisory Board members in office as of the Annual Shareholders' Meeting of April 25, 2012 is unchanged at six years.

B) Supervisory Board member(s) representing employees

- (i) As provided for in Article L. 225-79-2 of the Commercial Code, the Supervisory Board shall include one or two member(s) representing employees, appointed by the Group's European Works Council in accordance with the terms set out below.
- (ii) If the Supervisory Board has twelve or fewer members, one Supervisory Board member representing employees shall be appointed by the Group's European Works Council, selected from among the persons holding an employment contract with the Company or one of its direct or indirect subsidiaries whose registered office is located in France. If the Supervisory Board has more than twelve members, a second Supervisory Board member representing employees shall be appointed by the Group's European Works Council, selected from among the persons holding an employment contract with the Company or one of its direct or indirect subsidiaries whose registered office is located either within or outside France.

The number of Supervisory Board members taken into account to determine the required number of members representing employees shall be assessed at the date when the employee representative members are appointed. For the purposes of said assessment the following Supervisory Board members shall not be taken into account: (i) the member representing employee shareholders elected in accordance with Article 10-I C) below, (ii) any member already appointed to represent employees in accordance with this Article 10-I B).

In order to be eligible to sit on the Supervisory Board, employees must have held an employment contract corresponding to actual employment for a period of at least two years prior to his or her appointment as a Board member. If the seat of an employee representative Board member falls vacant, his or her replacement shall be appointed in accordance with the same rules.

- (iii) Employee representatives on the Supervisory Board shall be appointed by the Group's European Works Council by a simple majority vote of the members present or represented at the meeting concerned. If two candidates receive the same number of votes and both cannot be appointed as members of the Supervisory Board due to the ceiling provided for in paragraph (i) above, the employee who has held an employment contract with the Company or one of its direct or indirect subsidiaries for the longest period of time shall be appointed.

- (iv) Any Supervisory Board member representing employees shall not be taken into account for the purpose of applying the floor and ceiling on the number of Supervisory Board members set in Article 10-I A) of these bylaws.
- (v) Supervisory Board members representing employees shall be appointed for a four-year term expiring at the close of the annual meeting of the full European Works Council held during the fourth year of their term.

However, their appointment shall be automatically and immediately terminated if they cease to be an employee of the Company or of one of its direct or indirect subsidiaries.

Said member(s) shall be governed by the provisions of the Company's bylaws and the laws and regulations applicable to all Supervisory Board members, subject to any specific legal provisions applicable to Board members representing employees and to the provisions of this Article 10–1 B) of the bylaws.

- (vi) When two Supervisory Board members representing employees have been appointed and the total number of Supervisory Board members subsequently falls to below twelve, both employee representative Board members shall remain in office until their term expires.

When one Supervisory Board member representing employees has been appointed and the total number of Supervisory Board members subsequently increases to more than twelve as a result of the election by shareholders of an additional member, a second Board member representing employees shall be appointed by the Group's European Works Council within 6 months of the shareholders' election of the additional Board member.

#### C) Supervisory Board member representing employee shareholders

- (i) A Supervisory Board member representing employee shareholders shall be elected at the 2017 Shareholders' Meeting from among the candidates put forward by the supervisory boards of the "FCPE" corporate mutual funds governed by Article L. 214-165 of the French Monetary and Financial Code (Code monétaire et financier) that hold the Company's shares (the "FCPEs"), on the basis specified in the applicable regulations and these bylaws.
- (ii) The candidate(s) nominated for election as the Supervisory Board member representing employee shareholders shall be selected as follows:
  - a) A special meeting of all the FCPEs' supervisory boards shall be called to jointly designate at least one and no more than two candidates for election as Supervisory Board member representing employee shareholders. The candidates shall be selected from among the members of the FCPEs' supervisory boards who represent unit holders and have asked to be considered.
  - b) At the special meeting, each member of the supervisory boards shall have one vote for each candidate. The candidate or candidates (up to two) who receive the greatest number of votes – provided they receive a majority of the votes cast by the supervisory board members present or represented by proxy or casting an absentee

vote – shall be chosen to stand for election at the Shareholders’ Meeting as Supervisory Board member representing employee shareholders.

- c) If two candidates receive the same number of votes and they cannot both be put forward for election to the Supervisory Board due to the two-person limit referred to in paragraph (ii) b) above, the candidate who has served the Company or a related company within the meaning of Article L. 225-180 of the French Commercial Code (Code de commerce) for the longest (as determined by the dates of their respective employment contracts) will be chosen.
- (iii) Prior to the nomination of candidates for the position as Supervisory Board member representing employee shareholders, the Chairman of the Managing Board – or a duly authorised representative – shall prepare a set of Candidate Nomination Regulations (the “Regulations”), which shall describe the timing and organisational framework for the nomination procedure described in point (ii) above.

The Regulations shall be communicated to the members of the FCPE supervisory boards by any method – including, but not limited to, display in a public place and/or electronic communication – prior to the date on which the meeting of the FCPE supervisory boards is held in accordance with the procedure described in point (ii) above.

- (iv) The Supervisory Board member representing employee shareholders shall be elected by the Ordinary Shareholders’ Meeting in the same way as the other Supervisory Board members. If more than one candidate is designated under the procedure provided for in paragraph (ii) above, at the Ordinary Shareholders’ Meeting a separate resolution shall be presented for each candidate. The candidate who receives the greatest number of votes at the Ordinary Shareholders’ Meeting is elected as Supervisory Board member representing employee shareholders.

He or she will not be taken into account for the purpose of determining (i) the maximum number of Supervisory Board members specified in Article 10 I A) of these bylaws or (ii) the number of Supervisory Board members representing employee shareholders to be designated pursuant to Article 10 I B).

- (v) The Supervisory Board member representing employee shareholders shall be elected for a four-year term expiring at the close of the Shareholders’ Meeting to be held in 2021. At the end of his or her term, this Article 10 I C) providing for the election of a Supervisory Board member representing employee shareholders shall cease to apply unless the proportion of the Company’s capital held pursuant to Article L. 225-102 of the French Commercial Code (Code de commerce) by employees of the Company or related companies within the meaning of Article L. 225-180 of the Code, is greater than 3%.

In addition, his or her term shall be automatically and immediately terminated if he or she ceases to be (i) an employee of the Company or of a related entity within the meaning of Article L. 225-180 of the French Commercial Code, (ii) a member of an FCPE supervisory board, or (iii) an FCPE unit holder.

If the seat of the Supervisory Board member representing employee shareholders falls vacant, a special meeting of all of the FCPE supervisory boards shall be held



to select the nominees for his or her replacement, in accordance with the conditions set out in this Article 10-1 C) of the bylaws.

If the nomination(s) for the vacant seat is/are made at least three months before the next scheduled Ordinary General Meeting, the election of said replacement shall be put to the vote at that Meeting.

If the nomination(s) for the vacant seat is/are made less than three months before the next scheduled Ordinary General Meeting, the election of said replacement shall be put to the vote at the following Ordinary General Meeting. However, if only one nominee for the replacement is selected by the FCPE supervisory boards, and if it is possible to fill the vacant seat by the Supervisory Board appointing a member and the shareholders subsequently ratifying the appointment, then the Supervisory Board may appoint said nominee subject to ratification at the next Ordinary General Meeting.

For the period during which the seat of the Supervisory Board member representing employee shareholders is vacant, the Supervisory Board may hold meetings that will be deemed to be validly constituted.

The term of office of said member shall be governed by all of the provisions of the Company's bylaws as well as the laws and regulations applicable to all Supervisory Board members, subject to the specific provisions of this Article 10-1 C) of the bylaws.

II – No more than one-third of the individual members of the Supervisory Board and permanent representatives of corporate members may reach or exceed the age of 70 during any given year.

If the one-third proportion is exceeded or will be exceeded during the year and if the necessary number of members or permanent representatives over 70 do not voluntarily resign at the Annual Stockholders' Meeting held in the year in question, the oldest member(s) shall retire automatically at the close of the Meeting, such that no more than one-third of the remaining members and permanent representatives are over 70 or will be over 70 by the end of the year.

III – The Supervisory Board shall meet as often as necessary in the Company's best interest and in compliance with the applicable laws and regulations. Meetings shall take place at the registered office or at any other venue specified in the notice of meeting.

Notices of meeting shall be sent by mail or, for emergency meetings, by telegram.

The agenda may be decided immediately before the meeting commences.

An attendance register shall be kept and signed, at the beginning of each meeting, by the Supervisory Board members present at the meeting.

Supervisory Board meetings shall be held and votes taken in accordance with the quorum and majority rules provided for by law. In the event of a split vote, the Chairman of the meeting shall not have a casting vote.

IV – The Supervisory Board shall exercise ongoing control over the Managing Board’s management of the Company. It may remove any member of the Managing Board from office.

### **Article 11 Stockholders’ Meetings**

Stockholders’ meetings shall be held at the registered office or at any other venue specified in the notice of meeting.

Fully-paid shares registered in the name of the same holder for at least two years shall carry double voting rights at Stockholders’ Meetings. In the event of a capital increase through the capitalization of retained earnings, profits or additional paid-in capital, the resulting bonus shares distributed in respect of registered shares carrying double voting rights will similarly carry double voting rights provided that they are also registered.

Corporate stockholders shall be represented at Stockholders’ Meetings by their legal representative or any other designated person.

Meetings shall be chaired by the Chairman of the Supervisory Board or, in his or her absence, by a Vice-Président if one has been appointed or by a member of the Supervisory Board designated by the Board. Otherwise the Meeting shall elect its own chairman.

Remote voting may be used at Shareholders’ Meetings in accordance with the terms and conditions set down in the applicable laws and regulations.

Proxy and postal voting forms may be sent to the Company or the organiser of Shareholders’ Meetings either in paper form or, by decision of the Managing Board published in the notice of meeting, by electronic communication, including via the Internet.

Postal votes will be only be counted if the voting forms reach the Company at least three days before the Shareholders’ Meeting. However, electronic voting forms may be received by the Company up until 3:00 p.m. (CET) on the day before the Shareholders’ Meeting.

Shareholders who submit the electronic voting form provided on the website set up by the organiser of a Shareholders’ Meeting shall be deemed to be present or represented at the Meeting.

If the Managing Board states in the notice of a Shareholders’ Meeting that shareholders may use an electronic admission request form, proxy form or remote voting form, the electronic signature used must be based on a reliable identification process that guarantees the link between the signature on the form and the signatory. Such a process can entail a user name and password or any other signature verification method required or authorised by the applicable regulations.

Any proxies given or votes cast electronically in this way prior to a Shareholders’ Meeting, and the related acknowledgement of receipt, shall be deemed to be irrevocable and binding. However, if any shares are sold before midnight (CET) on the second business day preceding the Meeting, the Company will take the appropriate measures to cancel or amend any proxies given or votes cast electronically before the shares were sold.

In addition, the Managing Board may decide that shareholders can participate in and vote at a Shareholders' Meeting by videoconference or any other means of telecommunication that enable them to be identified. Any such decision by the Managing Board shall be mentioned in the notice of meeting.

Shareholders who take part in a Shareholders' Meeting via videoconference or any other means of telecommunication that enable them to be identified, and whose nature and conditions of use comply with those set out in a decree of the Conseil d'Etat, shall be deemed present for the purposes of calculating quorum and majorities.

## **Article 12 Company Accounts**

Each fiscal year shall cover a twelve-month period commencing on January 1 and ending on December 31.

The Stockholders' Meeting shall freely decide the disposition of distributable profit, as defined by law, except for any appropriations to be made pursuant to the law.

Stockholders may be offered the opportunity to receive all or part of the dividend, or any interim dividend, in stock, in accordance with the applicable regulations.