



## Governance principles

For many years, Peugeot S.A. has complied with recommendations contained in the AFEP-MEDEF Corporate Governance Code, after adapting it for a joint stock company with a Managing Board and a Supervisory Board, and with its application guide. This Code can be viewed on the Internet in its version revised in June 2018: <http://www.medef.com/>.

A table summarising the departures from the AFEP-MEDEF Code with the related explanations can be found in [Section 3.1.6].

## Report of the Supervisory Board on corporate governance

This section on corporate governance reports on:

- the membership of the Managing Board and the Supervisory Board, and it presents the corporate officers, listing their directorships and positions;
- the diversity policy implemented on the Supervisory Board, with particular reference to the balanced representation of women and men;

- the methods and procedures for preparing and organising the work of the Supervisory Board, and its operating procedures;
- the principles and standards set by the Supervisory Board to determine the policy for compensation of corporate officers, and the total compensation, the benefits of all kinds awarded to the corporate officers in respect of the elapsed financial year, and the commitments of all kinds made by the Company in favour of the corporate officers.

This information forms part of the Report of the Supervisory Board on Corporate Governance pursuant to Article L.225-68 of the French Commercial Code.

For information, the Report on Corporate Governance was approved by the Supervisory Board at its meeting on 25 February 2019.

For all detailed information concerning the share capital and financial matters with a likely incidence in the event of a public offer for purchase or exchange, please refer to Section 7 of this Registration Document.

For any information concerning related-party agreements, please refer to Section 6.7; for the Supervisory Board's observations on the activity for the past financial year, the financial statements and the Management Report of the Management Board, please refer to section 5.6 of this Registration Document.

# 3.1. MANAGEMENT AND SUPERVISORY BODIES

Since 1972, Peugeot S.A. has had the form of a *Société Anonyme* (joint stock corporation) with a two-tier management structure comprising a Managing Board, responsible for strategic and operational management, and a Supervisory Board, responsible for

oversight and control. This separation is meant particularly to respond to concerns about the balance of powers between the executive functions and oversight functions as reflected in the principles of corporate governance.

## 3.1.1. The Executive Management of Groupe PSA and the Managing Board

### GROUP'S EXECUTIVE MANAGEMENT

The Executive Committee (COMEX) is responsible for the Group's executive management.

Its members are detailed in the Group functional organisation chart in Section 1.2 of this Registration Document.

### THE MANAGING BOARD

Managing Board members are appointed by the Supervisory Board for four-year terms. They may be removed from office by the Supervisory Board pursuant to the Company by-laws, or by shareholders in a Shareholders' General Meeting, in accordance with French company law.

The term of office of the serving members of the Managing Board was renewed by the Supervisory Board at its meeting on 22 February 2017, for a four-year term, until 2021.

### CHANGES IN 2018

Jean-Baptiste CHASSELOUP de CHATILLON resigned from his position as a member of the Managing Board and left the company on August 31, 2018.

Until the end of 2018, Group management was exercised by a Managing Board composed of three members.

The Supervisory Board, at its meeting of 25 February 2019, decided to appoint Olivier BOURGES, Executive Vice President, Programmes and Strategy, to the Managing Board, effective 1 March 2019. Moreover, from 1 March 2019, the Managing Board will be composed of four members for the remainder of its term of office.

## INFORMATION ABOUT CURRENT MANAGING BOARD MEMBERS

### CARLOS TAVARES



Portuguese national

Born 14 August 1958

Business address:  
Groupe PSA, 7, rue Henri  
Sainte-Claire Deville,  
92500 Rueil-Malmaison –  
France

**First appointed to the  
Managing Board:** 1 January  
2014

**Date of last renewal:**  
22 February 2017

**Current term expires:**  
2021 (4-year term)

#### Chairman of the Peugeot S.A. Managing Board

##### Other directorships and positions as of 31 December 2018:

|  | Listed<br>company | Group<br>Company |
|--|-------------------|------------------|
| Director of Banque PSA Finance S.A.                        |                   | √                |
| Chairman of the Board of Directors, PSA AUTOMOBILES S.A.   |                   | √                |
| Director of AIRBUS S.E.                                    | √                 |                  |
| Director of TOTAL S.A.                                     | √                 |                  |
| Chairman of the Supervisory Board of Opel Automobiles GmbH |                   | √                |

President of ACEA (European Automobile Manufacturers' Association)

##### Other directorships and positions in the past five years:

- › Director of Faurecia S.A.
- › Chief Operating Officer of RENAULT and member of the Managing Board of the RENAULT-NISSAN Alliance
- › Director of RENAULT NISSAN B.V.
- › Director of PCMA Holding B.V.
- › Director of AVTOVAZ
- › Director of ALPINE-CATERHAM
- › Chairman of the Management Committee of NISSAN AMERICAS

##### Relevant expertise and professional experience:

After graduating from *Ecole Centrale de Paris*, Carlos TAVARES held various management positions within the Renault group between 1981 and 2004 before joining the Nissan group. He headed that group's operations in the Americas region, after which in 2011, he was appointed Chief Operating Officer of the Renault group, a position he held until 2013. He joined the Peugeot S.A. Managing Board on 1 January 2014, becoming the Board's Chairman on 31 March 2014.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 131,000 shares.**

### MAXIME PICAT



French national

Born 26 March 1974

Business address:  
Groupe PSA,  
7, rue Henri Sainte  
Claire Deville,  
92500 Rueil-Malmaison,  
France

**First appointed to the  
Managing Board:**  
1 September 2016

**Date of last renewal:**  
22 February 2017

**Current term expires:**  
2021 (4-year term)

#### Member of the Managing Board of Peugeot S.A.

##### Executive Vice-President, Europe

##### Other directorships and positions as of 31 December 2018:

|   | Listed<br>company | Group<br>Company |
|---|-------------------|------------------|
| Director of PSA AUTOMOBILES S.A.  |                   | √                |
| Chief Executive Officer of Director of PEUGEOT CITROËN AUTOMOVILES ESPAÑA S.A.              |                   | √                |
| Chairman of the Board of Directors and Director of PEUGEOT CITROËN AUTOMOVEIS PORTUGAL S.A. |                   | √                |
| Member of the Supervisory Board of Opel Automobiles GmbH                                    |                   | √                |

##### Other directorships and positions in the past five years:

- › Chairman and Chief Executive Officer of AUTOMOBILES PEUGEOT S.A.
- › Director of Dongfeng Peugeot Citroën Automobiles company LTD
- › Chairman of the Board of Directors of Peugeot Motor Company PLC
- › Director of Dongfeng Peugeot Citroën Automobiles Sales Company LTD
- › Director of BERI ITALIA SRL
- › Chief Executive Officer of Peugeot Citroën Automobiles Company LTD
- › Director of the PSA Corporate Foundation
- › Permanent Representative of AUTOMOBILES PEUGEOT S.A. on the Board of Directors of Banque PSA Finance S.A.
- › Director of PEUGEOT ESPAÑA S.A.

##### Relevant expertise and professional experience:

A graduate of *Ecole des Mines de Paris* engineering school, Maxime PICAT joined the Group in 1998. He has extensive experience in manufacturing: having held several positions in Mulhouse, France, he became manufacturing manager of the Sochaux plant before being appointed as Plant Manager of the Wuhan production plant in November 2007. In January 2011, Maxime PICAT was appointed Chief Executive Officer of Dongfeng Peugeot Citroën Automobiles (DPCA), after serving as Chief Operating Officer from August 2008 to January 2011. On 1 October 2012, he was appointed Chief Executive Officer of the Peugeot brand. Since 1 September 2016, he is Executive Vice-President, Europe, and a member of the Managing Board.

**Number of Peugeot S.A. securities owned by Maxime PICAT as of 31 December 2018: 41,000 shares.**

**Number of units in the Groupe PSA Employee Stock Ownership Fund as of 31 December 2018: 2,428 units.**

## JEAN-CHRISTOPHE QUEMARD



French national

Born 30 September 1960

Business address:

Groupe PSA,  
7, rue Henri Sainte  
Claire Deville,  
92500 Rueil-Malmaison,  
France

**First appointed to the  
Managing Board:**

13 March 2012

**Date of last renewal:**

22 February 2017

**Current term expires:**

2021 (4-year term)

**Member of the Managing Board of Peugeot S.A.**

Executive Vice-President, Africa-Middle East

| Other directorships and positions as of 31 December 2018:  | Listed company | Group Company |
|--|----------------|---------------|
| Chairman of the Board of Directors of Peugeot Citroën Automobiles MAROC S.A.   |                | √             |
| Managing Director of PEUGEOT CITROËN DS MAROC S.à.r.l.   |                | √             |
| Director of SOPRIAM S.A.   |                | √             |
| Permanent Representative of AUTOMOBILES PEUGEOT on the Board of Directors of SOCIÉTÉ TUNISIENNE AUTOMOBILE FINANCIÈRE IMMOBILIÈRE ET MARITIME (STAFIM) |                | √             |
| Permanent Representative of Automobiles Peugeot S.A. on the Board of Directors of Peugeot Citroën Production Algérie                                   |                | √             |

**Other directorships and positions in the past five years:**

- › Executive Vice-President of Programmes, PSA
- › Director of PCMA HOLDING B.V.
- › Director of Dongfeng Peugeot Citroën Automobiles COMPANY LTD.
- › Chairman of the Board of Directors of GM PSA PURCHASING SERVICES S.A.
- › Director of IKAP Co Ltd

**Relevant expertise and professional experience:**

Jean-Christophe QUEMARD is a graduate of the *Ecole des Mines* at Saint-Etienne and of the *Ecole du Pétrole et des Moteurs*. He joined Groupe PSA in 1986. He held various positions, particularly in the Automotive Platforms and Technologies Department, where he was named director. Appointed to the Expanded Executive Committee and named Vice-President, Purchasing, in 2008, he became a member of the Executive Committee in 2009. He was appointed Executive Vice-President, Programmes in September 2010. Since 1 September 2014, he has been Executive Vice-President, Africa-Middle East.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 66,781 shares.**

**Number of units in the Groupe PSA Employee Stock Ownership Fund as of 31 December 2018: 1,338 units.**

## OLIVIER BOURGES



French national

Born 24 december 1966

Business address:  
Groupe PSA,  
7, rue Henri Sainte  
Claire Deville  
92500 Rueil-Malmaison,  
France

### First appointed to the Managing Board:

25 February 2019

**Current term expires:**  
2021 (4-year term)

### Member of the Managing Board of Peugeot S.A. - From March 1st 2019

Executive Vice President, Programmes and Strategy

| Other directorships and positions as of 31 December 2018:                              | Listed company | Group Company |
|--|----------------|---------------|
| Chairman of the Board of Directors, Banque PSA Finance S.A.                            |                | ✓             |
| Member of the Supervisory Board, Dongfeng Peugeot Citroën Automobile Sales Company Ltd |                | ✓             |
| Director of Dongfeng Peugeot Citroën Automobiles Company Ltd                           |                | ✓             |
| Director of PCMA Holding B.V.  |                | ✓             |
| Member of the Supervisory Board, PSA (Wuhan) Management Company Co. Ltd                |                | ✓             |

### Other directorships and positions in the past five years:

- Director of Peugeot Citroën Automoviles Espana S.A.
- Director of IKAP Co Ltd
- Chairman of the Board of Directors, SAIPA CITROEN COMPANY Co. Ltd
- Director of CREDIPAR S.A.
- Member of the Supervisory Board of GEFCO S.A.
- Permanent Representative of Peugeot S.A. on the Supervisory Board of Citroën S.A.
- Permanent Representative of Peugeot S.A. on the Supervisory Board of Banque PSA Finance S.A.
- Manager of DJ 56 S.N.C.
- Director of Alstom S.A.
- Permanent Representative of Automobiles Peugeot S.A. on the Supervisory Board of Football Club Sochaux Montbéliard S.A.

### Relevant expertise and professional experience:

A graduate of *Sciences Po Paris* and the *Ecole Nationale d'Administration*, Olivier Bourges joined Groupe PSA in 2014. He was appointed Secretary General of Groupe PSA with special responsibility for BPF (Banque PSA Finance) on the Groupe PSA Managing Board. On 1 February 2018, he took charge of Programmes and Strategy. He continues to manage the two joint ventures financing the Group's sales.

He began his career at the Ministry of Economy and Finance, in the Treasury Department, where he held the positions of Deputy Head of the Banking Office, Alternate Director representing France at the World Bank and then Chief of the Housing Finance Office.

Subsequently, in 2000, he joined Renault as Director of Investor Relations, where he then held several operational positions, including within Nissan. He returned to the Ministry of Economy and Finance in 2009 as Deputy Director General in the State Investment Agency then as Deputy Director General in the Public Finance Department.

He was appointed to the Managing Board of Peugeot SA by the Supervisory Board on 25 February 2019, which drew up this Report on Corporate Governance. His term will take effect on 1 March 2019.

\* The number of Peugeot S.A. securities owned by Mr Olivier BOURGES will be public in the 2019 Registration Document, in accordance with the AFEP-MEDEF Code and the Regulation CE 809/2004 Annex I.

In accordance with the recommendation set out in paragraph 18 of the AFEP-MEDEF Corporate Governance Code, Managing Board members systematically consult the Supervisory Board before agreeing to become a corporate officer of any listed company outside the Group.

## 3.1.2. The Supervisory Board

### 3.1.2.1. CURRENT MEMBERSHIP

The Supervisory Board's size and membership reflect the capital structure of Peugeot S.A., which is set out in greater detail in Section 7.3 of this Registration Document.

In accordance with the shareholders' agreement signed on 28 April 2014 between the three main shareholders and the Company, each of the three main shareholders (namely, the Peugeot family Group (Établissements Peugeot Frères - hereafter "EPF" - and FFP), Dongfeng (via Dongfeng Motor (Hong Kong) International Co. Ltd, hereafter "DMHK") and Bpifrance (Lion Participations and Bpifrance Participations) - which in June 2017 bought out the whole of SOGEPA's interest in the Company's share capital -) proposed the appointment of two members of the Board. One of the two members proposed by the main shareholders has been appointed Vice-Chairman.

At 25 February 2019, the Supervisory Board comprised the following fourteen members, of whom:

- six members proposed by the three main shareholders;
- six independent members;
- one employee representative and one employee shareholder representative.

In addition, in accordance with the law, meetings of the Supervisory Board are attended by one non-voting member of the Peugeot S.A. Works Council.

The mandates and functions of Chairman and Vice-Chairman are undertaken by two independent members.

The members of the Supervisory Board are appointed for four-year terms and, as recommended in the AFEF-MEDEF Code (paragraph 13.2), those terms are staggered, making for harmonious renewal of the Board's membership and allowing detailed examination of candidatures to cater for the expertise required.

### 3.1.2.2. CHANGES IN 2018

| Date of effect  | Change occurred  |
|-----------------|--|
| 24 April 2018   | Renewal of Frédéric BANZET's position as a non-voting member   |
| 4 June 2018     | Resignation of LIU Weidong from his position as permanent representative of Dongfeng Motor (Hong Kong) International Co. Ltd       |
| 4 June 2018     | Appointment by Dongfeng Motor (Hong Kong) International Co. Ltd of its new permanent representative: LI Shaozhu                    |
| 22 June 2018    | Appointment by the Group's European Works Council of Christian LAFAYE as its new employee representative to the Supervisory Board. |
| 23 July 2018    | Recording of the appointment by Dongfeng Motor (Hong Kong) International Co. Ltd of its new permanent representative: LI Shaozhu   |
| 23 July 2018    | Appointment of LI Shaozhu to the Appointments, Compensation and Governance Committee (ACGC)  |
| 23 July 2018    | Appointment of AN Tiecheng to the Strategic Committee  |
| 23 July 2018    | Appointment of Christian LAFAYE to the Strategic Committee and the Asia Business Development Committee                             |
| 23 October 2018 | Appointment of Louis GALLOIS to the Finance and Audit Committee  |
| 23 October 2018 | Resignation of Louis GALLOIS from the Strategic Committee  |

### 3.1.2.3. TABLE OF THE SUPERVISORY BOARD MEMBERSHIP

This table summarises the membership of the Supervisory Board and of its committees at the date of this report.

Also shown is the overall length of tenure of office of each of the members, reckoned at the date of this report, the percentage of

independent members on the Board and the gender equality ratio between men and women and the attendance rate of members at the Board and committees meetings.

| Members of the Supervisory Board   | Date of appointment | Overall length of tenure <sup>(1)</sup> | Nationality       | Number of shares | Number of positions in listed companies | Term of office expiry date | Age | Independent according to the AFEP-MEDEF Code | Equality Men/Women | Membership on a committee  | Main function   |
|--|---------------------|---|-------------------|------------------|---|----------------------------|-----|--|--------------------|--|---|
| Louis GALLOIS<br>Chairman  | 12 February 2013    | 6                                       | French            | 1,065            | 1                                       | SGM 2022                   | 75  | √  | M                  | FAC/ACGC   | Chairman of the Supervisory Board of Peugeot S.A.   |
| Geoffroy ROUX de BEZIEUX<br>Vice-Chairman<br>Senior Independent member   | 23 May 2007         | 11                                      | French            | 2,417            | 2                                       | SGM 2021                   | 56  | √  | M                  | ACGC (Chmn.), FAC  | Chairman of Notus Technologies  |
| Marie-Hélène PEUGEOT RONCORONI<br>(Permanent representative of EPF)<br>Vice-Chairwoman as defined in the Shareholders' Agreement         | 25 April 2014       | 4                                       | French            | 1,150            | 4                                       | SGM 2022                   | 58  |  | W                  | ACGC, Asia Business Development Committee                                | Chief Operating Officer of EPF  |
| LI Shaozhu<br>(Permanent Representative of DMHK and (Vice-Chairman as defined in the Shareholders' Agreement))                           | 25 April 2014       | 4                                       | Chinese           | 0                | 2                                       | SGM 2022                   | 58  |  | M                  | ACGC   | Director, Chief Executive Officer and Deputy Secretary of the Party Committee of Dongfeng Motor Corporation |
| Anne GUÉRIN<br>(Permanent representative of Bpifrance Participations)<br>Vice-Chairwoman as defined in the Shareholders' Agreement       | 25 July 2017        | 1                                       | French            | 0                | 1                                       | SGM 2022                   | 50  |  | W                  | ACGC, FAC  | Bpifrance's Finance and Network Executive Director  |
| Catherine BRADLEY  | 23 February 2016    | 3                                       | French            | 1,000            | 1                                       | SGM 2020                   | 59  | √  | W                  | FAC (Chairman), ACGC   | Independent director  |
| Pamela KNAPP   | 31 May 2011         | 7                                       | German            | 1,938            | 5                                       | SGM 2021                   | 60  | √  | W                  | ACGC, FAC  | Independent director  |
| Christian LAFAYE<br>Employee representative<br>(appointed pursuant to Article L. 225-79-2 of the French Commercial Code)                 | 22 June 2018        | -                                       | French            | 0                | 1                                       | CGE 2022                   | 63  |  | M                  | Strategic Committee, Asia Business Development Committee                 | Groupe PSA employee   |
| Helle KRISTOFFERSEN  | 27 April 2016       | 2                                       | French and Danish | 1,000            | 3                                       | SGM 2021                   | 54  | √  | W                  | Strategic Committee, Asia Business Development Committee                 | Total Vice-President, Strategy and Head of "low-carbon" business lines                                      |
| AN Tiecheng  | 25 July 2017        | 1                                       | Chinese           | 0                | 2                                       | SGM 2022                   | 55  |  | M                  | Asia Business Development Committee (Chairman), FAC, Strategic Committee | Chairman of the Board of Dongfeng Peugeot Citroën Automobiles Company Ltd. (DPCA)                           |
| Robert PEUGEOT<br>(Permanent representative of FFP)  | 25 April 2014       | 4                                       | French            | 1,000            | 7                                       | SGM 2022                   | 68  |  | M                  | Strategic Committee (Chmn.), FAC   | Chairman and Chief Executive Officer of FFP   |
| Henri Philippe REICHSTUL   | 23 May 2007         | 11                                      | Brazilian         | 1,000            | 3                                       | SGM 2021                   | 69  | √  | M                  | Strategic Committee, Asia Business Development Committee                 | Corporate director  |
| Bénédicte JUYAUX<br>Member representing employee-shareholders<br>(appointed pursuant to Article L. 225-71 of the French Commercial Code) | 10 May 2017         | 1                                       | French            | 0                | 1                                       | SGM 2021                   | 58  |  | W                  | ACGC FAC   | Groupe PSA employee   |
| Daniel BERNARD<br>(Permanent representative of Lion Participations)  | 25 July 2017        | 1                                       | French            | 0                | 2                                       | SGM 2021                   | 73  |  | M                  | Strategic Committee, Asia Business Development Committee                 | Vice-Chairman of the Board of Directors of CAPGEMINI  |
| Corporate governance indicators  |                     | 5.5 <sup>(2)</sup>                      |                   |                  |   |                            |     | 50% <sup>(3)</sup>                           | 46% <sup>(4)</sup> |  |   |

SGM: Shareholders' General Meeting; ACGC: Asia Business Development Committee; CGE: Group's European Works Council; ACGC: Appointments, Compensation and Governance Committee; FAC: Finance and Audit Committee; Strategic Committee: Strategic Committee.

(1) The date of drafting this report by the Supervisory Board on corporate governance is also used in determining the overall length of tenure.

(2) Average overall length of tenure, calculated by taking into account all members of the Supervisory Board.

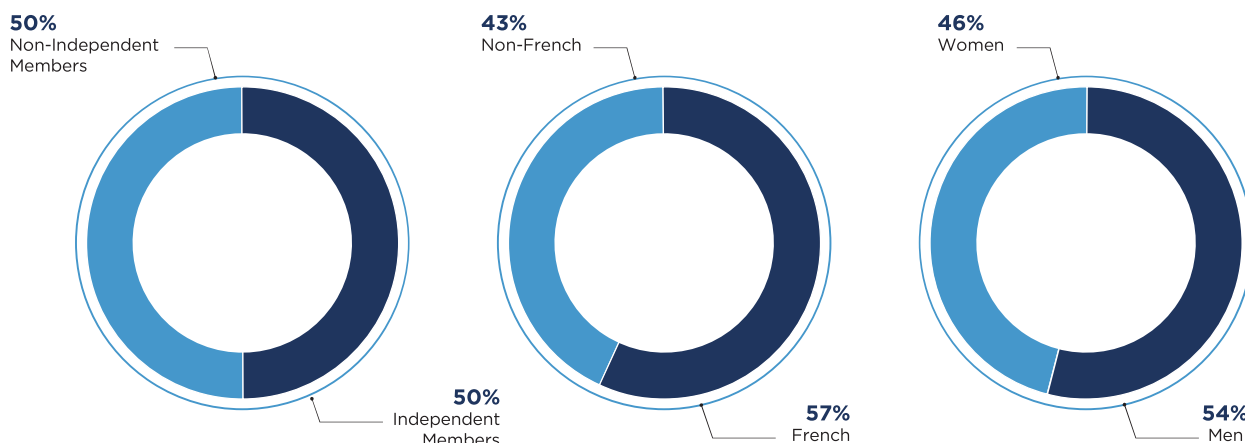
(3) Members representing employees and employee shareholders are not taken into account to establish this percentage (AFEP-MEDEF Code, Article 8.3).

(4) The employee representative is not taken into account in calculating this percentage. (Article L. 225-27 of the French Commercial Code).



### 3.1.2.4. THE DIVERSITY POLICY IMPLEMENTED ON THE BOARDS AND THE BALANCED REPRESENTATION OF WOMEN AND MEN

In accordance with the recommendation of the AFEP-MEDEF Code, paragraph 6.2, the Board regularly examines whether the desired balance is struck in its membership and that of its committees, with regard to the composition of and changes to the ownership structure of the Company and the need for diversity on the Board. Pursuant to Article L. 225-69 of the French Commercial Code, the Board currently comprises six female and eight male members.



As part of its tasks, when reviewing the Board's succession plan, the Supervisory Board assesses the candidacies of people who have international experience and expertise that will help them perform the duties assigned to them by the law and the Company by-laws. The Board believes that this approach aligns with Groupe PSA's increasingly international character.

In this vein, when looking for independent members, the Board reviews candidacies with the goal of satisfying the demand for diversity and internationalisation.

To meet this same goal, the Supervisory Board asks the Executive Management to draft an Annual Report on the enactment of the non-discrimination and diversity policy within the Group and particularly the Group's other management bodies, especially the Executive Committee.

In 2018, the Supervisory Board hailed the Group's work on diversity, which has produced greater gender equality and an increase in international profiles. This progress was recognised with the renewal of the "Gender Equality and Diversity" label. The Group provides shareholders with additional information on the Diversity policy within Groupe PSA and the governing bodies, and on future targets, in paragraph 2.4.5.1 of the CSR Report (please refer to that section).

### 3.1.2.5. THE INDEPENDENT MEMBERS

The Appointments, Compensation and Governance Committee ensures the maintenance of the proportion of the independent members of the Supervisory Board, in accordance with the recommendations of the AFEP-MEDEF Code (paragraphs 16.1 and 17.1), which state that the independent members should make up at least one-half of the Board's members.

As stated in the Internal Rules of the Supervisory Board, "members of the Supervisory Board represent all shareholders and must always act in the corporate interests of the Company. Each member of the Supervisory Board shall strive to ensure that their analysis, judgement, decision-making and action are independent, to benefit the Company's interest. They agree not to seek out or to accept any benefit likely to undermine this".

The rate of feminization of 46% is unchanged from 2014 and calculated according to the law, without taking into account the member representing employees.

The Board currently includes six independent members, representing 50%.

The Board has six members who are foreign nationals (Pamela KNAPP, German; Helle KRISTOFFERSEN, French and Danish; Catherine BRADLEY, French and British; AN Tiecheng and LI Shaozhu, of Chinese nationality; Henri Philippe REICHSTUL, Brazilian), and all the non-employee members have experience working in one or more international organisations.

On a recommendation of the Appointments, Compensation and Governance Committee, the Supervisory Board reviewed the position of each of its members with regard to the independence criteria selected by the Company (paragraph 8 of the AFEP-MEDEF Code) at its meeting on 25 February 2019:

- not be an employee or Executive Director of the Managing Board, or an employee or director of its parent company or of a company which it consolidates or has consolidated in the last five years;
- not be an Executive Director of the Managing Board of a company in which the Company holds directly or indirectly a director term of office or in which an employee designated as such or an Executive Director of the Managing Board of the Company (either currently or in the last five years) holds a director term of office;
- not be a major client, supplier, investment banker or corporate banker, or consultant of the Company or its Group, or for which the Company or its Group represents a significant part of its business;
- must have no close family ties with a corporate officer;
- must not have been a Statutory Auditor of the Company in the last five years;
- must not have been a Company director during the last 12 years.

On the basis of these criteria, the Supervisory Board classified six members as independent:

- Mr Louis GALLOIS (Chairman of the Supervisory Board);
- Mr Geoffroy ROUX de BEZIEUX (Vice-Chairman and Senior Independent Member);
- Mrs Catherine BRADLEY;
- Mrs Pamela KNAPP;
- Mrs Helle KRISTOFFERSEN; and
- Mr Henri Philippe REICHSTUL.

This puts the proportion of independent members at 50%.

It should be recalled that, in accordance with paragraph 8.3 of the AFEP-MEDEF Code, member representing employees or employee shareholders are not included when calculating this percentage.

Pursuant to the AFEP-MEDEF Code in its version updated in June 2018, the analysis that leads to considering the independence of the Board members listed above is summarised in the table below:

| Criteria <sup>(1)</sup>  | Louis<br>GALLOIS | Geoffroy<br>ROUX de<br>BÉZIEUX | Catherine<br>BRADLEY | Pamela<br>KNAPP | Helle<br>KRISTOFFERSEN | Henri<br>Philippe<br>REICHSTUL |
|--|------------------|--------------------------------|----------------------|-----------------|------------------------|--------------------------------|
| <b>Criterion 1:</b><br>Has not been an employee or Executive Director of the Managing Board of the Company or a subsidiary in the past 5 years | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 2:</b><br>No cross-directorships  | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 3:</b><br>Must not have any significant business relationships  | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 4:</b><br>Must not be related by close family ties to a Company officer   | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 5:</b><br>Must not have been a Statutory Auditor of the Company in the last five years  | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 6:</b><br>Period of term of office exceeding 12 years   | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 7:</b><br>Status of member of the Supervisory Board (must not receive variable compensation)                                      | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |
| <b>Criterion 8:</b><br>Status of major shareholder (>10% stake in the Company's share capital)   | ✓                | ✓                              | ✓                    | ✓               | ✓                      | ✓                              |

(1) In this table, ✓ represents an independence criterion that is met and X represents an independence criterion that is not met.

It is recalled that the Supervisory Board, on the basis of the analysis driven by the Appointments, Compensation and Governance Committee, has conducted a qualitative and a quantitative examination of business relationships between Groupe PSA and the companies in which the members of the Supervisory Board hold other office and/or exercise other duties, on the basis of the following criteria:

- the overall duration of the term (quantitative criterion),
- the sale revenue generated by the business relationship (quantitative criterion), and
- the analysis of the type of business relationship between the two companies, as well as the type of the function or responsibilities carried on, having or not an impact on operational decision-making within the concerned companies (qualitative criteria).

Particular attention was paid to examining situations of Mrs Pamela KNAPP, director at the Compagnie de Saint Gobain S.A., and of Mrs Helle KRISTOFFERSEN, director at Orange S.A. and Vice-President, Strategy and Chief Administrative Officer of the "low carbon" division at TOTAL S.A..

With regards to Mrs Pamela KNAPP situation, the Supervisory Board noted that the overall duration of her term of office at Groupe PSA is lower than 12 years.

Regarding the relationships between Groupe PSA and the Compagnie de Saint Gobain S.A., the Supervisory Board noticed that the volume of business relationships between the two groups does not exceed 5% of Groupe PSA sales revenue. Therefore, in light of the non material nature of the relationships, any dependent relationship between the two groups could be excluded.

In addition, the function Mrs Pamela KNAPP performs within Groupe PSA and within the aforementioned companies does not give her

direct or indirect decision-making powers in the context of the establishment or maintenance of any business relationship.

As far as Mrs Helle KRISTOFFERSEN is concerned, the Supervisory Board stated that the overall duration of her term of office at Groupe PSA is lower than 12 years.

Regarding the relationships between Groupe PSA and TOTAL S.A., and Groupe PSA and Orange S.A., the Supervisory Board noted that the volume of business relationships between Groupe PSA and each of the two groups does not exceed 5% of Groupe PSA sales revenue. Therefore, in light of the non-material nature of the relationships, any dependent relationship between the two groups could be excluded.

In addition, the function Mrs Helle KRISTOFFERSEN performs within Groupe PSA and within the aforementioned companies does not give her direct or indirect decision-making powers in the context of the establishment or maintenance of any business relationship.

It conclusion, the examination has revealed that the business relationships fostered between Groupe PSA and the aforesaid companies are not likely to compromise the independence of Mrs Pamela KNAPP and Mrs Helle KRISTOFFERSEN.

### 3.1.2.6. THE SENIOR INDEPENDENT MEMBER OF THE SUPERVISORY BOARD OF PEUGEOT S.A.

The Senior Independent Member is appointed from among the independent members in accordance with paragraph 6.3 of the AFEP-MEDEF Code and, under the Internal Rules of the Supervisory Board, has the following powers and prerogatives:





- to call and chair meetings of the independent members of the Supervisory Board on operational matters of the Board and to convey its conclusions to the Chairman of the Supervisory Board;
  - notifying to the Chairman of the Supervisory Board any conflict of interest it has identified which could affect the deliberations of the Board;
  - taking note of the significant governance concerns of shareholders not represented on the Supervisory Board and ensuring that they are addressed;
  - reporting on the performance of his or her duties to the Supervisory Board and, where applicable, to the Shareholders' Annual General Meeting.
- Mr Geoffroy ROUX de BEZIEUX performs the duties of Senior Independent Member of the Supervisory Board. Since 25 July 2017, he has also become Vice-Chairman of the Supervisory Board of Peugeot S.A. This is because, for compliance with best governance practices, the Supervisory Board has decided to combine the office of Senior Independent Member with that of Vice-Chairman.
- Mr Geoffroy ROUX de BEZIEUX also sits as Chairman of the Appointments, Compensation and Governance Committee.

### 3.1.2.7. THE MEMBER REPRESENTING EMPLOYEES AND THE MEMBER REPRESENTING EMPLOYEE SHAREHOLDERS

The employee representative is appointed, under the procedure described by Article 10.I.B of the By-laws, by the Group European Works Council, pursuant to Article L.225-79-2 of the French Commercial Code.

The representative of employee shareholders is appointed by the Shareholders' General Meeting on the proposal of the Supervisory Boards of the corporate mutual funds ("FCPE" in french), in accordance with the Article L.225-71 of the French Commercial Code and Article 10.I.C of the Company by-laws. It will be recalled that the Shareholders' General Meeting on 10 May 2017 amended

the by-laws to maintain representation of employee shareholders on the Supervisory Board for a period of four years even though the percentage of employee ownership had fallen below 3%.

The Supervisory Board enables the employee representative and the representative of employee shareholders to train appropriately for the duties required of them by virtue of their office. In this respect, the Board offers training to employee representatives at the *Institut Français des Administrateurs* (French Institute of Directors).

### 3.1.2.8. THE NON VOTING MEMBERS OF THE SUPERVISORY BOARD

Under the terms of the shareholders' agreement, each of the three reference shareholders may apply to have a non-voting member attend the meetings of the Supervisory Board. In accordance with

the Internal Rules of the Supervisory Board, the non-voting members are appointed by the Supervisory Board for a term of four years.

| Non-voting members of the Supervisory Board                                   | Date of first appointment | Term of office expiry date | Attendance to the Supervisory Board meeting |
|---|---------------------------|----------------------------|---|
| Frédéric BANZET (appointed on the proposal of the Peugeot family-owned group) | 29 July 2014              | 2022                       | 100%  |
| Alexandre OSSOLA (appointed on the proposal of BPI)                           | 25 July 2017              | 2021                       | 87.5%                                       |
| LV Haitao (appointed on the proposal of DMHK)                                 | 25 July 2017              | 2021                       | 87.5%                                       |

### 3.1.2.9. INFORMATION ABOUT THE CURRENT MEMBERS OF THE SUPERVISORY BOARD

#### Board Members

#### LOUIS GALLOIS



French national  
Born 26 January 1944  
Business address:  
Groupe PSA,  
7, rue Henri Sainte  
Claire Deville,  
92500 Rueil-Malmaison,  
France

**First elected to the  
Supervisory Board:**  
12 February 2013

**Date of last renewal:**  
24 April 2018

**Current term expires:**  
2022 (4-year term)

#### Chairman of the Supervisory Board of Peugeot S.A.

Independent Member  
Member of the Appointments, Compensation and Governance Committee  
Member of the Finance and Audit Committee

| Other directorships and positions as of 31 December 2018:                   | Listed company | Group Company |
|---|----------------|---------------|
| Chairman of Fédération des Acteurs de la Solidarité                         |                |               |
| Co-Chairman of La Fabrique de l'Industrie                                   |                |               |
| Director of Association Nationale de la Recherche Technique                 |                |               |
| President of the experimental fund for areas with zero long-term unemployed |                |               |

#### Other directorships and positions in the past five years:

- › General Commissioner for Investment
- › Director of MICHELIN S.C.A.
- › Director of Ecole Centrale de Paris
- › Director of Cercle de l'Industrie

#### Relevant expertise and professional experience:

A graduate of the HEC business school and Ecole Nationale d'Administration, Louis GALLOIS began his career in the French Treasury Department. He subsequently became Chief of Staff for Jean-Pierre CHEVENEMENT at the Ministry of Research and Technology before serving as Head of the Industry Department at the Ministry of Industry and Policy Officer at the Ministry of the Economy, Finance and Privatisation before ultimately serving on Mr CHEVENEMENT's staff at the Ministry of Defence. After that, he held the position of Chairman and Chief Executive Officer, first at Snecma (1989-1992) and then at Aérospatiale (1992-1996). After serving as President of SNCF-French Railways from 1996 to 2006, he was one of the co-Chief Executive Officers of the EADS group until 2007, then Chief Executive Officer until June 2012. He also served as Chief Executive Officer of EADS (Airbus) from September 2006 to August 2007. From June 2012 to April 2014, he served in the French government as General Commissioner for Investment. He has been Chairman of the Groupe PSA Supervisory Board since 29 April 2014.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 1,065 shares.**

#### GEOFFROY ROUX DE BEZIEUX



French national  
Born 31 May 1962  
Business address:  
Notus Technologies,  
2 bis, rue de Villiers,  
92300 Levallois-Perret,  
France

**First elected to the  
Supervisory Board:**  
23 May 2007

**Date of last renewal:**  
10 May 2017

**Current term expires:**  
2021 (4-year term)

#### Vice-Chairman of the Supervisory Board of Peugeot S.A.

Independent member and Senior Independent Member  
Chairman of the Appointments, Compensation and Governance Committee  
Member of the Finance and Audit Committee

| Other directorships and positions as of 31 December 2018: | Listed company | Group Company |
|---|----------------|---------------|
| Chairman of NOTUS TECHNOLOGIES                            |                |               |
| Director of PARROT S.A.                                   | √              |               |
| Chairman of MEDEF   |                |               |

#### Other directorships and positions in the past five years:

- › Chairman of OMEA TELECOM (VIRGIN MOBILE)
- › Vice-Chairman of the Supervisory Board of SELOGER.COM
- › Chairman of Oliviers & Compagnie
- › Chairman of the Supervisory Board of CREDIT.FR

#### Relevant expertise and professional experience:

After graduating from the ESSEC business school, Geoffroy ROUX de BEZIEUX held various positions at the L'Oréal group from 1986 to 1996. He was Founder-Chairman of The Phone House, France's leading independent mobile phone retailer. He later sold the company to The Carphone Warehouse, which appointed him as Managing Director Europe in 2000 and Chief Operating Officer in 2003, a position he held until 2006. From 2006 to 2014 he was Founder-Chairman of Omea Telecom (Virgin Mobile). He manages the affairs of the NOTUS technologies investment company.

**Number of Peugeot S.A. securities owned by Geoffroy ROUX de BEZIEUX as of 31 December 2018: 2,417 shares.**

## MARIE-HELENE PEUGEOT RONCORONI



French national  
Born 17 November 1960  
Business address:  
FFP, 66, avenue Charles  
de Gaulle,  
92200 Neuilly-sur-Seine,  
France

**EPF first elected to the Supervisory Board:**

25 April 2014

**Date of last renewal of EPF to the Supervisory Board:**

24 April 2018

**Current term expires:**  
2022 (4-year term)

**Permanent Representative of Établissement Peugeot Frères (EPF) on the Board of Directors of Peugeot S.A.**

Member of the Appointments, Compensation and Governance Committee  
Member of the Asia Business Development Committee  
Vice-Chairwoman of the Supervisory Board of Peugeot S.A.

| Other directorships and positions as of 31 December 2018:                 | Listed company | Group Company |
|---|----------------|---------------|
| Director and Vice-Chairwoman of the PSA Corporate Foundation              |                | √             |
| Director and Chief Operating Officer of ÉTABLISSEMENT PEUGEOT FRÈRES S.A. |                |               |
| Director and Vice-Chairwoman of FFP S.A.                                  | √              |               |
| Director and Chairwoman of the Board of Directors of SAPAR S.A.           |                |               |
| Director of ESSO SAF  | √              |               |
| Director of LISI  | √              |               |
| Director of SICAV ARMENE  |                |               |
| Chairwoman of SAINT-CO SAS  |                |               |

**Other directorships and positions in the past five years:**

- › Director of ASSURANCES MUTUELLES DE FRANCE
- › Permanent Representative of Assurances Mutuelles de France within the Board of Directors of INSTITUT DIDEROT
- › Chief Operating Officer of SAPAR S.A.
- › Permanent Representative of SAPAR S.A. on the Board of Directors of IMMEUBLES DE FRANCHE-COMTE
- › Member of the Supervisory Board of Peugeot S.A.

**Relevant expertise and professional experience:**

Marie-Hélène PEUGEOT RONCORONI graduated from *Sciences Po Paris*. She began her career in an international audit firm before holding positions in Corporate Finance, Industrial Relations and human resources within the Group. She currently serves as Director and Chief Operating Officer of Établissements Peugeot Frères, director and Vice-President of FFP, ESSO SAF and LISI. She is also director and Vice-Chairwoman on the Board of Directors of the PSA Corporate Foundation.

**Number of Peugeot S.A. securities owned by Marie-Hélène PEUGEOT RONCORONI as of 31 December 2018: 1,150 shares.**

**Number of Peugeot S.A. securities owned by EPF as of 31 December 2018: 26,298,895 shares.**

**Number of units owned by Marie-Hélène PEUGEOT RONCORONI in the Groupe PSA Employee Stock Ownership Fund as of 31 December 2018: 652 units.**

## LI SHAOZHU



Chinese national  
Born 3 December 1960  
Business address:  
Special No. 1 Dongfeng Road  
Wuhan Economic and  
Technology Development  
Zone, Wuhan, Hubei  
Province, China.  
**DMHK first elected to the  
Supervisory Board:**  
25 April 2014  
**Date of last renewal of  
DMHK to the Supervisory  
Board:**  
24 April 2018  
**Current term expires:**  
2022 (4-year term)

**Permanent Representative of Dongfeng Motor (Hong Kong) International Co. Ltd. (DMHK) on the Supervisory Board of Peugeot S.A.**

Member of the Appointments, Compensation and Governance Committee of Peugeot S.A.  
Vice-Chairman of the Supervisory Board of Peugeot S.A.

| Other directorships and positions as of 31 December 2018:  | Listed company | Group Company |
|--|----------------|---------------|
| Director, Chief Executive Officer and Deputy Secretary of the Party Committee of Dongfeng Motor Corporation                        |                |               |
| Executive Director, Chairman and Chief Executive Officer and Permanent Member of the Party Committee of Dongfeng Motor Group, Ltd. | √              |               |
| Chairman of Dongfeng Renault Automobile Co., Ltd.  |                |               |
| Chairman of Dongfeng Honda Automobile Co., Ltd.  |                |               |
| Chairman of Dongfeng Commercial Vehicles Co., Ltd.   |                |               |

**Other directorships and positions in the past five years:**

- › Deputy Managing Director and Permanent Member of the Party Committee of Dongfeng Motor Corporation
- › Permanent Member of the Party Committee of Dongfeng Motor Co., Ltd.
- › Secretary of the Party Committee of Dongfeng Design Institute Co., Ltd.
- › Chairman of Dongfeng Design Institute Co., Ltd.
- › Chairman of Dongfeng Checheng Logistics Co., Ltd.
- › Chairman of Wuhan Dawnpro Information Technology Co., Ltd.

**Relevant expertise and professional experience:**

LI Shaozhu, 57, was appointed Managing Director of Dongfeng Motor Corporation in June 2016. He is currently a member of the Board, Managing Director and Deputy Secretary of the Party Committee of Dongfeng Motor Corporation. In 1983 he received a bachelor's degree in mechanical engineering with a concentration in casting engineering and equipment from Tsinghua University. He earned an MBA from Zhongnan University in 1996. He joined Dongfeng Motor Corporation in 1983, and served as Deputy General Manager from July 1997 to July 2001. He also served as General Manager and Permanent Member of the Party Committee from July 2001 to June 2016. He then became Managing Director, director and Deputy Secretary of Dongfeng Motor Corporation in June 2016. In August 2016, he was also appointed Chairman and Chief Executive Officer of Dongfeng Motor Group Company Limited. Mr LI has more than 30 years' experience in the automotive industry.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None.**

**Number of Peugeot S.A. securities owned by DMHK as of 31 December 2018: 110,622,120 units.**



## ANNE GUERIN



French national

Born 16 August 1968

Business address:  
Bpifrance Participations,  
6/8 boulevard Haussman,  
75009 Paris, France

**Bpifrance Participations first elected to the Supervisory Board:**  
25 July 2017

**Date of last renewal of Bpifrance Participations to the Supervisory Board:**

24 April 2018

**Current term expires:**  
2022 (4-year term)

**Permanent Representative of Bpifrance Participations on the Supervisory Board of Peugeot S.A.**

Member of the Finance and Audit Committee  
Member of the Appointments, Compensation and Governance Committee  
Vice-Chairwoman of the Supervisory Board

**Other directorships and positions as of 31 December 2018:**

**Listed company**

**Group Company**

Director of Bpifrance Régions  
Director of the VoisinMalin non-profit-making association  
Bpifrance's Finance and Network Executive Director

**Other directorships and positions in the past five years:**

- › Executive Director for Risk (Bpifrance)
- › International Financing Director (Bpifrance)
- › Regional Director, Île de France West (Bpifrance)
- › Director and Permanent Representative of Bpifrance Participations on the Board of CGG

**Relevant expertise and professional experience:**

Anne GUERIN is a graduate of ESCP Europe. She began her career as an account manager at the French SME development bank, moving on to become Equity Investments Manager at Avenir Entreprises. She joined Bpifrance in 2008, as Regional Manager for the Western Île de France, then became Manager for International Financing (2014-2016) and lastly, Risk Manager (2016-2017). She is currently Executive Vice-President in charge of Network and Financing. Anne GUERIN is also a member of the Bpifrance Régions Board of Directors, and a Director of the VoisinMalin non-profit-making association.

**Number of Peugeot S.A. securities owned by Mrs Anne GUERIN as of 31 December 2018: None**

**Number of Peugeot S.A. securities owned by Bpifrance Participations as of 31 December 2018: 1,000 shares**

## DANIEL BERNARD



French national

Born 18 February 1946

Business address:  
Provestis, 14 Rue de  
Marignan, 75008 Paris,  
France

**Lion Participations first elected to the Supervisory Board:**  
25 July 2017

**Current term expires:**  
2021 (4-year term)

**Permanent Representative of Lion Participations on the Supervisory Board of Peugeot S.A.**

Member of the Strategic Committee  
Member of the Asia Business Development Committee

**Other directorships and positions as of 31 December 2018:**

**Listed company**

**Group Company**

Vice-Chairman of the Board of Directors of Cap Gemini S.E.  
Chairman of Provestis S.A.S.  
Senior Advisor to Towerbrook Capital Partners LP (UK)  
Director of the EESC HEC  
Honorary President of the HEC Foundation

**Other directorships and positions in the past five years:**

- › Director of Alcatel-Lucent S.A.S.
- › President of the HEC Foundation
- › Chairman of MAF Retail Group (Dubai)
- › Chairman of Kingfisher Plc (UK)

**Relevant expertise and professional experience:**

A graduate of HEC, Daniel BERNARD was successively the Managing Director of the group Metro France (1981-1989), Chief Operating Officer de Metro International AG (1989-1992), then Chairman and Chief Executive Officer of Carrefour (1992-2005), Chairman of the Board of Directors of MAF Retail Group (Dubai) (2010-2014), and Chairman of the Board of Directors of Kingfisher Plc (UK) (2006-2017). He is currently Chairman of the Provestis holding company. He is also Vice-Chairman of the Board of Directors of Cap Gemini S.E., Senior Advisor to Towerbrook Capital Partners LP (United Kingdom), Member of the HEC Board of Management and Honorary President of the HEC Foundation. Daniel BERNARD holds the French honours of *Chevalier de la Légion d'Honneur* and *Officier de l'Ordre National du Mérite*.

**Number of Peugeot S.A. securities owned by Daniel BERNARD as of 31 December 2018: None.**

**Number of Peugeot S.A. securities owned by Lion Participations as of 31 December 2018: 110,621,220 shares**

## CATHERINE BRADLEY



French and British national  
Born 20 April 1959

Business address:  
11 Woodstock Road,  
London W4 1DS, United  
Kingdom

**First elected to the  
Supervisory Board:**  
23 February 2016

**Current term expires:**  
2020 (4-year term)

### Member of the Supervisory Board of Peugeot S.A.

**Independent Member**  
**Chairwoman of the Finance and Audit Committee**  
**Member of the Appointments, Compensation and Governance Committee**

| Other directorships and positions as of 31 December 2018:       | Listed company | Group Company |
|---|----------------|---------------|
| Independent Director at the Financial Conduct Authority (FCA)   |                |               |
| Independent director at the FICC Markets Standards Board (FMSB) |                |               |
| Member of the Investment Committee of The Athenaeum Club        |                |               |

### Other directorships and positions in the past five years:

► Independent Director at WS Atkins PLC

### Relevant expertise and professional experience:

Catherine BRADLEY graduated from HEC Paris (major in Finance and International Affairs). Between 1981 and 1991, she held a variety of positions in the investment banking and Mergers & Acquisitions Departments at Merrill Lynch. She was appointed Executive Director, in charge of investment banking at SBC (UBS) in 1991, and became Head of European Strategy for the Equity Advisory team at BNP Paribas in 1994. In 2000, she was named Managing Director of Dresdner Kleinwort Benson. She joined Crédit Suisse as Managing Director in 2003, first in London as Head of Coverage, and then in Hong Kong, where she served as Head of the Equity-Linked Group for Asia-Pacific from 2008 to 2012. In 2013, she was appointed Head of Equity Advisory, Global Markets for the Asia-Pacific region at Société Générale. She is currently an independent director. Among other office held, she has been appointed by the UK Treasury to sit on the Board of the Financial Conduct Authority, the regulatory authority for financial activities in the United Kingdom.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 1,000 shares.**

## PAMELA KNAPP



German national  
Born 8 March 1958

Business address:  
Groupe PSA,  
7, rue Henri Sainte Claire  
Derville,  
92500 Rueil-Malmaison,  
France

**First elected to the  
Supervisory Board:**  
31 May 2011

**Date of last renewal:**  
10 May 2017

**Current term expires:**  
2021 (4-year term)

### Member of the Supervisory Board of Peugeot S.A.

**Independent Member**  
**Member of the Appointments, Compensation and Governance Committee**  
**Member of the Finance and Audit Committee**

| Other directorships and positions as of 31 December 2018: | Listed company | Group Company |
|---|----------------|---------------|
| Director of COMPAGNIE DE SAINT-GOBAIN S.A.                | ✓              |               |
| Director of HKP AG  |                |               |
| Director of PANALPINA AG                                  | ✓              |               |
| Director of BEKAERT NV                                    | ✓              |               |
| Member of the Supervisory Board of Lanxess AG             | ✓              |               |

### Other directorships and positions in the past five years:

► Member of the Managing Board of GfK SE

### Relevant expertise and professional experience:

Pamela KNAPP is a graduate of Harvard Business School's Advanced Management Programme and holds a Masters in Economics from the University of Berlin. She began her career at Deutsche Bank AG, and later worked as an M&A consultant before holding several management positions at the Siemens group AG, including as Senior Vice-President for the group's Management Development, the group's Senior Management Remuneration System from 2000 to 2004, and Chief Financial Officer of the Power Transmission & Distribution Division from 2004 to 2009. From 2009 until October 2014, she was Chief Financial Officer, responsible for Finance, Financial Controlling and Accounting, Personnel and Administration at the GfK SE group from 2009 until 2014.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 1,938 shares.**



## CHRISTIAN LAFAYE



French national

Born 21 January 1956

Business address:  
Groupe PSA,  
site de Sept-Fons,  
Route de Sept-Fons,  
03290 Dompierre-sur-Besbre,  
France.

**First elected to the  
Supervisory Board:**  
22 June 2018

**Current term expires:**  
CGE 2022 (4-year term)

**Employee representative on the Supervisory Board of Peugeot S.A.**

Member of the Asia Business Development Committee  
Member of the Strategic Committee

**Other directorships and positions as of 31 December 2018:**

None

**Listed  
company**

**Group  
Company**

**Other directorships and positions in the past five years:**

- › Employee representative at Groupe PSA's Sept-Fons plant
- › Member of the Works Council at Groupe PSA's Sept-Fons plant
- › *Force Ouvrière* Central Trade Union Representative for Groupe PSA

**Relevant expertise and professional experience:**

Christian LAFAYE is the historical representative of the *Force Ouvrière* trade union at Sept-Fons. A foundryman by trade and an employee at this plant since 1976, he has held several positions on the Sept-Fons Works Council, including Employee Representative at the Sept-Fons plant for 41 years and Deputy Secretary of the Sept-Fons Works Council for 18 years.

He also served as Secretary of the Sept-Fons Works Council for 20 years and has been the Central Trade Union Representative for the last 10 years.

He brings to the Supervisory Board extensive knowledge of the Company, the automotive industry and labour organisations.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None.**

\* Appointed under Article L225-79-2 of the French Commercial Code

## HELLE KRISTOFFERSEN



French and Danish national

Born 13 April 1964

Business address:  
Total S.A.,  
2, place Jean Millier,  
La Défense,  
92078 Paris La Défense  
Cedex France

**First elected to the  
Supervisory Board:**  
27 April 2016

**Date of last renewal:**  
10 May 2017

**Current term expires:**  
2021 (4-year term)

**Member of the Supervisory Board of Peugeot S.A.**

Independent Member  
Member of the Strategic Committee  
Member of the Asia Business Development Committee

**Other directorships and positions as of 31 December 2018:**

Vice-President, Strategy and Chief Administrative Officer of the low carbon division at TOTAL S.A.

**Listed  
company**

**Group  
Company**

Director on the Board of Directors of ORANGE S.A.

Director of Sunpower Corporation

Director of Direct Energie S.A.

√

√

√

**Other directorships and positions in the past five years:**

- › Director of VALEO S.A.
- › Director of the Paris Science and Arts Community of Universities and Institutions (COMUE PSL)
- › Senior Vice-President of Strategy and Business Intelligence of TOTAL S.A.

**Relevant expertise and professional experience:**

Helle KRISTOFFERSEN is a graduate of *Ecole Normale Supérieure* and *Ecole Nationale de la Statistique et de l'Administration Économique (ENSAE)*. In September 2016, she was named Vice-President, Strategy and Chief Administrative Officer of the Total group's "low carbon" operations (natural gas, solar energy, energy trading and marketing, and energy efficiency services). In her role, she leads the following departments: Finance, Legal, HR, Information Systems, Corporate Communication, Security and Strategic Markets. She previously served as Senior Vice-President, Strategy & Business Intelligence, at the Total group from 2012 to 2016. She spent most of her career at Alcatel, now Alcatel-Lucent, which she joined in 1994. After holding a number of positions in the group, between 2005 and 2008 she served as Vice-President, Corporate Strategy, and then Senior Vice-President, Vertical Markets, from 2009 to 2010. She holds France's highest honour, as a *Chevalier de la Légion d'Honneur*.

**Number of Peugeot S.A. securities owned as of 31 December 2018: 1,000 shares.**

## AN TIECHENG



Chinese national  
Born 30 June 1963  
Business address:  
Special No.1 Dongfeng  
Road, Wuhan Economic and  
Technology Development  
Zone, Wuhan, Hubei  
Province, China

**First elected to the  
Supervisory Board:**  
25 July 2017

**Date of last renewal:**  
24 April 2018

**Current term expires:**  
2022 (4-year term)

### Member of the Supervisory Board of Peugeot S.A.

Chairman of the Asia Business Development Committee  
Member of the Finance and Audit Committee  
Member of the Strategic Committee

| Other directorships and positions as of 31 December 2018:  | Listed company | Group Company |
|--|----------------|---------------|
| Deputy Managing Director and Member of the Party Permanent Committee of Dongfeng Motor Corporation |                |               |
| Chairman of DONGFENG PEUGEOT-CITROËN AUTOMOBILES COMPANY LTD. (DPCA)                               |                | √             |
| Chairman of DONGFENG PEUGEOT-CITROËN AUTOMOBILES SALES COMPANY LTD. (DCPS)                         |                | √             |
| Executive Director of DONGFENG MOTOR GROUP CO. LTD.  | √              |               |
| Director of DONGFENG MOTOR (HONG KONG) INTERNATIONAL CO. LTD. (DMHK)                               |                |               |
| Director of DONGFENG MOTOR CO. LTD.  |                |               |
| Managing Director of DONGFENG MOTOR INVESTMENT (SHANGHAI) CO. LTD.                                 |                |               |
| Chairman of DONGFENG HONGTAI HOLDINGS GROUP CO. LTD.   |                |               |

### Other directorships and positions in the past five years:

- › Managing Director of FAW-VW
- › Managing Director of FAW CAR CO.
- › Party Secretary, HONGQI DIVISION OF FAW CORPORATION

### Relevant expertise and professional experience:

Mr AN Tiecheng is a graduate in Management Science and Engineering of the University of Jilin (China). He spent most of his career at FAW, where he began in 1984, exercising various in-plant positions of responsibility up to Deputy Manager. In 1999, he became Deputy Head of the FAW-VW Planning Department, then Head of the FAW group Planning Department, before becoming Managing Director of FAW-VW, then of FAW CAR Co. Since April 2017, he has been Vice-President and Member of the Party Permanent Committee of the DFM group. Since June 2017, he has been Chairman of the Board of DPCA.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None**



## ROBERT PEUGEOT



French national  
Born 25 April 1950  
Business address:  
FFP,  
66, avenue Charles de Gaulle,  
92200 Neuilly-sur-Seine,  
France

### FFP first elected to the Supervisory Board:

25 April 2014

### Date of last renewal of FFP to the Supervisory Board:

24 April 2018

### Current term expires:

2022 (4-year term)

### Permanent Representative of FFP on the Supervisory Board of Peugeot S.A.

Chairman of the Strategic Committee  
Member of the Finance and Audit Committee

| Other directorships and positions as of 31 December 2018:   | Listed company | Group Company |
|---|----------------|---------------|
| Director of Faurecia S.A.   | √              | √             |
| Chairman and Chief Executive Officer of FFP S.A.  | √              |               |
| Member of the Supervisory Board of HERMES INTERNATIONAL SCA   | √              |               |
| Director of ETABLISSEMENTS PEUGEOT FRERES S.A.*   |                |               |
| Director of SOFINA S.A.S.   | √              |               |
| Director of TIKEHAU CAPITAL ADVISORS SAS  |                |               |
| Director of DKSH AG   | √              |               |
| Managing Director of S.A.R.L. CHP GESTION   |                |               |
| Managing Director of SC RODOM   |                |               |
| Permanent Representative of FFP, Chairman of FFP INVEST*  |                |               |
| Permanent Representative of FFP INVEST, Chairman of the Supervisory Board of FINANCIERE GUIRAUD S.A.S.* |                |               |
| Permanent Representative of MAILLOT I on the Board of Directors of SICAV ARMENE*                        |                |               |
| Permanent Representative of F&P on the Supervisory Board of SAFRAN S.A.                                 | √              |               |
| Member of the Supervisory Board of SOPAREXO S.C.A.  |                |               |

\*Corporate office held within FFP.

### Other directorships and positions in the past five years:

- › Permanent Representative of FFP INVEST on the Supervisory Board of IDI EMERGING MARKETS S.A.
- › Director of SANEF S.A.
- › Permanent Representative of FFP INVEST on the Supervisory Board of ZODIAC AEROSPACE
- › Director of HOLDING REINIER S.A.S.
- › Director of IMERYS S.A.
- › Permanent Representative of FFP INVEST on the Board of Directors of SANEF S.A.
- › Member of the Supervisory Board of IDI EMERGING MARKETS S.A.
- › Member of the Supervisory Board of Peugeot S.A.

### Relevant expertise and professional experience:

After graduating from *Ecole Centrale de Paris* and INSEAD, Robert PEUGEOT held various executive positions within Groupe PSA. From 1998 to 2007, he was Vice-President, Innovation & Quality, and a member of the Group's Executive Committee. Since 2003, he has been Chairman and Chief Executive Officer of FFP. Robert Peugeot is a *Chevalier dans l'Ordre National du Mérite* and *Chevalier dans l'Ordre National de la Légion d'Honneur*.

**Number of Peugeot S.A. securities owned by Robert PEUGEOT as of 31 December 2018: 1,000 shares.**

**Number of Peugeot S.A. securities owned by FFP as of 31 December 2018: 84,323,161 shares.**

## HENRI PHILIPPE REICHSTUL



Brazilian national  
Born 12 April 1949  
Business address: Av. Brig.  
Faria Lima, 201 - 8º Andar -  
cj 82 - 05426-100 São Paulo  
SP, Brazil

**Date of last renewal:**

23 May 2017

**First elected to the  
Supervisory Board:**  
10 May 2007

**Current term expires:**  
2021 (4-year term)

**Member of the Supervisory Board of Peugeot S.A.**

Independent Member  
Member of the Strategic Committee  
Member of the Asia Business Development Committee

| Other directorships and positions as of 31 December 2018: | Listed company | Group Company |
|---|----------------|---------------|
| Director of LATAM AIRLINES Group                          | √              |               |
| Chairman of the Supervisory Board of FIVES Group          |                |               |
| Director of TAM - Linhas Aéreas                           |                |               |
| Director of Repsol S.A.                                   | √              |               |

**Other directorships and positions in the past five years:**

- › Director of FOSTER WHEELER
- › Director of GAFISA S.A.
- › Director of SEMCO PARTNERS
- › Director of REPSOL YPF S.A.
- › Director of BRF - Brazilian Food

**Relevant expertise and professional experience:**

After earning an economics degree from the University of São Paulo and doing post-graduate work at *Oxford University*, Henri Philippe REICHSTUL began his career as a university professor of economics. He then went on to hold various senior civil-service roles in Brazil before serving as Chairman and Director of a variety of companies, including Petrobras, of which he was Chairman (1999-2001).

**Number of Peugeot S.A. securities owned as of 31 December 2018: 1,000 shares.**

## BENEDICTE JUYAUX



French national  
Born 19 January 1961  
Business address:  
Groupe PSA,  
Centre Technique de Vélizy,  
Route de Gisy, Parc Inovel  
Sud,  
78943 Vélizy-Villacoublay  
Cedex, France

**First elected to the  
Supervisory Board:**  
10 May 2017

**Current term expires:**  
2021 (4-year term)

**Representative of employee shareholders on the Supervisory Board of Peugeot S.A.**

Member of the Finance and Audit Committee  
Member of the Appointments, Compensation and Governance Committee

| Other directorships and positions as of 31 December 2018:   | Listed company | Group Company |
|---|----------------|---------------|
| Chairwoman of the Supervisory Board of the Groupe PSA Employee Stock Ownership Fund                             |                | √             |
| Chairwoman of the Equality and Diversity commissions at the Vélizy Technical Center                             |                | √             |
| Vice-President, Performance Quality in the Groupe PSA Quality and Engineering Department                        |                | √             |
| Director of Association Avenir Dysphasie France (AAD - a non-profit-making association for dysphasia sufferers) |                |               |

**Other directorships and positions in the past five years:**

- › Group System Quality Manager in the Quality Department

**Relevant expertise and professional experience:**

Bénédicte JUYAUX is an engineer with a degree in Mechanical Engineering from the *Compiègne University of Technology*. She began her career at Saint Gobain Vitrage as an engineer, moving on there to become Quality Manager at three different production sites (float glass and vehicle windows), where she developed the first quality-assurance methods. After three years' expatriation in the United States (at Charlottesville, Virginia), she joined Groupe PSA in January 2000 to continue her career in research and development quality. Among others, she served as a manager in cross-functional Quality entities (methods, audit, Lean Management, quality management system, etc.) and programme quality manager (Citroën C3 II and DS3 projects). She is currently Vice President in charge of the Groupe PSA quality performance system.

Alongside this, she has been involved in trade-union activity since the 1990s, notably with initiatives to promote equality between women and men, diversity and employee shareholding of Group PSA. She has also contributed to the activities of the PSA Foundation through mentorship, and sponsorship of the handicapped (winning a major sponsorship award in 2013). She is a director of and actively involved in the *Association Avenir Dysphasie* (AAD) non-profit-making association, being in charge of young people's activities.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None**

**Number of units in the Groupe PSA Employee corporate mutual funds *salarisés du Groupe PSA* and "Secure" as of 31 December 2018: 900.8 units**

## The non voting Members of the Supervisory Board

## FREDERIC BANZET



French national

Born 16 September 1958

Business address:  
FFP Investment UK Ltd,  
2 Duke Street, London W1U  
3EH, United Kingdom

**First appointed to the  
Supervisory Board  
as a non-voting member:**  
29 July 2014

**Date of last renewal:**

24 April 2018

**Current term expires:**  
2022 (4-year term)

**Non-voting member of the Supervisory Board of Peugeot S.A. (Appointed on the recommendation of FFP/EPF)**

**Other directorships and positions as of 31 December 2018:**

**Listed  
company**      **Group  
Company**

Director of Établissements Peugeot Frères S.A.  
Director and Chairman of FFP INVESTMENT UK LTD.  
Director of FFP Investments US 1, Inc  
Director of FFP US CC, Inc  
Director of FFP US SRL, Inc  
Director of FFP Investments US 2, Inc

**Other directorships and positions in the past five years:**

- › Director of CITROËN BELUX S.A.
- › Director of Changan PSA Automobiles Co. Ltd.
- › Director of AUTOMÓVILES CITROËN ESPAÑA S.A.
- › Director of CITROËN UK LTD.
- › Member of the Supervisory Board of PEUGEOT CITROËN UKRAINE S.R.L.
- › Director of CITROËN SVERIGE AB
- › Director of Changan PSA Automobiles Co. Ltd (CAPSA)
- › Member of the Supervisory Board of CITROËN POLSKA SP ZOO
- › Permanent Representative of AUTOMOBILES CITROËN S.A., Chairman of AUTOMÓVEIS CITROËN S.A.
- › Chairman and Chief Executive Officer of AUTOMOBILES CITROËN S.A.
- › Member of the Supervisory Board of CITROËN NEDERLAND B.V.
- › Permanent Representative of AUTOMOBILES CITROËN on the Board of Directors of BANQUE PSA Finance
- › Director of FFP S.A.
- › Permanent Representative of FFP Invest at IDI Emerging Markets S.A.
- › Permanent Representative of FFP Investment on the Supervisory Board of ZODIAC AEROSPACE S.A.

**Relevant expertise and professional experience:**

Frédéric BANZET holds a law degree and is a graduate of *ISTEC* and *Harvard Business School*. He held various positions in Groupe PSA, featuring eight years at the Finance Department in France and abroad (as Deputy Managing Director of PSA Finance in London for four years). He also held the position of Head of Peugeot's Asia-Pacific Operations, before moving to Citroën as Head of International Affairs then Head of Sales and Marketing Europe. He was Chief Executive Officer of the Citroën brand from 2009 until June 2014. In September 2014, he joined FFP's executive management team. He has been Chairman and Chief Executive Officer of FFP Investment UK Limited since June 2015.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None**

## ALEXANDRE OSSOLA



French national  
Born 26 September 1974  
Business address:  
Bpifrance Participations,  
6/8 boulevard Haussman,  
75009 Paris, France  
**First elected to the  
Supervisory Board:**  
25 July 2017  
**Current term expires:**  
2021 (4-year term)

### **Non-voting member of the Supervisory Board of Peugeot S.A. (Appointed on the recommendation of Bpifrance)**

| <b>Other directorships and positions as of 31 December 2018:</b>                               | <b>Listed<br/>company</b> | <b>Group<br/>Company</b> |
|--|---------------------------|--------------------------|
| Member of the Capital Development Management Committee at Bpifrance Investissement S.A.S.      |                           |                          |
| Head of Mid Cap of Fonds Avenir Automobile at Bpifrance Investissement SAS                     |                           |                          |
| Member of the Supervisory Board of Vallourec S.A.  | √                         |                          |
| Member of the Supervisory Board of Novares Group S.A.S. (formerly Financière Mecaplast S.A.S.) |                           |                          |
| Member of the Board of Directors of Trèves S.A.S.  |                           |                          |
| Member of the Supervisory Board of Novarc S.A.   |                           |                          |

### **Other directorships and positions in the past five years:**

- › Manager of the nuclear and railway funds at Bpifrance Investissement S.A.S.
- › Member of the Shareholders' Committee of Cameron France Holding S.A.S.
- › Member of the Supervisory Board of Financière SNOF Dunois S.A.S.
- › Director of Climact
- › Director of Mecaplast SAM (a Monaco-based company)
- › Director of HPC

### **Relevant expertise and professional experience:**

Alexandre OSSOLA is a graduate of *ESCP Europe*. He began his career at Wasserstein Perella (1998-1999), before joining Crédit Suisse First Boston (1999-2000). He went on to be Manager at the Paris Office of CVC Capital Partners (2000-2011), then was in charge of venture capital operations at CDC Climat (2011-2013). He joined Bpifrance Investissement in 2013 as Manager of the nuclear and railway funds. In 2015, he joined the Bpifrance Mid & Large Cap Management Committee, heading both *Fonds d'Avenir Automobile* funds (FAA - tier 1 and tier 2). In 2017, he also headed Bpifrance's Mid Cap activities in the Capital Development Department, where he is a member of the Management Committee.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None**

## LV HAITAO



Chinese national  
Born 3 September 1970  
Business address:  
Special No. 1  
Dongfeng Road, Wuhan  
Economic and Technology  
Development Zone, Wuhan,  
Hubei Province, China  
**First elected to the  
Supervisory Board:**  
25 July 2017  
**Current term expires:**  
2021 (4-year term)

### **Non-voting member of the Supervisory Board of Peugeot S.A. (Appointed on the recommendation of DMHK)**

| <b>Other directorships and positions as of 31 December 2018:</b>       | <b>Listed<br/>company</b> | <b>Group<br/>Company</b> |
|--|---------------------------|--------------------------|
| Vice-President of Strategy and Programme at Dongfeng Motor Corporation |                           |                          |

### **Other directorships and positions in the past five years:**

- › Chief Operating Officer, Sales & Marketing, of Dongfeng Peugeot-Citroën Automobiles Company Ltd. (DPCA)
- › Member of the DPCA Executive Committee
- › Chief Operating Officer, Sales & Marketing, of Dongfeng Peugeot-Citroën Automobiles Sales Company Ltd. (DPCS)
- › Vice-President at the Office of Party of Dongfeng Motor Corporation (DFM)
- › Head of the Foreign Department at DFM

### **Relevant expertise and professional experience:**

LV Haitao graduated with a Master of Science and Management degree from the *University of Huazhong* (China). He began his career at DPCA (a JV between Groupe PSA and Dongfeng Motors) in 1992, in the Quality Department. After holding a number of positions in the Purchasing Department, he became Executive Assistant to the Chief Executive Officer of DPCA in 2003. He held a number of positions of responsibility at DPCA. In 2012, he was appointed Chief Executive Officer of Dongfeng Peugeot, then Chief Operating Officer, Sales, of DPCA, Member of the Executive Committee. In 2016, he joined DFM as Vice-President at the Office and Head of the Foreign Division. He is currently Vice-President, Strategy and Programme Department at DFM.

**Number of Peugeot S.A. securities owned as of 31 December 2018: None**



## Supervisory Board member expertise

Among the kinds of expertise required to serve on the Peugeot S.A. Supervisory Board, the table below summarises the diversity and complementarity of the expertise assembled:

|                                | Finance &<br>risk<br>management | International<br>experience | Industry | New<br>economic<br>models | Human<br>resources | CSR | Governance |
|--------------------------------|---------------------------------|-----------------------------|----------|---------------------------|--------------------|-----|------------|
| Louis GALLOIS                  |                                 |                             | √        |                           | √                  |     | √          |
| Geoffroy ROUX de BEZIEUX       |                                 | √                           |          | √                         |                    |     | √          |
| Marie-Hélène PEUGEOT RONCORONI | √                               |                             |          |                           |                    | √   | √          |
| LI Shaozhu                     |                                 |                             | √        |                           | √                  | √   |            |
| Anne GUERIN                    | √                               |                             |          |                           | √                  |     | √          |
| Catherine BRADLEY              | √                               | √                           |          |                           |                    |     | √          |
| Pamela KNAPP                   | √                               |                             |          | √                         | √                  |     |            |
| Christian LAFAYE               |                                 |                             | √        |                           | √                  | √   |            |
| Helle KRISTOFFERSEN            |                                 | √                           | √        | √                         |                    |     |            |
| AN Tiecheng                    |                                 |                             | √        | √                         |                    |     | √          |
| Robert PEUGEOT                 | √                               |                             | √        |                           |                    |     | √          |
| Henri Philippe REICHSTUL       | √                               | √                           |          |                           |                    |     | √          |
| Bénédicte JUYAUX               |                                 | √                           | √        |                           |                    | √   |            |
| Daniel BERNARD                 |                                 | √                           |          | √                         |                    |     | √          |

This balanced membership ensures the quality of the debates and decisions taken by the Supervisory Board.

### 3.1.3. Preparation and organisation of the Supervisory Board's work

#### 3.1.3.1. ROLE AND POWERS OF THE SUPERVISORY BOARD

In accordance with the law, the Supervisory Board acts as the oversight body of the Company, which is administered and managed by the Managing Board.

Therefore, the role of the Supervisory Board is:

- to permanently monitor the management of the Company by the Managing Board, making the checks it deems necessary;
- to perform periodic checks on the management of the Company's affairs: once a quarter for the Management Report submitted to it by the Managing Board, and within three months of the end of each financial year when the Managing Board submits the parent company financial statements, consolidated financial statements and the Management Report intended for the Shareholders' Meeting, for the Supervisory Board's opinion and observations. Therefore, it also examines the Half-year Financial Report, the quarterly financial information and the financial press releases to be published by the Company.

The Managing Board thus regularly updates the Supervisory Board on the Company's financial position, cash flow situation and commitments;

- to grant, in line with its powers pursuant to Article 9 of the Company by-laws, in addition to the preliminary legal obligations, its authorisation prior to the completion by the Managing Board of the following actions:
  - a) propose any amendment to the Company by-laws (or any other decision whose purpose or effect would be to amend the Company by-laws),
  - b) conduct share issues (whether paid up in cash or by capitalising retained earnings) and capital reductions, where authorised by the Shareholders' General Meeting,
  - c) issue any and all ordinary or convertible bonds authorised by the Shareholders' General Meeting,
  - d) draft any merger agreements or agreements for partial transfer of assets,
  - e) sign or terminate any manufacturing or sales agreements representing a future commitment for the Company with companies whose corporate purpose is similar or related to that of the Company and generally the execution of any major transaction which substantially alters the scope of the business or the financial structure of the Company or the Group it controls or which are not part of the strategy announced by the Group,
  - f) purchase, sell, exchange or contribute any business property and/or goodwill in excess of the amounts determined by the Supervisory Board (currently €50 million),
  - g) purchase, take or dispose of any stake in other existing or future companies which represent directly or indirectly a capital expenditure, an expense (in corporate value) or a credit or liability guarantee, immediate or deferred, in excess of the amounts determined by the Supervisory Board (currently €50 million),
  - h) sign loan agreements, other than for bond issues, for a period or an amount in excess of the limits set by the Supervisory Board (currently €100 million),
  - i) grant or renew sureties, endorsements and guarantees on behalf of the Company (excluding commitments to the tax and customs authorities), irrespective of the duration of the guaranteed commitments, for an amount per commitment in excess of the amount set by the Supervisory Board (currently €25 million), or for a total yearly amount in excess of the amount set by the Supervisory Board (currently €125 million),
  - j) issue any performance-based stock option or performance share plans,
  - k) buy back shares under a programme authorised by the Shareholders' Meeting, and
  - l) enter into any transaction agreement or any commitment, as part of a legal dispute or arbitration procedure in excess of the amounts set by the Supervisory Board (currently €50 million).

All of these authorisations affect the transactions performed by the Company and, depending on the nature of the transaction, may also affect the transactions performed by the Group's subsidiaries, with the exception of Faurecia.

The Supervisory Board ensures that the strategy proposed and applied by the Managing Board fits with its long-term vision. Each year, it examines and approves the medium-term strategic plan, the capital expenditure plan and the budget. It is alerted by the Managing Board as soon as possible in the case of an external event or internal developments which significantly jeopardise the Company's outlook or the projections submitted to the Supervisory Board.

The Supervisory Board is also notified every year of the main priorities of the Group's human resources policy.



### 3.1.3.2. OPERATING PROCEDURES OF THE SUPERVISORY BOARD

The Supervisory Board, in its operating procedures and activities, bases itself on the Board's Internal Rules; the full text of these is available on the Group website.

The Supervisory Board's Internal Rules set out the following, notably:

- the minimum number of Board meetings that must be held per year (five), as well as the procedures to be applied when holding the meetings and preparing the agenda;
- the procedures for supplying information to members (a monthly presentation on the Group's business and results);
- the roles and responsibilities of the Supervisory Board committees;
- the obligations of Supervisory Board members;
- minimum shareholding (1,000 shares), except for French government representatives, the employee representative and the employee shareholders' representative, in accordance with the special legislative provisions applicable to them;
- rules for managing conflicts of interest: *"Any member of the Supervisory Board who finds him- or herself, even potentially, either directly or via an intermediary, in a situation in conflict with the corporate interest, must notify the Chairman of the Supervisory Board, or any person appointed by that Chairman. They shall refrain from taking part in decision-making on related issues, and as such may be asked not to take part in the vote".*

### 3.1.3.3. STOCK MARKET CODE OF ETHICS

The Stock Market Code of Ethics was updated in 2016 to take into account new market abuse regulations. It aims to define the preventive measures authorising members of the Supervisory Board, Executive Committee and non-voting members of the Supervisory Board to intervene on Peugeot S.A. and Faurecia securities, in line with market integrity rules (reminder of confidentiality obligations and the obligation to refrain from such activity in the event of access to insider information and the applicable penalties, reporting obligations, blackout periods, inclusion on the insiders' trading list, etc. It is available in full on the Group's website. All corporate directors have signed on to the charter. They are periodically reminded of these obligations by the Company.

### 3.1.3.4. ASSESSMENT OF THE SUPERVISORY BOARD'S OPERATING PROCEDURES

The Supervisory Board's Internal Rules set out the following: the Board regularly reviews its membership, organisation, functioning and the procedures used to exercise its control. The Board also works with the Managing Board to evaluate the operating procedures between the two bodies.

This assessment has three aims, to:

- review the Board's operating procedures;
- ensure that important matters are properly prepared and discussed;
- measure the actual contribution of each member to the Board's work through their expertise and involvement in the proceedings.

For this purpose, once a year the Supervisory Board holds a discussion on its operating procedures, and every three years it discusses a formal assessment that is executed by the Appointments, Compensation and Governance Committee, with help from an outside consultant if necessary, in accordance with the recommendations of the AFEF-MEDEF Code.

Shareholders are informed annually through the Supervisory Board's Report on corporate governance about the completion of the assessment and any further action that may be taken.

The Appointments, Compensation and Governance Committee meeting of 15 December 2017 launched a formal assessment of the Supervisory Board with assistance from an outside consultant. This formal assessment was conducted during the first quarter of 2018. All the members of the Board, together with the members of the Managing Board, were audited anonymously.

The conclusions of this assessment and the resulting action plans were shared with the Supervisory Board on 23 April 2018.

The assessment found that the Supervisory Board conducts its work under an authoritative, knowledgeable Chairman who keeps the Board on track, enables effective decision making and promotes smooth cooperation with the Managing Board, which for its part provides the Supervisory Board with transparent, comprehensive reports on its management work.

The Board members also expressed their satisfaction with the smooth operation of the Finance and Audit Committee and the Appointments, Compensation and Governance Committee, and voiced the need to improve the efficiency of the operating procedures of the Strategic Committee and the Asia Business Development Committee.

Consequently, starting from the Board meeting of 23 April 2018, these two committees analysed their own operating procedures in order to identify possible areas for improvement. In addition, the role of the Strategic Committee in analysing strategic operations, mergers and acquisitions and reviewing major changes in the automotive business was bolstered. As part of this approach, the Asia Business Development Committee will receive more detailed information and will discuss the automotive strategy and equipment suppliers in China.

### 3.1.3.5. SUPERVISORY BOARD MEETINGS IN 2018

The Supervisory Board met nine times in 2018, compared with eight times in 2017.

The attendance rate of its members at the meetings was 92%.

2018 marked the end of the first phase of the "Push to Pass" plan and the first year of the implementation of the "PACE!" plan, which applies to Opel Vauxhall. The Supervisory Board devoted particular attention to these two events during its meetings as well as during the Seminars and the meetings of the special committees.

The Supervisory Board members gathered in October in Rüsselsheim am Main, Germany, at the Opel plant to report on the status of the "PACE!" plan, and to hold the Supervisory Board meeting.

The September strategic seminar provided a forum for discussing the current automotive situation, especially in China, the progress of the "Push to Pass" and "PACE!" plans, strategic topics related to electrification, the development of Digital and artificial intelligence jobs within the Group, the growth plan for connected and autonomous vehicles and light commercial vehicles.

The Supervisory Board also discussed the following items:

**Business and finance:**

- the checks and audits of the consolidated financial statements and the Peugeot S.A. company financial statements for the year 2017 and of the financial position at end 2017, together with examination of the related financial releases;
- the preparation of the Shareholders' General Meeting on 24 April 2018 and the approval of the reports presented to the Shareholders' General Meeting;
- review of the major strategic guidelines as proposed by the Managing Board (these guidelines received a favourable opinion from the Works Council, which was made known to the Board), and the prior authorisation for various strategic projects, and for the related financial operations;
- the human resources policy, with a particular focus on gender equality between men and women;
- Groupe PSA CSR (corporate social responsibility) policy, which is now presented to the Board every year, it being stated that the mapping of CSR issues given in the Registration Document is now covered by a vigilance plan adopted by the Company and examined by the Board;
- the checks and audits of the earnings and the financial statements for the first half of 2018, the Half-year Financial Report and the related financial releases;
- the approval of the 2019 budget and the medium-term plan, and the agreement on capital expenditures above €50 million;
- Groupe PSA's prior authorisation for joint arrangements;
- the renewal of the annual authorisation to give sureties, endorsements and guarantees and the review of the regulated agreements in effect during 2018;
- the annual review of Groupe PSA's CSR policy, its implementation and the main results achieved.

**Group strategy:**

- in accordance with the Company by-laws, the prior authorisation of major strategic projects of interest to the Group, such as the project relating to the automatic transmission manufacturing business.

**Governance and compensation:**

- establishment of the succession plan of the Managing Board and the reappointment of its members, in line with the diversity policy;
- the setting of the policy for compensating the members of the Managing Board for the financial year 2018;
- approval of performance share plan in 2018;
- the re-election of Supervisory Board members whose terms were expiring, the reconfiguration of the Board's committees on the basis of the members' expertise and in accordance with the recommendations of the AFEP-MEDEF Code.

With the assistance of a hiring firm and in line with the diversity policy, the Appointments, Compensation and Governance Committee worked on and implemented the succession plan of the Board members, particularly that of the Chairman of the Supervisory Board, Louis GALLOIS, who notified the 2018 Shareholders' General Meeting of his decision to perform his duties as Chairman for two years. In addition, because 2019 is the twelfth year of the term of two independent members, Geoffroy ROUX de BÉZIEUX and Henri Philippe REICHSTUL, who have expressed their wish to resign effective the day preceding the 2019 Shareholders' General Meeting, the Board put in motion a process to recruit two new members to be recommended to the Shareholders' General Meeting. Applications are evaluated based on expertise, experience and the diversity of the backgrounds of the candidates and those of the current Board members, as well as the applicable rules on gender equality. In particular, the Board is seeking executive

managers of major international conglomerates and new-technology companies.

During its meeting of 23 April 2018, the Board decided to introduce new Supervisory Board members to the automotive industry through a training that includes different modules: financial components, operating procedures of an automotive plant, the different automotive markets, challenges facing the automotive industry, an overview of R&D, HR challenges and CSR. This training will enable new members to perform their duties armed with more information, study the Board's and committees' cases more effectively and meet the managers of the Group's different departments. This training was developed in line with the recommendations of the AFEP-MEDEF Code as revised in June 2018 (Section 12).

### 3.1.3.6. THE ACTIVITY OF THE CHAIRMAN OF THE SUPERVISORY BOARD IN 2018

As required by law, the Chairman of the Peugeot S.A. Supervisory Board is responsible for organising the proceedings of the Board so as to ensure satisfactory exercise of its function of supervising the Company's management activity.

In 2018, the Chairman of the Supervisory Board chaired and led the discussions at the Board's nine meetings held that year. He took care to ensure that the subjects of strategic importance to Groupe PSA were duly and exhaustively discussed, while taking due account of the requests from the members of the Board. He satisfied himself, in liaison with the Chairmen of the four Supervisory Board committees, of the proper coordination of the various activities, with due observance of the respective duties and remits.

He covered the maintenance of a balance of functions among the governance bodies, being attentive to ensuring frequent and regular dialogue with the Chairman of the Managing Board.

As occurs each year, the Chairman of the Supervisory Board met all the members and non-voting members of the Supervisory Board at the beginning of the year, to discuss the Board's operating procedures, give feedback on each member's contribution to the various activities, and to satisfy himself that the Board operated on a proper collegiate footing.

Mr Louis GALLOIS attaches great importance to supervising, by the Board, of the Group's strategic projects. He ensures that the Board is always adequately informed and may thus exercise its oversight powers.

The Chairman also led a delegation to China in November 2018 to meet the representatives of DMHK, one of the three main shareholders.

### 3.1.3.7. THE ACTIVITY OF THE SENIOR INDEPENDENT MEMBER OF THE SUPERVISORY BOARD IN 2018

As in each year, Mr Geoffroy ROUX de BÉZIEUX, as Senior Independent Member, called and chaired a meeting of the Supervisory Board's independent members. This meeting gave the independent members the opportunity to discuss the Board's operating procedures. Mr Geoffroy ROUX de BÉZIEUX went on to convey to the meeting the findings of the Supervisory Board's Chairman.

As Chairman of the Appointments, Compensation and Governance Committee, he played a major role in leading the formal assessment of the Supervisory Board, with the assistance of an outside consultant, and in evaluating the applications for the Board positions should any of its members resign.





In accordance with the duties assigned to him by the Board's internal rules, he oversaw any conflict of interest of the members that could affect the Board's proceedings. He reviewed questions about governance brought up by shareholders that are not

represented on the Supervisory Board and ensured that these questions were answered.

He also reported to the Supervisory Board meeting in February 2019 on the performance of his duties.

### 3.1.3.8. SUPERVISORY BOARD COMMITTEES

The Supervisory Board draws on the preparatory work performed by its four committees:

- the Appointments, Compensation and Governance Committee;
- the Finance and Audit Committee;
- the Strategic Committee;
- the Asia Business Development Committee.

The role of these four committees is to prepare matters for discussion at Supervisory Board meetings. They issue proposals, recommendations and opinions on the areas falling within their terms of reference and submit them to the Supervisory Board at its meetings. Members attend committee meetings in their own names and may not be represented by another party. The committees may call upon external experts when adhering to their objectivity and independence requirements.

### The Appointments, Compensation and Governance Committee

| Membership at 25 February 2019                                      | Independence | Main roles   | Principal tasks in 2018   |
|---|--------------|--|---|
| Mr Geoffroy ROUX de BEZIEUX<br>(Chairman)                           | √            | <ul style="list-style-type: none"> <li>➤ Appointments: <ul style="list-style-type: none"> <li>- determining the criteria for selecting members of the Supervisory Board and the Managing Board, making proposals on the Senior Independent Member and conducting the selection process;</li> <li>- formulating and following a succession plan for members of the Managing Board so that it can suggest to the Board succession solutions in the event of unforeseen departures.</li> </ul> </li> <li>The committee is also notified of the succession plan and appointments to the Executive Committee (for members who do not sit on the Managing Board) and to key senior-management positions within the Group. On this occasion, the committee invite the Chairman of the Managing Board to attend the meeting.</li> <li>➤ Compensation: suggesting compensation of corporate officers in all its components, as well as any benefits in kind and retirement plans which may be allocated to them;</li> <li>➤ examining the general compensation policy for the members of the Managing Board.</li> <li>➤ Governance: <ul style="list-style-type: none"> <li>- monitoring changes in French regulations on the governance of listed companies and recommendations by markets and issuer representatives to submit opinions;</li> <li>- ensuring regular evaluations by the Supervisory Board and suggesting improvements where appropriate;</li> <li>- examining and giving its opinion to the Supervisory Board on any proposal to amend the Company by-laws which require the advance permission of the Board.</li> </ul> </li> </ul> | <p>Nine meetings in 2018 with an attendance rate of 93%. The work of the committee included:</p> <ul style="list-style-type: none"> <li>➤ the Supervisory Board's Report on corporate governance; the compensation policy for members of the Managing Board, including an exceptional-compensation principle;</li> <li>➤ the formal assessment of the Supervisory Board, with the assistance of an outside consultant;</li> <li>➤ a performance share plan;</li> <li>➤ the Supervisory Board's succession plan, intended in particular to select profiles that meet the needs of the Supervisory Board in terms of independent members, carried out with the assistance of an outside consultant;</li> <li>➤ the Managing Board's succession plan.</li> </ul> |
| Mr LI Shaozhu   |              |  |   |
| Mrs Catherine BRADLEY   | √            |  |   |
| Mr Louis GALLOIS  | √            |  |   |
| Mrs Pamela KNAPP  | √            |  |   |
| Mrs Marie-Hélène PEUGEOT RONCONI                                    |              |  |   |
| Mrs Anne GUERIN   |              |  |   |
| Mrs Bénédicte JUYAUX<br>(member representing employee shareholders) |              |  |   |
| <b>Percentage of independent directors: 57%</b>                     |              |  |   |



In accordance with the AFEP-MEDEF Code, the evaluation of the of management, are conducted at meetings of the Appointments, performance of the Chairman of the Managing Board and other Compensation and Governance Committee and Supervisory Board members of the Managing Board, as well as reflections on the future at which Managing Board members are not present.

## The Finance and Audit Committee

| Membership at 25 February 2019                                       | Independence | Main roles  | Principal tasks in 2018   |
|--|--------------|---|---|
| Mrs Catherine BRADLEY<br>(Chairwoman)                                | √            | <ul style="list-style-type: none"> <li>Oversees: <ul style="list-style-type: none"> <li>the process of preparing the financial information and the efficiency of internal control and risk management systems, including CSR risks;</li> </ul> </li> <li>statutory auditing of the Company's annual financial statements and the Group's consolidated financial statements by the Statutory Auditors;</li> <li>the independence of the Statutory Auditors.</li> </ul>   | Five meetings in 2018 with an attendance rate of 88%. The work of the committee included: <ul style="list-style-type: none"> <li>the 2017 consolidated and half-yearly financial statements, and the financial statements for the first half-year of 2018;</li> <li>regular monitoring of Groupe PSA's financial situation;</li> <li>monitoring the financial rating of Groupe PSA companies;</li> <li>regular review of the medium-term plan (PMT), use of the yearly budget and analysis of any differences;</li> <li>the financial communication media of Groupe PSA;</li> <li>internal control and compliance, the "Top Group Risks" mapping, including CSR risks, and the 2019 audit plan;</li> <li>the 2018 Ethics and Compliance Committee Report and the Competition compliance plan;</li> <li>the work of the Groupe PSA Audit and Risk Management Department;</li> <li>the Groupe PSA Finance and Audit Committee's charter on authorisation for non-audit services;</li> <li>Peugeot S.A.'s share ownership structure;</li> <li>the authorisation for the annual limit on Peugeot S.A.'s power to give deposits, and issue endorsements and guarantees.</li> </ul> |
| Mrs Pamela KNAPP   | √            |   |   |
| Mrs Anne GUERIN  |              |   |   |
| Mr Robert PEUGEOT  |              |   |   |
| Mr Geoffroy ROUX de BEZIEUX  | √            |   |   |
| Mr Louis GALLOIS   | √            |   |   |
| Mr AN Tiecheng   |              |   |   |
| Mrs Bénédicte JUYAUX<br>(member representing shareholding employees) |              | <ul style="list-style-type: none"> <li>In particular, overseeing the selection procedure for renewing the Statutory Auditors.</li> <li>Examining and giving its opinion to the Supervisory Board on off-balance-sheet commitments, any projects requiring advance authorisation from the Board to which it refers as outlined in the Internal Rules of the Supervisory Board and the proposals on the appropriation of net profit and setting of the dividend submitted by the Managing Board.</li> <li>Periodically reviewing the Group's financial position and financing.</li> </ul> |   |

**Percentage of independent directors: 57%**

In accordance with the French Commercial Code and the AFEP-MEDEF Code, the members of the Finance and Audit Committee must have expertise in finance and accounting. In this regard, the Supervisory Board believes that all the committee members have such expertise, as is reflected in their experience, careers and education, which are presented in section 3.1 of the Registration Document. The committee is chaired by Mrs Catherine BRADLEY, who has the necessary qualities, particularly in view of her duties on the Board of the Financial Conduct Authority. The committee must be given at least four calendar days, barring exceptions, to review the financial statements before presenting them to the Supervisory Board. The presentation of the annual and half-yearly consolidated financial statements and the Company financial statements by the Chief Financial Officer to the Finance and Audit Committee and then to the Supervisory Board is accompanied by a presentation by the Statutory Auditors that reports on potential major weaknesses in internal control and the accounting options used. When it reviews the internal control and risk mapping mechanisms, particularly for material risks that are likely to impact the financial and accounting information, it ensures a degree of maturity and management of these mechanisms and

examines the processes for deploying them and the implementation of corrective actions in the event of material weaknesses or aberrations. For this purpose, it is notified of the main observations by the Statutory Auditors and the Audit and Risk Management Department. In formalising its opinion on the quality of internal control, it reviews the Internal Audit plan for the coming year and is notified of the results of the tasks performed by the Audit and Risk Management Department in executing this plan. The Finance and Audit Committee, which has access to all the information it needs, meets with the Head of Audit and Risk Management, the Head of Accounting, the Head of cash flow and the Statutory Auditors, with or without members of the Managing Board present. If no Managing Board members are present, the committee notifies the Chairman of the Managing Board and/or the member of the Managing Board responsible for finance. To perform these duties, the committee relies on the internal rules of the committee that outlines these duties, and on the 22 July 2010 report of the AMF working group on Audit Committees. The internal rules of the Finance and Audit Committee were updated in 2016 to incorporate the new aspects introduced by Order no. 2016-315 of 17 March 2016 transposing the European reform of audits into French law.



## The Strategic Committee

| Membership at 25 February 2019   | Independence | Main roles   | Principal tasks in 2018  |
|--|--------------|--|--|
| Mr Robert PEUGEOT (Chairman)   |              | <ul style="list-style-type: none"><li>➤ Look at the long-term future and potential avenues for development, and suggest to the Supervisory Board general policy guidelines for the Group.</li><li>➤ Make recommendations on the long-term strategic plans, the medium-term plan (PMT) and the investment plan presented by the Managing Board.</li><li>➤ Ensure that the strategy proposed and applied by the Managing Board fits with its long-term vision outlined by the Supervisory Board.</li><li>➤ On referral by the Chairman of the Supervisory Board, review every major project as soon as it is started.</li><li>➤ Examine every strategic (or non-strategic) project that must be authorised by the Supervisory Board (paragraph of the internal rules).</li></ul> | <p>Three meetings were held in 2018, with an attendance rate of 78%. The work of the committee included:</p> <ul style="list-style-type: none"><li>➤ the Middle East Africa strategic plan and the Groupe PSA strategy in Iran;</li><li>➤ the project on the automatic transmission manufacturing business;</li><li>➤ Groupe PSA's "Electrification" plan.</li></ul> |
| Mr AN Tiecheng   |              |  |  |
| Mr Christian LAFAYE (member representing employees) as from 23 July 2018 |              |  |  |
| Mrs Helle KRISTOFFERSEN  | ✓            |  |  |
| Mr Henri Philippe REICHSTUL  | ✓            |  |  |
| Mr Daniel BERNARD  |              |  |  |
| <b>Percentage of independent directors: 50%</b>                          |              |  |  |

## The Asia Business Development Committee

| Membership at 25 February 2019   | Independence | Main roles   | Principal tasks in 2018  |
|--|--------------|--|--|
| Mr AN Tiecheng (Chairman)  |              | <ul style="list-style-type: none"> <li>▶ Considering carefully the Group's long-term future in Asia, look at potential growth strategies in the Asian market and suggest to the Supervisory Board the Group's main growth strategies in Asia and consequently making its recommendations on the Group's long-term strategic plan in Asia and on the medium term plan submitted by the Managing Board for the Asia region,</li> <li>▶ Ensuring that the strategy proposed and applied by the Managing Board is consistent with the long-term vision for the Asian market as defined by the Supervisory Board.</li> <li>▶ Monitoring the implementation of the strategic and industrial partnership agreement between Groupe PSA and the Dongfeng group.</li> </ul> <p>The Chairman of the Supervisory Board refers all major projects concerning the Asian market to the committee from the outset. It stays informed of the projects' content, especially their business approach and their development. The committee meets when a project concerning the Asian market requires the advance authorisation of the Supervisory Board.</p> | <p>Two meetings in 2018 with an attendance rate of 100%. The work of the committee included:</p> <ul style="list-style-type: none"> <li>▶ the Chinese market;</li> <li>▶ the Asia strategy and the medium-term plan;</li> <li>▶ the associated action plans;</li> <li>▶ earnings of the Chinese joint ventures.</li> </ul> |
| Mrs Helle KRISTOFFERSEN  | √            |  |  |
| Mrs Marie-Hélène PEUGEOT RONCONI   |              |  |  |
| Mr Henri Philippe REICHSTUL  | √            |  |  |
| Mr Daniel BERNARD  |              |  |  |
| Mr Christian LAFAYE (member representing employees) as from 23 July 2018 |              |  |  |
| <p><b>Percentage of independent directors: 40%</b></p>                   |              |  |  |

### 3.1.3.9. ATTENDANCE RATES

| Member of the Supervisory Board                 | Supervisory Board meetings | Finance and Audit Committee meetings | Strategic Committee meetings | Appointments, Compensation and Governance Committee meetings | Attendance rate at the Asia Business Development Committee meetings |
|---|----------------------------|--------------------------------------|------------------------------|--|---|
| Louis GALLOIS                                   | 100%                       | 100%                                 | 100%                         | 100%   |   |
| Geoffroy ROUX de BEZIEUX                        | 88%                        | 40%                                  |                              | 100%   |   |
| Marie-Hélène PEUGEOT RONCORONI                  | 100%                       |                                      |                              | 100%   | 100%  |
| DONGFENG (DMHK)                                 | 50%                        |                                      |                              |  |   |
| - represented by LIU Weidong until 4 June 2018  |                            |                                      | 0%                           | 100%   |   |
| - represented by LI Shaozhu as from 4 June 2018 |                            |                                      |                              | 33%  |   |
| Anne GUERIN                                     | 100%                       | 100%                                 |                              | 100%   |   |
| Daniel BERNARD                                  | 100%                       |                                      | 100%                         |  | 100%  |
| Catherine BRADLEY                               | 100%                       | 100%                                 |                              | 100%   |   |
| Pamela KNAPP                                    | 100%                       | 100%                                 |                              | 100%   |   |
| Jean-François KONDRATJUK                        | 100%                       |                                      | 100%                         |  | 100%  |
| Christian LAFAYE                                | 100%                       |                                      | 100%                         |  | 100%  |
| Helle KRISTOFFERSEN                             | 100%                       |                                      | 100%                         |  | 100%  |
| AN Tiecheng                                     | 63%                        | 60%                                  | 0%                           |  | 100%  |
| Robert PEUGEOT                                  | 88%                        | 100%                                 | 100%                         |  |   |
| Henri Philippe REICHSTUL                        | 88%                        |                                      | 100%                         |  | 100%  |
| Bénédicte JUYAUX                                | 100%                       | 100%                                 |                              | 100%   |   |
| <b>AVERAGE</b>                                  | <b>92%</b>                 | <b>88%</b>                           | <b>78%</b>                   | <b>93%</b>   | <b>100%</b>   |

### 3.1.4. Disclosures on the situation of members of the Supervisory Board and Managing Board

#### 3.1.4.1. FAMILY RELATIONSHIPS

Mrs. Marie-Hélène PEUGEOT RONCORONI, Mr. Robert PEUGEOT and Mr. Frédéric BANZET are cousins. There are no family ties among the other Supervisory Board or Managing Board members.

#### 3.1.4.2. CONFLICTS OF INTEREST

The corporate officers have declared that no conflicts of interest arose during fiscal 2018 between their obligations to Peugeot S.A. and their personal interests or other obligations, and that none existed at the date of this Registration Document.

On 25 February 2019, the Supervisory Board reviewed possible business relationships between corporate officers and the Group. On the recommendation of the Appointments, Compensation and Governance Committee, the Supervisory Board concluded that these business relationships were not material (for further details, please refer to Section 3.1.2.5.)

No loans or guarantees have been granted to or on behalf of any members of the Supervisory Board or Managing Board by the Company or any Group entities.

No assets required for the operation of the business are owned by any members of the Supervisory Board or Managing Board or their families.

This section will give you further details on the rules for preventing conflicts of interest, as laid down in the Supervisory Board Internal Rules.

#### 3.1.4.3. SERVICE CONTRACTS PROVIDING FOR BENEFITS UPON TERMINATION OF EMPLOYMENT

None of the members of the Supervisory Board or Managing Board have service contracts with Peugeot S.A. or any of its subsidiaries providing for benefits upon termination of employment.

#### 3.1.4.4. STATEMENTS BY MEMBERS OF THE SUPERVISORY BOARD AND MANAGING BOARD

All corporate officers have declared, as they do every year, that none of them has been:

- convicted of any fraudulent offence in the last five years;
- been a corporate officer of a company that has been declared bankrupt, or placed in liquidation or receivership in the last five years;
- the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities;
- disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer in the last five years.



### 3.1.5. Trading in the Company's securities by corporate directors and officers and their close relatives

In accordance with Article L. 621-18-2 of the French Monetary and Financial Code, the Executive Managers and the physical persons and legal entities that are closely related to them are required to disclose trading in the Company's securities during the financial year.

No transactions were reported for 2018.

### 3.1.6. Application of the AFEP-MEDEF Corporate Governance Code

The table below summarises the recommendations of the AFEP-MEDEF Code which the Company does not apply:

| Relevant recommendation  | Explanation   |
|--|---|
| Representative part of independent members of the Finance and Audit Committee (Art. 15.1). | Fifty-seven percent of the members of the Finance and Audit Committee are independent (instead of the minimum of two-thirds recommended by the AFEP-MEDEF Code).<br>The relatively large proportion of non-independent members is due to the presence of a representative of each of the three major shareholders, given the composition of the Group's share capital and its governance as a result of the capital increases in 2014. Reaching the threshold of two thirds would bring about an increase in the number of committee members, which may hinder its effectiveness. Therefore there are no plans to reach this threshold to date. |

### 3.1.7. Attendance of shareholders at Peugeot S.A. Shareholders' General Meetings and publication of information which may have an impact in the event of a Public Tender Offer for the Company's shares

The information concerning the attendance of shareholders at Shareholders' General Meetings and the information referred to in Article L. 225.37-5 of the French Commercial Code concerning the Company's share capital are set out in section 7 of this Registration Document.

Pursuant to Article L. 225-37-5 of the French Commercial Code, it should be noted that there is no agreement providing for compensation for members of the Supervisory Board or the Managing Board if their term ends due to a takeover bid.

## 3.2. COMPENSATION OF CORPORATE OFFICERS

This chapter was drawn up with the assistance of the Appointments, Compensation and Governance Committee, which takes care to adhere to the recommendations of the AFEP-MEDEF Code according to its version of June 2018. It was approved by the Supervisory Board at its meeting of 25 February 2019.

This chapter includes information on the principles and criteria used for determining, distributing and allocating the components which make up the overall compensation and fringe benefits attributable to the Chairman of the Managing Board, the members of the Managing Board and the members of the Supervisory Board.

These principles and criteria are defined by the Supervisory Board and constitute the compensation policy applicable to the Company officers, as submitted to the approval of the Shareholders' General

Meeting of 25 April 2019 (**sixth to eighth resolutions**), pursuant to Article L. 225-82-2 of the French Commercial Code, as arising from Act No. 2016-1691 of 9 December 2016, termed the "Sapin 2" Act.

This chapter also reports on the components of overall remuneration and fringe benefits paid or awarded to the Company officers in respect of the 2018 financial year, according to the compensation policy which was approved by decision of the Shareholders' General Meeting on 24 April 2018.

These components are submitted to the approval of the Shareholders' General Meeting on 25 April 2019 (**ninth to thirteenth resolutions**), pursuant to Article L. 225-100 of the French Commercial Code, as arising from Act No. 2016-1691 of 9 December 2016, termed the "Sapin 2" Act.

### 3.2.1. Principles and criteria for determining the compensation for the members of the Managing Board and its President

The Supervisory Board determines all the components of the compensation for the executive Company officers, on a proposal by the Appointments, Compensation and Governance Committee, taking into account the principles of exhaustiveness, balance, comparability, consistency, readability and proportionality recommended by the AFEP-MEDEF Corporate-Governance Code.

The Supervisory Board wishes the policy of compensation for members of the Managing Board to be defined having regard to the Group's growth and development strategy and wishes that policy to provide the incentive to fulfilment of the short- and long-term growth targets which must be and are shared among the members of the Managing Board and Groupe PSA employees.

The compensation policy is designed by the Supervisory Board to be competitive with the compensation policies adopted by other companies in the same industry, in Europe and elsewhere, in order to motivate and retain in the Group our finest talents.

Please also note that, should a member of the Managing Board be appointed after the Shareholders' General Meeting, his or her compensation will be determined by the Supervisory Board in accordance with the principles and criteria approved by the Shareholders' General Meeting, or with current practices for the exercise of similar functions, adapted as appropriate when such person is performing new functions or is appointed to office with no equivalent in the previous year.

The components of overall compensation attributable to each of the members of the Managing Board are set out as follows:

#### FIXED COMPENSATION

The annual fixed compensation of the Chairman of the Managing Board and of the members of the Managing Board is determined on the basis of experience and expertise and of the responsibilities taken on by each of them.

In accordance with the AFEP-MEDEF Code, the Supervisory Board changes the fixed compensation of the members of the Managing Board only after a relatively long-time interval, and only in the event of a significant change in the scope of responsibilities or of a high discrepancy compared with the positioning on the market.

For information, the compensation of the members of the Managing Board and its Chairman were reviewed in 2018. For 2019, the fixed annual compensation of Carlos TAVARES, Chairman of the Managing Board, amounts to €1,500,000, that of Maxime PICAT to €710,000, that of Jean-Christophe QUEMARD to €650,000 and that of Olivier BOURGES to €520,000.

For information, if a member of the Managing Board is required to carry out duties from abroad, he or she may enjoy conditions for expatriation in accordance with the relevant Group policy.

#### ANNUAL VARIABLE COMPENSATION

It is designed to align the compensation paid to members of the Managing Board with the Group's annual performance and to contribute year on year to the implementation of its strategy.

The rules for setting annual variable compensation have been changed for 2019.

In accordance with the recommendations of the AFEP-MEDEF Code (paragraph 24.3.2), the variable compensation is expressed as a percentage of fixed annual compensation; hence, for the Chairman of the Managing Board, the maximum variable compensation may be a target 170% of the fixed compensation; for the other members of the Managing Board, it may be a target 125% of their fixed compensation.

Furthermore, in order to have a variable compensation structure consistent with the large majority of market practices, and to reward outperformance, compensation for exceeding targets has been introduced. Beginning in 2019, the outperformance rate that applies to the Chairman of the Managing Board will be different to that of the other members of the Managing Board. The compensation of the Chairman of the Managing Board may be up to 125% for the collective Group targets and up to 122% for the other members of the Managing Board. Consequently, in the event that all collective Group targets are exceeded, additional compensation may be granted. This would raise the maximum variable compensation from 170% to 200% for the Chairman of the Managing Board, and from 125% to 147% for its other members (these percentages are identical to those for 2018).

Based on the recommendation of the Appointments, Compensation and Governance Committee, the Supervisory Board determines at the beginning of the year precise, ambitious qualitative and quantitative targets for the current financial year, after acquainting itself with the Company's medium-term strategy and activity.

#### Precise, pre-established, ambitious objectives

As for all employees of Groupe PSA's Automotive division (not including Opel Vauxhall) who receive variable compensation, a triple trigger threshold based on operating free cash flow, the recurring operating income of the Automotive division of Groupe PSA for the upcoming year and the CO<sub>2</sub> emissions level of the vehicles in stock determines the payment of individual and collective targets.

Collective Group targets, of which there are at least two, represent 70% of the maximum variable portion for the Chairman of the Managing Board and 80% for the other members of the Managing Board. They consist of at least one economic performance and at least one quality-related criterion. A trigger threshold determines their payment.

The targets specific to each executive Company officer represent 30% of the maximum variable portion for the Chairman of the Managing Board and 20% for the other members of the Managing Board. They are established in relation to the respective executive functions of the members of the Managing Board, and there are at least two of them. They are chiefly based on economic performance, with the understanding that at least one corporate social responsibility criterion is assigned to the Chairman of the Managing Board.

Quantifiable targets take precedence over qualitative targets. The criteria are defined in a precise manner.

The trigger threshold and the level of achievement required for each of these criteria are established by reference to the corresponding budget items.





Below are detailed the targets set for the members of the Managing Board, for 2019, for purposes of determining the variable element:

| Threshold distribution/Targets  | Thresholds/targets   | Type of criterion               |
|---------------------------------|--|---------------------------------|
| <b>Triple trigger threshold</b> | Automotive division recurring operating income (PCDOV)   | Economic performance            |
|                                 | Operating free cash flow for 2019 of the manufacturing and sales companies (excluding restructuring and non-recurring items) | Economic performance            |
|                                 | CO <sub>2</sub> level of vehicles (car manufacturer and dealer network in Europe) in stock at 31 December 2019               | Corporate Social Responsibility |

| Threshold distribution/Targets    | Thresholds/targets   | Type of criterion               | Percentage of maximum variable part of the Chairman of the Managing Board | Percentage of maximum variable part of the other members of the Managing Board |
|-----------------------------------|--|---------------------------------|---|--|
| <b>Collective Group targets</b>   | Automotive division operating margin (30% of the collective Group targets)   | Economic performance            | 21%   | 24%  |
|                                   | Group Operating free cash flow (30% of the collective Group targets)   | Economic performance            | 21%   | 24%  |
|                                   | CO <sub>2</sub> level of vehicles (car manufacturer and dealer network in Europe) in stock at 31 December 2019 (20% of the collective Group targets) | Corporate Social Responsibility | 14%   | 16%  |
|                                   | Group sales points recommendation rate (10% of the collective Group targets)   | Corporate Social Responsibility | 7%  | 8%   |
|                                   | Group World Automotive quality failure rate (10% of collective Group targets)  | Corporate Social Responsibility | 7%  | 8%   |
| <b>% Collective Group targets</b> |  |                                 | <b>70%</b>  | <b>80%</b>   |

| Threshold distribution/Targets  | Thresholds/targets  | Type of criterion               | Percentage of maximum variable part |
|---|---|---------------------------------|-------------------------------------|
| <b>Targets specific to each executive Company officer, representing 20% to 30% of the maximum variable part</b> |   |                                 |                                     |
| Carlos TAVARES,<br>Chairman of the<br>Managing Board:   | › China recurring operating income (recurring operating income of JVs in China in IFRS) | Economic performance            | 10%                                 |
|   | › DPCA operating free cash flow   | Economic performance            | 10%                                 |
|   | › Workplace safety  | Corporate Social Responsibility | 5%                                  |
|   | › Percentage of women in the Group Top Management                                       | Corporate Social Responsibility | 5%                                  |
| Maxime PICAT:   | › Europe region recurring operating income  | Economic performance            | 10%                                 |
|   | › Market share of Europe registrations  | Economic performance            | 10%                                 |
| Jean-Christophe QUEMARD:  | › Africa Middle-East region recurring operating income                                  | Economic performance            | 10%                                 |
|   | › Africa Middle-East region worldwide sales volume                                      | Economic performance            | 10%                                 |
| Olivier BOURGES:  | › R&D + CAPEX   | Economic performance            | 10%                                 |
|   | › World Manufacturing Costs ("Prix de Revient de Fabrication" in French)                | Economic performance            | 10%                                 |



The figures are not made public for confidentiality reasons.

## MULTI-YEAR VARIABLE COMPENSATION

No multi-year compensation scheme giving rise to payment in cash was adopted for the 2018 financial year.

## LONG-TERM COMPENSATION (PERFORMANCE SHARE AWARD POLICY)

Performance share award plans are set up each year to encourage members of the Managing Board to factor in the long-term consequences of their actions, to maintain their loyalty and encourage the alignment of their interests with corporate interests and the interests of the shareholders. This is part of an overall plan intended for several hundreds of senior and executive managers of the Group, pursuant to the authorisation to award performance shares to employees and to senior and executive managers, given by the Shareholders' General Meeting.

On the basis of the currently-applicable authorisation, given by the Shareholders' General Meeting of 24 April 2018 (22nd resolution), the number of shares that may be awarded to members of the Managing Board may not exceed 0.15% of the share capital over a 26-month period. As a reminder, this sub-limit is part of an overall limit on performance share awards, of 0.85% of the share capital.

Pursuant to this authorisation, the performance shares awarded to their beneficiaries' vest upon completion of a period set by the Managing Board that may not be less than three years; the final number of shares that vest being determined over a performance measurement period of three consecutive years. The Managing Board is free to decide whether or not to set a lock-up period.

Vesting is subject to one or more performance conditions set by reference to targets internal and/or external to the Group and connected with the Group's strategic plan. None, some or all of the shares will vest, depending on the degree to which the performance objectives defined under the performance share grant are met.

The Registration Document includes, for each plan, information on vested shares and information on zero, partial or total achievement for each performance condition.

The performance share plan targets are consistent with their contribution to the Group's strategic objectives over the performance measurement period.

Each grant will include, for each member of the Managing Board:

- an obligation for members of the Managing Board to keep, in registered form and until the cessation of their role, at least 25% of the number of vested shares (subject to the performance conditions being met) at the end of the vesting period;
- a commitment to refrain from carrying out transactions to hedge their risk on the awarded shares.

The lock-up condition mentioned above, applicable to each member of the Managing Board, will cease to apply when a member holds a number of registered shares that is equal to more than two years of their gross salary. However, the conditions shall automatically re-apply if the number of said shares falls below the target level. The calculation will take into account the price of the share on the vesting date of the performance shares.

The Supervisory Board may, when they are granted, include a provision authorising it to decide whether or not to maintain the shares not yet vested on the departure of the beneficiary.

## Performance share award plan for 2019 (Plan LTI 2019)

Following its decision on 25 February 2019, the Supervisory Board decided to award performance shares to members of the Managing Board pursuant to the authorisation of the Shareholders' Meeting on 24 April 2018 (22nd resolution).

This free share allocation plan covers several hundred senior and executive managers of the Group, for a total of 3,100,000 shares (representing 0.34% of the share capital at 31 December 2018). Concerning awards to members of the Managing Board, the plan provides for the award of 130,000 performance shares to the Chairman of the Managing Board and 60,000 such shares to each of the other members of the Managing Board.

The Supervisory Board has introduced a limit on the number of performance shares to be granted to members of the Managing Board. The value of the shares on the date they are granted may not exceed 60% of the sum of the fixed and variable compensation.

Vesting is subject to three performance conditions: Group Automotive recurring operating margin (2019-2021 average), Group world Automotive warranty claim rates (2019-2021 average) and level of CO<sub>2</sub> emissions over 2020 and 2021.

The vesting period is divided into two stages: the shares vest in two tranches, with 50% vesting after three years and 50% after four years.

The final number of shares that vest at the end of each vesting period will be determined over a performance period of three consecutive years (2019-2021).

This plan does not include a lock-up period.

The performance share award also carries an obligation for each member of the Managing Board to keep and to hedge the shares in accordance with Group Policy.

## EXCEPTIONAL COMPENSATION

On 25 February 2019, the Supervisory Board confirmed it would continue to award a component of exceptional compensation subject to the performance condition in the compensation policy for Carlos TAVARES, the Chairman of the Managing Board. The actual allocation of this compensation component would be recommended by decision of the Supervisory Board when it is convened to verify the Company's annual financial statements, and only in the event of outstanding performance.

At its meeting on 24 October 2017, the Supervisory Board proposed incorporating an exceptional compensation component into the compensation policies for Carlos TAVARES, Chairman of the Managing Board, and Jean-Baptiste CHASSELOUP de CHATILLON, a member of the Managing Board and Group Chief Financial Officer. In accordance with the guidelines of the AFEP-MEDEF Code, this recommendation was justified by the importance of Opel Vauxhall's "PACE!" recovery plan, the involvement it requires of Carlos TAVARES and the inherent challenges it presents.

During the Shareholders' General Meeting of 24 April 2018, the shareholders passed the eleventh and twelfth resolutions, which adjust the compensation policy for the Chairman of the Managing Board and one of its members in order to incorporate an exceptional compensation component, and they agreed to a four-part exceptional compensation plan, with each part being tied respectively to the 2017, 2018, 2019 and 2020 financial years.

Due to Jean-Baptiste CHASSELOUP de CHATILLON's departure from the Group on 31 August 2018, the Supervisory Board proposed that the allocation of exceptional compensation now be part only of the compensation policy awarded to the Chairman of the Managing Board, as from financial year 2019. Therefore, the Supervisory Board will connect only Carlos TAVARES to the attainment of targets relating to Opel Vauxhall's economic reorganisation in 2019 and 2020.





## PENSION SCHEME

A new annual defined-contribution pension system is in place since 1 January 2016, for executive Company officers and members of the Executive Committee of the Group. It replaces the defined-benefit plan that was terminated effective with effect from 31 December 2015. The scheme is described in detail below. The scheme as a whole was authorised by the Supervisory Board in accordance with the procedure for regulated agreements and commitments and was submitted, on the Statutory Auditors' Special Report, to the shareholders' approval at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) and, since the appointments of the Managing Board's members were due for renewal during the 2017 financial year, it was re-submitted to the approval of the Shareholders' General Meeting on 10 May 2017 (fourth resolution).

Under the new system, the Company no longer offers guaranteed levels of retirement income, but will pay out an annual benefit that is directly tied to the Group's results and performance. The contribution is equivalent to 25% of the amount represented by the executive's salary and bonus for the year. The purpose of including the bonus in the calculation base is to ensure that the contribution is tied to Group performance.

## OTHER COMPENSATION OR BENEFITS

The only benefits in kind provided to Managing Board members are a Company car and medical insurance.

There is no other compensation or fringe benefit other than those stated in Section 3.2.1. There is no particular commitment to the members of the Managing Board, past or present, concerning benefits due upon the completion of their term (including end-of-term or non-compete indemnities).

## SUSPENSION OF THE EMPLOYMENT CONTRACT

No member of the Managing Board performs any salaried duties in the Group. Carlos TAVARES does not hold an employment contract.

The employment contracts of Maxime PICAT, Jean-Christophe QUEMARD and Olivier BOURGES have been suspended.

This suspension was justified by their length of service as employees within the Group.

## 3.2.2. Principles and criteria for determining the compensation for the members of the Supervisory Board and its President

### COMPENSATION FOR THE CHAIRMAN OF THE SUPERVISORY BOARD

The compensation for the Chairman of the Supervisory Board was set by the Supervisory Board, having regard to Louis GALLOIS' role within the Board, and in view of his experience and expertise.

The amounts of that compensation have remained unchanged since 2014, including the 2018 financial year.

For 2019, the annual fixed compensation of Louis GALLOIS, Chairman of the Supervisory Board, amounts to €300,000.

### THE ANNUAL OVERALL AMOUNT OF ATTENDANCE FEES AND RULES FOR THEIR ALLOCATION WITHIN THE SUPERVISORY BOARD

Supervisory Board members and the non-voting members of the Supervisory Board receive annual attendance fees of an overall amount determined in advance by the Supervisory Board and

authorised each year by the Shareholders' General Meeting. The method of allocation, as determined by the Supervisory Board, takes account of the effective attendance of the members at meetings of that Board and of the specialist committees.

Since 2016, the Supervisory Board has introduced a predominant variable portion in the attendance fees, in accordance with the recommendations of the AFEP-MEDEF Code (paragraph 20).

The overall annual amount of the attendance fees is €1.1 million.

This total annual amount is used to allocate to each member of the Supervisory Board a fixed portion in compensation for each member's attendance at and contribution to the meetings of the Board and of the committees, together with a variable portion to reflect actual attendance at meetings.

Allowances in addition to these items are awarded to the Chairmen of each of the committees, in compensation for their preparation and superintendence of those committees' proceedings.

Additional attendance fees, to within €40,000 are allocated to the Vice-Chairmen.

On a decision of the Supervisory Board, the attendance fees are apportioned as follows:

| For attendance at Board meetings:  | For attendance at committee meetings:  | Chairmanship of a committee:  | For non-voting member of the Supervisory Board:   |
|--|--|---|---|
| <ul style="list-style-type: none"> <li>fixed part: €16,000;</li> <li>variable part: €24,000 if 100% of meetings are attended,* prorated for absences.</li> </ul> | <ul style="list-style-type: none"> <li>fixed part: €6,000;</li> <li>variable part: €9,000 if 100% of meetings are attended,* prorated for absences.</li> </ul> | <p>Chairman of the Finance and Audit Committee:</p> <ul style="list-style-type: none"> <li>fixed part: €12,000;</li> <li>variable part: €18,000 if 100% of meetings are attended,* prorated for absences.</li> </ul> <p>Chairmanship of other committees:</p> <ul style="list-style-type: none"> <li>fixed part: €8,000;</li> <li>variable part: €12,000 if 100% of meetings are attended,* prorated for absences.</li> </ul> | <ul style="list-style-type: none"> <li>fixed part: €8,000;</li> <li>variable part: €12,000 if 100% of meetings are attended,* prorated for absences.</li> </ul> |

\* Including by audio- and video-conference.

In the event of the total amount of €1.1 million being exceeded during a given year, a reduction coefficient may be applied to the amount of the attendance fees attributable to members and non-voting members of the Supervisory Board.

For terms of office expiring, or appointments to office during the year, entitlement to the fixed portion of the attendance fees is prorated, while entitlement to the variable portion is calculated on the basis of the total number of meetings during the year.

Apart from the above-mentioned compensation and director's fees, no other compensation is paid to the members of the Supervisory Board.

No benefits in kind have been awarded to Supervisory Board members, with the exception of a Company car provided for the Chairman. The Company reimburses the members of the Supervisory Board the expenses incurred for the performance of their duties.

### 3.2.3. Components of compensation and benefits allocated to Executive Directors for the financial year 2018

Pursuant to Article L.225-100 of the French Commercial Code, arising from Act No.2016-1691 of 9 December 2016 termed the "Sapin 2" Act, the shareholders' approval is required for components of compensation and fringe benefits due or allocated in respect of the elapsed financial year to the Chairman of the Managing Board (**ninth resolution**), to the members of the Managing Board (**tenth to twelfth resolutions**), and to the Chairman of the Supervisory Board of the Company (**thirteenth resolution**).

These components of compensation which, in accordance with Article L.225-68 of the French Commercial Code, are included in this report by the Supervisory Board on corporate governance, are presented in the Report by the Managing Board on the draft resolutions, to be found in the Brochure containing the Notice of the Shareholders' General Meeting on 25 April 2019.

The details of compensation for the members of the Managing Board and for the members of the Supervisory Board are included respectively in Section 3.2.4 and Section 3.2.5.

For information, in 2018 the members of the Managing Board did not receive any compensation or attendance fees for Group companies other than Peugeot S.A.

Carlos TAVARES and Jean-Baptiste CHASSELOUP de CHATILLON did not receive attendance fees in 2018 for their positions on the Boards of Faurecia and Opel Automobiles GmbH. Likewise, Maxime PICAT did not receive attendance fees for his membership on the Board of Opel Automobiles GmbH.

Jean-Baptiste CHASSELOUP de CHATILLON's compensation, which the current compensation policy sets at €680,000 per year, was prorated for his time of employment, factoring in his departure from the Group during the year.

### 3.2.4. Details of the compensation for Members of the Managing Board (tables of AFEP-MEDEF Code)

#### TABLES SUMMARISING COMPENSATION, OPTIONS AND PERFORMANCE SHARES ALLOCATED TO THE MEMBERS OF THE MANAGING BOARD (TABLE NO. 1, APEP-MEDEF CODE)

| <b>Carlos TAVARES – Chairman of the Managing Board</b>  | <b>Financial year 2017</b>   | <b>Financial year 2018</b>   |
|---|--|--|
| Compensation due in respect of the financial year (detailed in table No. 2 below)                   | €4,707,934   | €5,237,492   |
| Sub-total (annual compensation)   | €4,707,934   | €5,237,492   |
| Value of options allocated during the year  | N/A  | N/A  |
| Value of the performance shares allocated during the financial year (detailed in table No. 6 below) | 130,000 shares valued at €1,999,400* (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) | 130,000 shares valued at €2,402,140* (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) |
| Sub-total (performance shares)  | €1,999,400   | €2,402,140   |
| Value of other long-term compensation plans   | N/A  | N/A  |
| <b>TOTAL</b>  | <b>€6,707,334</b>  | <b>€7,639,632</b>  |

\* Historical value at the award date, calculated for accounting purposes. It does not represent either the current market value or the present value of the shares on the vesting date (if they vest). It does not correspond to compensation paid during the year.



## CORPORATE GOVERNANCE

### Compensation of corporate officers

| <b>Jean-Baptiste CHASSELOUP de CHATILLON –<br/>Member of the Managing Board<br/>Chief Financial Officer<br/>Information Systems Executive Director<br/>Until 31/08/2018</b> |  |  |
|---|--|--|
|   | Financial year 2017  | Financial year 2018  |
| Compensation due in respect of the financial year (detailed in table No. 2 below)   | €1,885,720   | €1,285,093   |
| Sub-total (annual compensation)   | €1,885,720   | €1,285,093   |
| Value of options allocated during the year  | N/A  | N/A  |
| Value of the performance shares allocated during the financial year (detailed in table No. 6 below)   | <b>60,000</b><br><b>Voided rights, in accordance with the decision of the Supervisory Board of 18/12/2018.</b> | <b>60,000</b><br><b>Voided rights, in accordance with the decision of the Supervisory Board of 18/12/2018.</b> |
| Sub-total (performance shares)  | -  | -  |
| Value of other long-term compensation plans   | N/A  | N/A  |
| <b>TOTAL</b>  | <b>€1,885,720</b>  | <b>€1,285,093</b>  |

| <b>Maxime PICAT – Member of the Managing Board<br/>Executive Vice-President, Europe</b>             |  |   |
|---|--|---|
|   | Financial year 2017  | Financial year 2018   |
| Compensation due in respect of the financial year (detailed in table No. 2 below)                   | €1,403,810   | €1,656,691  |
| Sub-total (annual compensation)   | €1,403,810   | €1,656,691  |
| Value of options allocated during the year  | N/A  | N/A   |
| Value of the performance shares allocated during the financial year (detailed in table No. 6 below) | 60,000 shares valued at €922,800 (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) | 60,000 shares valued at €1,108,680* (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) |
| Sub-total (performance shares)  | €922,800   | €1,108,680  |
| Value of other long-term compensation plans   | N/A  | N/A   |
| <b>TOTAL</b>  | <b>€2,326,610</b>  | <b>€2,765,371</b>   |

\* Historical value at the award date, calculated for accounting purposes. It does not represent either the current market value or the present value of the shares on the vesting date (if they vest). It does not correspond to compensation paid during the year.

| <b>Jean-Christophe QUEMARD – Member of the Managing Board<br/>Executive Vice-President, Africa – Middle-East</b> |  |   |
|--|--|---|
|  | Financial year 2017  | Financial year 2018   |
| Compensation due in respect of the financial year (detailed in table No. 2 below)                                | €1,485,184   | €1,536,806  |
| Sub-total (annual compensation)  | €1,485,184   | €1,536,806  |
| Value of options allocated during the year   | N/A  | N/A   |
| Value of the performance shares allocated during the financial year (detailed in table No. 6 below)              | 60,000 shares valued at €922,800 (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) | 60,000 shares valued at €1,108,680* (fair value estimated according to IFRS applied for the preparation of the consolidated financial statements) |
| Sub-total (performance shares)   | 922,800*   | €1,108,680*   |
| Value of other long-term compensation plans  | N/A  | N/A   |
| <b>TOTAL</b>   | <b>€2,407,985</b>  | <b>€2,645,486</b>   |

\* Historical value at the award date, calculated for accounting purposes. It does not represent either the current market value or the present value of the shares on the vesting date (if they vest). It does not correspond to compensation paid during the year.

**TABLES SUMMARISING COMPENSATION PAID TO MEMBERS OF THE MANAGING BOARD (TABLE NO. 2 OF THE AFEP-MEDEF CODE)**

|  | Amounts for financial year 2017<br>(in euros) |                  | Amounts for financial year 2018<br>(in euros) |                  |
|--|---|------------------|---|------------------|
|  | Due   | Paid in 2017     | Due   | Paid in 2018     |
| <b>Carlos TAVARES – Chairman of the Managing Board</b> |   |                  |   |                  |
| Fixed compensation                                     | 1,300,000                                     | 1,300,000        | 1,500,000                                     | 1,500,000        |
| Annual variable compensation                           | 2,403,954                                     | 2,016,618        | 2,483,496                                     | 2,403,954        |
| Exceptional compensation                               | 1,000,000                                     | -                | 1,250,000                                     | 1,000,000        |
| Company car  | 2,796   | 2,796            | 2,796   | 2,796            |
| Medical insurance benefit                              | 1,184   | 1,184            | 1,200   | 1,200            |
| <b>TOTAL</b>   | <b>4,707,934</b>                              | <b>3,320,598</b> | <b>5,237,492</b>                              | <b>4,907,950</b> |

|   | Amounts for financial year 2017<br>(in euros) |                  | Amounts for financial year 2018<br>(in euros) |                  |
|---|---|------------------|---|------------------|
|   | Due   | Paid in 2017     | Due   | Paid in 2018     |
| <b>Jean-Baptiste CHASSELOUP de CHATILLON – Member of the Managing Board until 31/08/2018<br/>Chief Financial Officer<br/>Information Systems Executive Director</b> |   |                  |   |                  |
| Fixed compensation  | 618,000                                       | 618,000          | 453,333                                       | 453,333          |
| Annual variable compensation  | 763,740                                       | 698,236          | 495,763                                       | 763,740          |
| Exceptional compensation  | 500,000                                       | -                | 333,333                                       | 500,000          |
| Company car   | 2,796   | 2,796            | 1,864   | 1,864            |
| Medical insurance benefit   | 1,184   | 1,184            | 800   | 800              |
| <b>TOTAL</b>  | <b>1,885,720</b>                              | <b>1,320,216</b> | <b>1,285,093</b>                              | <b>1,719,737</b> |

|   | Amounts for financial year 2017<br>(in euros) |                | Amounts for financial year 2018<br>(in euros) |                  |
|---|---|----------------|---|------------------|
|   | Due   | Paid in 2017   | Due   | Paid in 2018     |
| <b>Maxime PICAT – Member of the Managing Board<br/>Executive Vice-President, Europe</b> |   |                |   |                  |
| Fixed compensation  | 618,000                                       | 618,000        | 710,000                                       | 710,000          |
| Variable compensation   | 782,388                                       | 225,489        | 943,261                                       | 782,388          |
| Exceptional compensation  | -   | -              | -   | -                |
| Company car   | 2,796   | 2,796          | 2,796   | 2,796            |
| Medical insurance benefit   | 626   | 626            | 634   | 634              |
| <b>TOTAL</b>  | <b>1,403,810</b>                              | <b>846,911</b> | <b>1,656,691</b>                              | <b>1,495,818</b> |

|  | Amounts for financial year 2017<br>(in euros) |                  | Amounts for financial year 2018<br>(in euros) |                  |
|--|---|------------------|---|------------------|
|  | Due   | Paid in 2017     | Due   | Paid in 2018     |
| <b>Jean-Christophe QUEMARD – Member of the Managing Board<br/>Executive Vice-President, Africa – Middle-East</b> |   |                  |   |                  |
| Fixed compensation   | 618,000                                       | 618,000          | 650,000                                       | 650,000          |
| Expatriation bonus   | 23,175  | 23,175           | 92,700  | 92,700           |
| Annual variable compensation   | 840,325                                       | 718,630          | 791,310                                       | 840,325          |
| Exceptional compensation   | -   | -                | -   | -                |
| Company car  | 2,796   | 2,796            | 2,796   | 2,796            |
| Medical insurance benefit  | 888   | 888              | -   | -                |
| <b>TOTAL</b>   | <b>1,485,184</b>                              | <b>1,363,489</b> | <b>1,536,806</b>                              | <b>1,585,821</b> |

## Variable part and level of achievement of targets in 2018

On 25 February 2019, the Supervisory Board discussed, on the basis of the recommendations of the Appointments, Compensation and Governance Committee, the performance of the members of the Managing Board, in their absence.

Achievement of trigger thresholds and targets:

| Threshold distribution/Targets   | Thresholds/targets   | Type of criterion    | Trigger threshold |
|----------------------------------|--|----------------------|-------------------|
| <b>Double trigger threshold*</b> | Automotive division recurring operating income   | Economic performance | Attained          |
|                                  | Operating free cash flow for 2018 of the manufacturing and sales companies (excluding restructuring and non-recurring items) | Economic performance | Attained          |

\* This trigger threshold is common to all Group employees who receive a variable element.

The figures are not made public for confidentiality reasons.

| Threshold distribution/Targets  | Thresholds/targets  | Type of criterion               | Percentage of maximum variable part | Trigger threshold | Percentage of target met* |
|---|---|---------------------------------|-------------------------------------|-------------------|---------------------------|
| <b>Collective targets representing 80% of the maximum variable part</b> | Automotive division operating margin (40% of the collective Group targets)    | Economic performance            | 32%                                 | Attained          | 122%                      |
|   | Group operating free cash flow (40% of the collective Group targets)          | Economic performance            | 32%                                 | Attained          | 122%                      |
|   | Group World Automotive quality failure rate (10% of collective Group targets) | Corporate Social Responsibility | 8%                                  | Attained          | 70%                       |
|   | Group sales points recommendation rate (10% of the collective Group targets)  | Performance                     | 8%                                  | Attained          | 109%                      |

The figures are not made public for confidentiality reasons.

| Threshold distribution/Targets   | Thresholds/targets   | Type of criterion               | Percentage of maximum variable part | Trigger threshold | Percentage of target met |
|--|--|---------------------------------|-------------------------------------|-------------------|--------------------------|
| <b>Targets specific to each member of the Managing Board, representing 20% of the maximum variable portion</b> |  |                                 |                                     |                   |                          |
| Carlos TAVARES, Chairman of the Managing Board:  | China volumes in 2018 (aggregate invoiced amounts arising from manufacturing by Chinese JVs)   | Economic performance            | 10%                                 | Not attained      | 0%                       |
|  | China recurring operating income in 2018 (recurring operating income for Chinese JVs, in IFRS) | Economic performance            | 5%                                  | Not attained      | 0%                       |
|  | Total lost-time occupational accident frequency rate   | Corporate Social Responsibility | 2.5%                                | Attained          | 100%                     |
|  | Percentage of women in Top Management  | Corporate Social Responsibility | 2.5%                                | Attained          | 100%                     |
| Jean-Baptiste CHASSELOUP de CHATILLON  | Results from Parts and Services  | Economic performance            | 10%                                 | Not attained      | 0%                       |
|  | Used vehicle activity recurring operating income   | Economic performance            | 10%                                 | Attained          | 100%                     |
| Maxime PICAT:  | Europe region recurring operating income   | Economic performance            | 10%                                 | Attained          | 93%                      |
|  | Market share of Europe registrations   | Economic performance            | 10%                                 | Attained          | 45%                      |
| Jean-Christophe QUEMARD:   | Africa Middle East Region Recurring Operating Income   | Economic performance            | 10%                                 | Attained          | 50%                      |
|  | Africa Middle East Region worldwide sales volume   | Economic performance            | 10%                                 | Not attained      | 0%                       |

The figures are not made public for confidentiality reasons.

The variable proportions to be allocated to each member of the Managing Board were set at the Supervisory Board meeting on 25 February 2019 on the basis of both the targets previously defined when establishing the policy for compensation applicable in

respect of the financial year 2018, for each of the members of the Managing Board, and the percentage achievement of those targets, as illustrated below:

|  | Percentage of target achievement | Amount of variable part attributed | Variable compensation achieved (as a percentage of fixed compensation) | Maximum variable compensation (as a percentage of fixed compensation) |
|--|----------------------------------|------------------------------------|--|---|
| Carlos TAVARES,<br>Chairman of the Managing Board    | 97.39%                           | €2,483,496                         | 165%   | 200%  |
| Jean-Baptiste CHASSELOUP de CHATILLON <sup>(1)</sup> | 87.61%                           | €495,763                           | 109%   | 125% <sup>(2)</sup>   |
| Maxime PICAT   | 106.28%                          | €943,261                           | 133%   | 147%  |
| Jean-Christophe QUEMARD                              | 97.39%                           | €791,310                           | 122%   | 147%  |

(1) The variable portion was prorated based on duration of employment in 2018.

(2) At its meeting on 18 December 2018, the Supervisory Board decided not to apply the outperformance rate to Jean-Baptiste CHASSELOUP de CHATILLON.

## SHARE SUBSCRIPTION OR PURCHASE OPTIONS AWARDED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE COMPANY OFFICER (TABLE NO. 4, AFEP-MEDEF CODE)

No stock subscription or purchase option plan is in effect.

## SHARE SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH EXECUTIVE COMPANY OFFICER (TABLE NO. 5, AFEP-MEDEF CODE)

None.

## PERFORMANCE SHARES AWARDED DURING THE YEAR TO EACH MEMBER OF THE MANAGING BOARD BY THE COMPANY AND ANY COMPANY IN THE GROUP (TABLE NO. 6, AFEP-MEDEF CODE)

| Name  | No. and date of plan   | Number of shares granted during the year | Value of shares based on the method used in the consolidated financial statements | Vesting date   | Availability date  | Performance conditions |
|---|------------------------|--|---|--|--|------------------------|
| Carlos TAVARES  | No. 2018<br>28/02/2018 | 130,000                                  | €2,402,140  | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | (1)                    |
| Jean-Baptiste CHASSELOUP de CHATILLON<br>Voided rights regarding the 2016, 2017 and 2018 plans* | No. 2018<br>28/02/2018 | 60,000                                   | €1,108,680*   | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | (1)                    |
| Maxime PICAT  | No. 2018<br>28/02/2018 | 60,000                                   | €1,108,680*   | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | (1)                    |
| Jean-Christophe QUEMARD   | No. 2018<br>28/02/2018 | 60,000                                   | €1,108,680  | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | 10/04/2021<br>(Fraction 1)<br>10/04/2022<br>(Fraction 2) | (1)                    |

(1) Conditions for the 2018 performance share award plan (Plan LTI 2018).

\* Rights lapsed in accordance with the decision of the Supervisory Board of 18 December 2018.

The Supervisory Board, at its meeting on 28 February 2018, decided to award performance shares to the members of the Managing Board (Plan LTI 2018), and pursuant to the authorisation of the Shareholders' General Meeting on 27 April 2016 (i.e. the Shareholders' General Meeting held after the Macron Act of 6 August 2015).

Under this LTI 2018 Plan, the Supervisory Board resolved on the allocation of 130,000 performance shares to the Chairman of the Managing Board, and of 60,000 such shares to the other members of the Managing Board. These performance share awards are part of

an overall plan encompassing several hundred senior and executive managers of the Group, for a total of 2,700,000 shares (representing 0.30% of the share capital).

The vesting period of the performance shares is divided into two stages: the shares vest in two tranches, with 50% vesting after three years and 50% after four years.

The final number of vested shares will be determined at the end of each vesting period based on the Group's actual performance compared to targets for three consecutive years (2018-2020).



The vesting of the performance shares is subject to the following performance condition:

| Type of performance objective                            | Trigger threshold  | Target   |
|--|--|--|
| Recurring Operating Margin Automotive division 2018-2020 | Principle: trigger threshold consistent with the Push to Pass target.<br>If this trigger threshold is not attained, no shares will vest. | Principle: target exceeds the Push to Pass target; beyond the trigger threshold, the number of shares that will vest will vary on a linear basis up to 100% of the shares if the target is attained. |

The figures are not made public for confidentiality reasons.

This plan does not include a lock-up period.

This grant includes, for each member of the Managing Board:

- an obligation to retain, in registered form and until the cessation of their role, at least 25% of the number of vested shares (subject to the performance conditions being met) at the end of the vesting period;

- a commitment to refrain from carrying out transactions to hedge their risk on the awarded shares.

These vesting and lock-up conditions, applicable to each member of the Managing Board, will cease to apply when a member holds a number of registered shares that is equal to more than two years of their gross salary. However, the conditions shall automatically re-apply if the number of said shares falls below the target level. The calculation will take into account the price of the share on the vesting date of the performance shares.

## PERFORMANCE SHARES BECOMING AVAILABLE DURING THE YEAR FOR EACH EXECUTIVE COMPANY OFFICER (TABLE NO. 7, AFEP-MEDEF CODE)

No performance shares under the plans implemented vested during the financial year 2018.

## RECORD OF STOCK SUBSCRIPTION OR PURCHASE OPTION PLANS; INFORMATION ON STOCK SUBSCRIPTION OR PURCHASE OPTIONS (TABLE NO. 8, AFEP-MEDEF CODE)

No stock options were granted since 2008.

## RECORD OF PERFORMANCE SHARE AWARDS (TABLE NO. 9, AFEP-MEDEF CODE)

|  | Plan No. 2015  | Plan No. 2016                                      | Plan No. 2017                                      | Plan No. 2018                                      |
|--|--|--|--|--|
| Date of Shareholders' Meeting                                    | 24/04/2013   | 27/04/2016   | 27/04/2016   | 27/04/2016   |
| Managing Board meeting date                                      | 27/02/2015   | 02/06/2016   | 10/04/2017   | 09/04/2018   |
| Total number of shares granted, including the number granted to: | 2,465,000  | 2,200,000  | 2,693,000  | 2,700,000  |
| <b>The Company officers</b>                                      |  |  |  |  |
| Carlos TAVARES   | 130,000  | 130,000  | 130,000  | 130,000  |
| Jean-Baptiste CHASSELOUP de CHATILLON                            | 65,000   | 60,000 <sup>(1)</sup>                              | 60,000 <sup>(1)</sup>                              | 60,000 <sup>(1)</sup>                              |
| Maxime PICAT   | 40,000 <sup>(2)</sup>  | 40,000 <sup>(2)</sup>                              | 60,000   | 60,000   |
| Jean-Christophe QUEMARD  | 65,000   | 60,000   | 60,000   | 60,000   |
| Vesting date of shares   | 31/03/2017 for French tax residents<br>31/03/2019 for non-French tax residents | 03/06/2019 (Fraction 1)<br>03/06/2020 (Fraction 2) | 14/04/2020 (Fraction 1)<br>14/04/2021 (Fraction 2) | 10/04/2021 (Fraction 1)<br>10/04/2022 (Fraction 2) |
| End date of lock-up period                                       | 31/03/2019   | N/A  | N/A  | N/A  |
| Performance conditions   | (3)  | (3)  | (3)  | (3)  |
| Number of shares vested on 31/12/2018 (most recent date)         | 2,019,000  | N/A  | N/A  | N/A  |
| Number of options cancelled, expired or forfeited                | 80,000   | 139,500  | 140,500  | 82,500   |
| Number of performance shares outstanding at year-end             | 366,000  | 2,060,500  | 2,552,500  | 2,617,500  |

(1) Voided rights, in accordance with the decision of the Supervisory Board of 18/12/2018.

(2) Free Shares allocated under the plan, to a named beneficiary before appointment to the Managing Board.

(3) Performance conditions are defined in Section 3.2.1.

**TABLE SUMMARISING LONG-TERM COMPENSATION PAID TO MEMBERS OF THE MANAGING BOARD (TABLE NO. 10, AFEP-MEDEF CODE)**

None.

**TABLE OF COMMITMENTS CONCERNING MEMBERS OF THE MANAGING BOARD (TABLE NO. 11, AFEP-MEDEF CODE)**

| Executive Company officers   | Employment contract |    | Supplementary pension plan <sup>(2)</sup> |    | Compensation or benefits due or that may be due on termination or change in position |    | Compensation relating to a non-compete clause |    | Commitments under the pension plan for executive managers at 31/12/2016 <sup>(2)</sup> |    |
|--|---------------------|----|---|----|--|----|---|----|--|----|
|  | Yes                 | No | Yes                                       | No | Yes  | No | Yes   | No | Yes  | No |
| Carlos TAVARES<br>Chairman of the<br>Managing Board<br>since 31/03/2014                            |                     | √  | √   |    |  | √  |   | √  |  | √  |
| Jean-Baptiste<br>CHASSELOUP de<br>CHATILLON<br>Member of the<br>Managing Board<br>since 13/03/2012 | √ <sup>(1)</sup>    |    | √   |    |  | √  |   | √  |  | √  |
| Maxime PICAT<br>Member of the<br>Managing Board<br>since 01/09/2016                                | √ <sup>(1)</sup>    |    | √   |    |  | √  |   | √  |  | √  |
| Jean-Christophe<br>QUEMARD<br>Member of the<br>Managing Board<br>since 13/03/2012                  | √ <sup>(1)</sup>    |    | √   |    |  | √  |   | √  |  | √  |

(1) Employment contract suspended upon their appointment.

**(2) Pension scheme:**

A new pension system has been in place since 1 January 2016, for executive Company officers and members of the Executive Committee of the Group. It replaces the defined-benefit plan that was terminated effective 31 December 2015. The service cost recognised in 2015 under the former defined benefit plan for the members of the Managing Board and members of the Executive Committee amounted to €5.6 million, before taking into account the reversal of the related provision due to the plan's termination. Termination of the plan led to the reversal of a €34 million provision in the 2015 consolidated financial statements, net of the cost of transitioning to the new system. The Managing Board redistributed to all employees the savings from the executive pension plan. This redistribution was in addition to the previous Group compensation and profit-sharing plans and was recognised as an expense in 2015.

Under the new system, the Company no longer offers guaranteed levels of retirement income, but will pay out an annual benefit that is directly tied to the Group's results and performance. The system provides for the payment of an annual top-up contribution, of which 50% in the form of contributions to an external fund as part of an optional defined contribution pension plan ("Article 82" plan) that can only be withdrawn when the plan participant retires, and the other 50% in cash (based on a system of upfront taxation).

The contribution is equivalent to 25% of the amount represented by the executive's salary and bonus for the year. The purpose of including the bonus in the calculation base is to ensure that the contribution is tied to Group performance. The combined value of the annual top-up contributions and the vested benefits described below may not exceed an amount equal to eight times the ceiling for Social Security contributions multiplied by 23 (multiplier determined by the actuaries as corresponding to the average number of years over which benefits are expected to be paid). In respect of 2018, the annual top-up contribution awarded to members of the Managing Board for the performance of their duties amounted to €995,874 for Carlos TAVARES, €413,315 for Maxime PICAT and €360,327 for Jean-Christophe QUEMARD (these amounts are subject to payroll taxes and income tax, and the net payment will be around 50% of the amounts shown).

The charge recognised in 2018 for the defined-contribution pension plan for members of the Managing Board and of the Executive Committee amounted to €4.6 million, comprised of €2.3 million paid to a pension fund and €2.3 million paid in cash to beneficiaries (taking into account a scheme based on up-front taxation).

To compensate for the loss of vested benefits accumulated up until end-2015 under the terminated defined benefit plan, plan participants were awarded a payment corresponding to the value attributed to the benefits less a deduction for age, seniority in the Group and length of participation in the plan. Based on these criteria, the payments awarded to members of the Managing Board ranged from 5% to 30% of their projected benefits under the terminated defined benefit plan. 50% of the payment was in the form of a contribution to an external fund that will be paid out when the executive concerned takes retirement, and the other 50% was in cash. Payment of the balance of entitlements is being spread over three years, hence yearly for the Managing Board members: €470,000 for Carlos TAVARES, €332,000 for Jean-Baptiste CHASSELOUP de CHATILLON, €38,743 for Maxime PICAT and €510,000 for Jean-Christophe QUEMARD (these amounts are subject to payroll taxes and income tax, and the net payment will be around 50% of the amounts shown).

50% of the payment was in the form of a contribution to an external fund that will be paid out when the executive concerned takes retirement, and the other 50% was in cash. The payments are being spread over three years (2016, 2017 and 2018). The third payment was made in respect of the 2018 financial year. Each payment is conditional on the individual concerned continuing to be employed by the Group at the end of the year concerned.

Following the decision made by the Supervisory Board on 18 December 2018, Jean-Baptiste CHASSELOUP de CHATILLON did not receive the third payment.

Consulted prior to the implementation of the plan, the AFEP-MEDEF High Committee on corporate governance ruled that this plan complied with the recommendations set out in the AFEP-MEDEF Corporate Governance Code for listed companies. In addition, the Peugeot S.A. Works Council issued a unanimously favourable opinion on this new system.

The pension scheme was approved under regulated commitments at the Shareholders' General Meeting of 27 April 2016 (4th resolution) and again at the Shareholders' General Meeting of 10 May 2017 (4th resolution) on account of the renewal of appointments to the Managing Board.



### 3.2.5. Details of the compensation for the Chairman and Members of the Supervisory Board

For information, in respect of 2018, the Chairman of the Supervisory Board once again waived the compensation awarded to him (€300,000), and the attendance fees (of €70,000) which should have been paid to him on the basis of his attendance at meetings of the Board and the committees.

The amounts allocated to Louis GALLOIS, Chairman of the Supervisory Board, in compensation for the work he performed in connection with his office, are shown in the table below, presented in the format of summary table No.2 as recommended by the AFEP-MEDEF Code. These amounts will not be paid to him in respect of the 2018 financial year, since the Chairman waived them.

|  | Amounts for financial year 2018 |               | Amounts for financial year 2017 |                          |
|--|---------------------------------|---------------|---------------------------------|--------------------------|
|  | Due                             | Paid in 2018  | Due                             | Paid or awarded for 2017 |
| <b>Louis GALLOIS – Chairman of the Supervisory Board</b> |                                 |               |                                 |                          |
| Fixed compensation <sup>(1)</sup>                        | €300,000                        | €0            | €300,000                        | €0                       |
| Annual variable compensation                             | N/A                             | N/A           | N/A                             | N/A                      |
| Attendance fees  | €70,000                         | €0            | €70,000                         | €0                       |
| Exceptional compensation                                 | N/A                             | N/A           | N/A                             | N/A                      |
| Company car  | €2,796                          | €2,796        | €2,796                          | €2,796                   |
| Medical insurance benefit                                | N/A                             | N/A           | N/A                             | N/A                      |
| <b>TOTAL</b>   | <b>€372,796</b>                 | <b>€2,796</b> | <b>€372,796</b>                 | <b>€2,796</b>            |

<sup>(1)</sup> In 2018, Louis GALLOIS waived his compensation as Chairman of the Supervisory Board and the attendance fees due to him, as he did in 2017.

### ATTENDANCE FEES AND OTHER COMPENSATION RECEIVED IN RESPECT OF FINANCIAL YEAR 2018 BY NON-EXECUTIVE COMPANY OFFICERS (MEMBERS OF THE SUPERVISORY BOARD) (TABLE NO. 3, AFEP-MEDEF CODE)

|   | Amounts paid during the financial year 2018<br>(in euros) | Amounts paid during the financial year 2017<br>(in euros) |
|---|---|---|
| <b>Non-executive Company officers</b>   |   |   |
| <b>Louis GALLOIS<sup>(1)</sup></b><br>Chairman and member of the Supervisory Board  |   |   |
| Attendance fees, other compensation   | 0   | 0 <sup>(1)</sup>  |
| <b>Geoffroy ROUX de BEZIEUX</b><br>Vice-Chairman of the Supervisory Board   |   |   |
| Attendance fees   | 37,000  | 40,000  |
| Attendance fees (attendance at committee meetings)  | 29,600  | 35,000  |
| Other compensation (as Vice-Chairman of the Supervisory Board)  | 40,000  | 20,000  |
| <b>Marie-Hélène PEUGEOT RONCORONI</b><br>Permanent representative of EPF on the Supervisory Board<br>Vice-Chairwoman of the Supervisory Board |   |   |
| Attendance fees   | 40,000  | 40,000  |
| Attendance fees (attendance at committee meetings)  | 30,000  | 30,000  |
| Other compensation (as Vice-Chairwoman of the Supervisory Board)  | 40,000  | 40,000  |
| <b>LI Shaozhu</b><br>Permanent representative of DMHK since 4 June 2018<br>Vice-Chairman of the Supervisory Board since 23 July 2018          |   |   |
| Attendance fees   | 18,333  |   |
| Attendance fees (attendance at committee meetings)  | 4,500   |   |
| Other compensation (as Vice-Chairman of the Supervisory Board)  | 23,333  |   |

| <b>Non-executive Company officers</b>  | <b>Amounts paid during<br/>the financial year 2018<br/>(in euros)</b> | <b>Amounts paid during<br/>the financial year 2017<br/>(in euros)</b> |
|--|---|---|
| <b>Anne GUERIN</b><br>Permanent representative of Bpifrance Participations since 25 July 2017<br>Vice-Chairwoman of the Supervisory Board since 25 July 2017 |   |   |
| Attendance fees  | 40,000  | 20,000  |
| Attendance fees (attendance at committee meetings)   | 30,000  | 13,500  |
| Other compensation (as Vice-Chairman of the Supervisory Board)   | 40,000  | 20,000  |
| <b>Catherine BRADLEY</b><br>Member of the Supervisory Board  |   |   |
| Attendance fees  | 40,000  | 40,000  |
| Attendance fees (attendance at committee meetings)   | 45,000  | 45,000  |
| <b>Pamela KNAPP</b><br>Member of the Supervisory Board   |   |   |
| Attendance fees  | 40,000  | 37,000  |
| Attendance fees (attendance at committee meetings)   | 30,000  | 30,000  |
| <b>Christian LAFAYE</b><br>Employee representative member of the Supervisory Board beginning<br>22 June 2018   |   |   |
| Attendance fees  | 23,000  |   |
| Attendance fees (attendance at committee meetings)   | 13,500  |   |
| <b>Helle KRISTOFFERSEN</b><br>Member of the Supervisory Board  |   |   |
| Attendance fees  | 40,000  | 40,000  |
| Attendance fees (attendance at committee meetings)   | 30,000  | 25,500  |
| <b>AN Tiecheng</b><br>Member of the Supervisory Board  |   |   |
| Attendance fees  | 31,000  | 17,000  |
| Attendance fees (attendance at committee meetings)   | 34,900  | 16,000  |
| <b>Robert PEUGEOT<sup>(2)</sup></b><br>Permanent representative of FFP on the Supervisory Board  |   |   |
| Attendance fees  | 37,000  | 40,000  |
| Attendance fees (attendance at committee meetings)   | 35,000  | 35,000  |
| <b>Henri Philippe REICHSTUL</b><br>Member of the Supervisory Board   |   |   |
| Attendance fees  | 37,000  | 40,000  |
| Attendance fees (attendance at committee meetings)   | 30,000  | 30,000  |
| <b>Bénédicte JUYAUX</b><br>Member of the Supervisory Board since 25 July 2017  |   |   |
| Attendance fees  | 40,000  | 0   |
| Attendance fees (attendance at committee meetings)   | 30,000  | 0   |





## CORPORATE GOVERNANCE

### Compensation of corporate officers

| Non-executive Company officers   | Amounts paid during the financial year 2018 (in euros) | Amounts paid during the financial year 2017 (in euros) |
|--|--|--|
| <b>Daniel BERNARD</b><br>Permanent representative of Lion Participations since 25 July 2017  |  |  |
| Attendance fees  | 40,000   | 20,000   |
| Attendance fees (attendance at committee meetings)   | 30,000   | 15,000   |
| <b>Jean-François KONDRATIUK</b><br>Employee representative member of the Supervisory Board until 22 June 2018                        |  |  |
| Attendance fees  | 17,000   | 40,000   |
| Attendance fees (attendance at committee meetings)   | 13,500   | 30,000   |
| <b>LIU Weidong</b><br>Permanent representative of DMHK until 4 June 2018<br>Vice-Chairman of the Supervisory Board until 4 June 2018 |  |  |
| Attendance fees  | 9,666  | 37,000   |
| Attendance fees (attendance at committee meetings)   | 9,000  | 31,000   |
| Other compensation (as Vice-Chairman of the Supervisory Board)   | 16,666   | 20,000   |
| <b>Frédéric BANZET</b><br>Non-voting member  |  |  |
| Attendance fees  | 20,000   | 20,000   |
| <b>Alexandre OSSOLA</b><br>Non-voting member   |  |  |
| Attendance fees  | 18,500   | 8,500  |
| <b>LV Haitao</b><br>Non-voting member  |  |  |
| Attendance fees  | 18,500   | 10,000   |
| <b>TOTAL</b>   | <b>1,102,000</b>                                       | <b>1,040,750</b>                                       |

(1) In 2018, Louis GALLOIS waived his compensation as Chairman of the Supervisory Board and the attendance fees due to him, as he did in 2017.

(2) Robert PEUGEOT also received €50,000 gross from Faurecia for 2018 and €46,500 for 2017 as compensation for his office as a director and member of the Management Committee of that company. As a former executive of the Group, he receives an additional pension of €160,030 per year (former Article 39 scheme) paid by Axa.

In 2018, the amount of the attendance fees was prorated for Mr Jean-François KONDRATIUK, whose term of office ended in June 2018, and for Mr Christian LAFAYE, whose term of office took effect in June 2018.

In addition, the attendance fees due to LI Shaozhu, AN Tiecheng, LIU Weidong and LV Haitao were paid to DMHK.