

Rueil-Malmaison, 13 November 2017

Information on the compensation of Carlos Tavares, Chairman of the Managing Board, and Jean-Baptiste de Chatillon, Chief Financial Officer and member of the Managing Board, in accordance with the AFEP-MEDEF Corporate Governance Code for listed companies.

The acquisition of Opel and Vauxhall offers Groupe PSA the opportunity to lay solid foundations in Europe for profitable growth abroad. On completion of the transaction, the Supervisory Board recognised the decisive role in the acquisition played by Carlos TAVARES and Jean-Baptiste de CHATILLON as members of the Managing Board. Given what was at stake for Groupe PSA, the Supervisory Board deemed it necessary to offer them a share of the profits arising on Opel Vauxhall's recovery, under conditions that were not defined at the time.

The publication of the PACE ! plan now makes it possible to set the conditions under which they will share in the profits to be generated by Opel and Vauxhall's recovery, in the interests of Groupe PSA, its employees and its shareholders. The plan constitutes an ambitious roadmap, which was drawn up by Opel Vauxhall's management with the support and expertise of Carlos TAVARES and Jean-Baptiste de CHATILLON.

Based on the recommendation of the Appointments, Compensation and Governance Committee, the Supervisory Board of Peugeot S.A. decided at its meeting of 24 October 2017 to award them an exceptional bonus to recognise the milestones reached since the 6 March 2017 announcement and to link these achievements to the implementation of the recovery plan.

The dedicated profit-sharing scheme for Carlos TAVARES, Chairman of the Managing Board, and Jean-Baptiste de CHATILLON, Chief Financial Officer and member of the Managing Board, breaks down as follows:

- One-quarter for their contribution to drawing up the ambitious recovery plan, which was recently presented to accompany the completed transaction, i.e., €1 million for Carlos TAVARES and €0.5 million for Jean-Baptiste de CHATILLON.
- Three-quarters for the achievement in the following three years of ambitious objectives aimed at rebuilding the fundamentals of Opel and Vauxhall after 15 consecutive years of losses, with the targets for operating margin and operational free cash flow established on a 50/50 basis for each criteria, i.e., €1 million per year for Carlos TAVARES and €0.5 million per year for Jean-Baptiste de CHATILLON. The assessment criteria are shared with Opel and Vauxhall's management to ensure all parties work together towards the objectives.

The Supervisory Board will ensure that the compensation policy provides sufficient incentives over the term of the plan.



The effective award of the exceptional bonus will be subject to the approval by the Shareholder's Meeting of the 2017 compensation policy, including an exceptional bonus component, and of the approval of the variable and exceptional compensation amounts set by the Supervisory Board for 2017.

Similarly, for each of the following three years, the effective award and payment of each tranche of the exceptional bonus will be contingent on the annual decision of the Supervisory Board as to the amount for each component of overall compensation to be awarded to the extent that the annual objectives are achieved (or exceeded), as well as on the approval of these amounts by the Shareholders' Meeting.

The Supervisory Board places its trust in Groupe PSA's management, and in particular the Chairman of the Managing Board and the Chief Financial Officer, to ensure Opel and Vauxhall's successful recovery and to see the ambitious plan through to completion. The Board is convinced of their commitment and determination to support the financial reconstruction of Opel and Vauxhall, which will contribute to Groupe PSA's profitable growth in the years to come.