



# NOTICE OF MEETING BROCHURE

## Combined Shareholders' Meeting

**TUESDAY, 24 APRIL 2018**

at 10:00 am, at Company's headquarters  
7 rue Henri Sainte-Claire Deville, 92500 Rueil-Malmaison - France

Rueil-Malmaison, 6 April 2018

Dear fellow Shareholder,

The Combined Shareholders' Meeting of Peugeot S.A. will be held on Wednesday, 24 April 2018 at 10:00 a.m. at the Company's headquarters. The Meeting will be chaired by Louis Gallois, Chairman of the Supervisory Board.

The General Meeting represents for you, as a shareholder an opportunity to learn about Groupe PSA's business during the year and most importantly, to express your opinion before the vote on the proposed resolutions. The Shareholders' General Meeting is a special occasion to find out more about your Company and to exchange views with management.

We value the participation of all our shareholders. You will find below all of the information you need to take part in the voting.

I would like to thank you in advance for paying careful attention to the resolutions submitted for your approval.

Sincerely yours,

**Carlos Tavares**

Chairman of the Managing Board



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If you need further information about the Company or about how to participate in the Shareholders' Meeting, please contact the **SHAREHOLDER RELATIONS Department**:



#### BY TELEPHONE

Toll-free number in France 0800 424 091  
(free from a land line)



#### BY POST

Groupe PSA  
Financial Communications - RU 022  
7 rue Henri Sainte-Claire Deville - CS 60125  
92563 RUEIL-MALMAISON Cedex - France



#### BY EMAIL

[communication-financiere@mpsa.com](mailto:communication-financiere@mpsa.com)

# HOW DO I PARTICIPATE IN THE SHAREHOLDERS' GENERAL MEETING?

## WHO CAN PARTICIPATE IN THE SHAREHOLDERS' GENERAL MEETING?

You can attend Shareholders' General Meetings **in person** or vote by post, **by proxy, or online**.

The prerequisites are:

- own Peugeot S.A. shares (no minimum requirement);
- provide proof of your status as a shareholder, in accordance with Article R. 225-85 of the French Commercial Code, as of two trading days before the meeting, namely, **at midnight, Paris time, on Friday, 20 April 2018**.

## IT WILL BE EASIER FOR YOU TO PARTICIPATE IN THE SHAREHOLDERS' GENERAL MEETING IF YOUR SHARES ARE REGISTERED

You do not need to lock up your shares to participate in the Shareholders' General Meeting

### IF YOUR SHARES ARE REGISTERED

*(directly registered account or administered registered account)*

Your status as shareholder stems from the registration of your shares in the registered share ledger kept by Peugeot S.A. You therefore **do not need to take any action** to provide this proof.

### IF YOUR SHARES ARE BEARER SHARES

*(securities account or French PEA stock savings plan held by a bank, a financial intermediary)*

Your status as shareholder is evidenced by the "**shareholding certificate**" issued by the bank or financial intermediary managing your securities account. It states that you are indeed a shareholder **two trading days before the Shareholders' Meeting**.

Your bank or your financial intermediary will prepare this certificate and attach it to your admission card request or your voting/proxy form, when sending your form to Société Générale - Service des Assemblées, CS 30812 - 44308 Nantes Cedex 3.

In the event of the sale of some or all of your shares after you have taken all the necessary steps to participate in the Shareholders' Meeting, it is up to your bank or financial intermediary to cancel your participation in our Shareholders' Meeting.

## How do I submit written questions?

Shareholders who want to submit written questions to the Chairman of the Managing Board must send them at the latest by the fourth business day prior to the General Shareholders' Meeting, not later than **18 April 2018**:



### BY REGISTERED LETTER WITH ACKNOWLEDGEMENT OF RECEIPT:

GROUPE PSA  
Financial Communications - RU 022  
7, rue Henri Sainte Claire Deville - CS 60125  
92563 Rueil-Malmaison Cedex - France



### BY EMAIL

[communication-financiere@mpsa.com](mailto:communication-financiere@mpsa.com)

Your request must be accompanied by a stock transfer certificate.

The answers to the written questions may be published directly on the Company's website. [www.groupe-psa.com/en/finance/individual.shareholders/general-meeting/](http://www.groupe-psa.com/en/finance/individual.shareholders/general-meeting/)

## How do I submit items or proposed resolutions for inclusion on the agenda?

Shareholders satisfying the legal and regulatory conditions may submit items or proposed resolutions for inclusion on the agenda.

**Requests from shareholders for the inclusion of items or draft resolutions on the agenda** must be sent to the Company's registered office by registered letter with acknowledgement of receipt addressed to the Chairman of the Managing Board or by email to [communication-financiere@mpsa.com](mailto:communication-financiere@mpsa.com) beginning on the date of publication of the meeting notice and must reach the Company no later than twenty-five days prior to the Shareholders' General Meeting, **not later than 30 March 2018**.

Requests from shareholders must be accompanied by the legally required documents. The draft resolutions submitted, along with the list of items added to the agenda, including any by shareholders, will be published on the Company's website [www.groupe-psa.com/en/finance/individual.shareholders/general-meeting/](http://www.groupe-psa.com/en/finance/individual.shareholders/general-meeting/)

## HOW DO I VOTE?

### If you would like to attend the Shareholders' General Meeting

You must request an admission card. To get one, tick **box A** (in the top part of the voting form). You must date and sign the form at the bottom, printing your first name, surname and address at the bottom right of the form or verifying whether the details are already there.

**Registered shareholders** should send their request directly using the prepaid envelope included with the invitation.

**Bearer shareholders** should send their request to their bank or financial intermediary, the securities account manager, who will

attach the shareholding certificate before forwarding them to Société Générale – Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3.

**Requests should be made as early as possible.**

**AN ADMISSION CARD WILL BE SENT TO YOU.**

A certificate may also be issued to a shareholder wishing to attend the Shareholders' Meeting in person who has not received his or her admission card by the second trading day prior to the Shareholders' Meeting, namely, **by midnight, Paris time, on Friday, 20 April 2018.**

### If you cannot attend the Shareholders' General Meeting but would like to vote by post or be represented

To vote, you have three options:

#### 1 VOTE BY POST

- Tick **box 1** on the form.
- Indicate your vote.
- **Date and sign** the bottom of the form.

If you want to vote "against" a resolution or "abstain" (abstentions being counted as a "no" vote), shade the box corresponding to the number of the resolution in question. Do not shade any box corresponding to a resolution for which you wish to vote in favour.

#### 2 APPOINT YOUR SPOUSE, CIVIL PARTNER, ANOTHER SHAREHOLDER OR ANY OTHER INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE TO ACT AS PROXY HOLDER

- Tick **box 3** on the form.
- Indicate the identity (first name, surname) and address of the person who will represent you.
- **Date and sign** the bottom of the form.

#### 3 APPOINT THE CHAIRMAN OF THE SHAREHOLDERS' GENERAL MEETING AS PROXY HOLDER (THE CHAIRMAN OF THE SUPERVISORY BOARD) OR DO NOT SPECIFY A PROXY HOLDER

- Tick **box 2** on the form.
- **Date and sign** the bottom of the form.

It should be noted that if a shareholder does not specify a particular proxy holder, the Chairman of the Shareholders' Meeting will vote in favour of the draft resolutions put forward or approved by the Managing Board and against all other draft resolutions.

In accordance with Article R. 225-79 of the French Commercial Code, the Company can be notified of the appointment or dismissal of a proxy holder (first name, surname and address of the shareholder and of the proxy holder) by emailing [psa-ag-mandataire@mpsa.com](mailto:psa-ag-mandataire@mpsa.com), at least three business days prior to the Shareholders' Meeting, namely, **up to 19 April 2018.**

FOR REGISTERED SHARES,  
send your request directly using the prepaid envelope included with the invitation.

FOR BEARER SHARES,  
send your form to your bank or financial intermediary managing your securities account, who will attach the shareholding certificate before forwarding them to Société Générale – Service des Assemblées, CS 30812 – 44308 Nantes Cedex 3, France.

## If you would like to vote online

Prior to the Shareholders' General Meeting, Groupe PSA provides shareholders with a dedicated website they can use to vote on the draft resolutions, in the following manner:

### FOR REGISTERED SHARES,

log on to the voting website *via* the registered share management website: Sharinbox [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com), using the usual access codes:

- **access code:** this can be found at the top of your statement and is included as the 5<sup>th</sup> piece of information in the "reserved section" of the postal voting form or proxy form (**box 4**);
- **password:** it was sent to you when you signed up with Société Générale Securities Services. If you have lost or forgotten your password, please go to the website's homepage and click on "Get your codes".

Then click on the name of the Groupe PSA Shareholders' Meeting under "Ongoing events" on the homepage and select the event. Follow the instructions and click "Vote" in the "Your voting rights" section to access the voting website.

This secure website which is dedicated to early voting for the Shareholders' General Meeting, will be **accessible from 9 AM, Friday, 6 April 2018, to 3 PM, Monday, 23 April 2018, Paris time.**

Shareholders are advised not to wait until the last few days to vote, in order to avoid Internet bottlenecks resulting in the universal electronic form's not being included.

### FOR BEARER SHARES,

bearer shareholders wishing to vote online prior to the Shareholders' General Meeting should log on with their usual access codes *via* the portal provided by their banking institution to manage their assets. To access the VOTACCESS website and vote, simply click on the icon on the line corresponding to your Peugeot shares.

Only bearer shareholders that the establishment holding the account has added to the VOTACCESS system can log on. The VOTACCESS website is accessible **from 9 AM, Friday, 6 April 2018, to 3 PM, Monday, 23 April 2018, Paris time.**

Please note that prior voting automatically suspends the invitation to attend the Shareholders' General Meeting in person.

**PSA GROUPE**

**GROUPE PSA - COMBINED GENERAL MEETING ON 24 APRIL 2018**

Log out  
Online help  
English

Give proxy to the chairman  
Vote on the resolutions  
Request an attendance card  
Give proxy to a mentioned person

Consult the documentation  
Balance by associated ISIN codes

Combined general meeting on 24 April 2018 at 10:00 AM CET

7 Rue Henri Sainte Claire Deville  
92863 RUEIL-MALMAISON  
FR

**ELECTRONIC VOTE DEADLINE**  
The **23/04/2018**  
at **03:00 PM CET**

**YOUR BALANCE**  
100 bearer securities / shares  
100 voting rights of which  
0 exercised voting rights

**ACCOUNT OWNER DETAILS**  
PREVIEW TEST  
66 RUE VILETTE  
69003 LYON

TERMS AND CONDITIONS GOVERNING THE VOTE

# HOW DO I FILL OUT THE FORM?

You can choose from the following options:

**A. You want to attend the Meeting in person:**

Tick the box A.

**B. You want to vote by mail or by proxy:**

Complete one of the three boxes 1, 2 or 3 below.

**Your shares are in bearer form:**

Send the form to your bank or broker, who will forward it with your certificate of ownership.

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci [ ] la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this [ ], date and sign at the bottom of the form**  
**A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.**  
**B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.**



Société Anonyme à Directoire et Conseil de Surveillance  
 au capital de 904 828 213 €  
 Siège social : 7 Rue Henri Sainte Claire Deville  
 92563 RUEIL-MALMAISON  
 B 552 100 554 R.C.S. NANTERRE  
 Siret 552 100 554 00021

**ASSEMBLEE GENERALE MIXTE**  
 du 24 Avril 2018 à 10 heures au siège social de Peugeot S.A.  
 7 Rue Henri Sainte Claire Deville - 92563 RUEIL-MALMAISON

**COMBINED SHAREHOLDER'S MEETING**  
 called on April 24, 2018 at 10 a.m. to the Company's head office  
 Peugeot S.A.  
 7 Rue Henri Sainte Claire Deville - 92563 RUEIL-MALMAISON

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account Vote simple / Single vote

Nombre d'actions / Number of shares Vote double / Double vote

Nominatif / Registered  
Porteur / Bearer

Nombre de voix - Number of voting rights

**1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci [ ] la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
 I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this [ ], for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
10	11	12	13	14	15	16	17	18
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
19	20	21	22	23	24	25	26	27
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
28	29	30	31	32	33	34	35	36
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
37	38	39	40	41	42	43	44	45
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....  
 - Je m'abstiens (l'abstention équivaut à un vote nul). / I abstain from voting (is equivalent to vote NO).  
 - Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) M., Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank 20 Avril 2018 / April 20th, 2018  
 à la société / to the company 20 Avril 2018 / April 20th, 2018

**2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci [ ] la case correspondante à mon choix.  
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this [ ].

A	Oui / Yes	Non/No	Abs/Abs	F	Oui / Yes	Non/No	Abs/Abs
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
B	[ ]	[ ]	[ ]	G	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
C	[ ]	[ ]	[ ]	H	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
D	[ ]	[ ]	[ ]	J	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]
E	[ ]	[ ]	[ ]	K	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]	[ ]

Date & Signature

**3 JE DONNE POUVOIR À :** Cf. au verso (4)

**I HEREBY APPOINT:** See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.**  
**CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.**

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

**You want to vote by mail:**  
 Tick here and follow the instructions. Do not forget to shade in the boxes for the miscellaneous amendments and resolutions.

**You want to give proxy to the Chairman:**  
 Tick here.

**You want to give proxy to someone attending the Meeting:**  
 Tick here and fill in the person's name.

**Access code**  
**Directly registered**  
 (Sharinbox)

GRUPE PSA - NOTICE OF MEETING - COMBINED SHAREHOLDERS' MEETING 24 APRIL 2018

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# BRIEF SUMMARY OF THE POSITION AND BUSINESS IN 2017

## GROUPE PSA

### 2017 results

#### Historic results of Groupe PSA in 2017: revenue, volume of sales, recurring operating income and net result Group share at a record level

- **↑**5.4% increase of Group sales at 3.63 million vehicles<sup>(1)</sup>;
- **↑**20.7% Group revenue growth at €65.2 billion<sup>(2)</sup>;
- **↑**7.3%<sup>(3)</sup> Peugeot Citroën DS (PCD) Automotive Division recurring operating margin at a record level;
- **↑**7.1% Group recurring operating margin<sup>(3)</sup> excluding OV and 6.1% including OV with a Group recurring operating income at €3,991 million;
- **↑**1.5% increase of Net result Group share.

#### Overview of sales activities :

#### Strong acceleration in 2017: Groupe PSA worldwide sales up 15.4%

- **↑**Groupe PSA sold 3,632,300<sup>(4)</sup> vehicles worldwide;
- **↑**4<sup>th</sup> consecutive year of improvement in Groupe PSA sales;
- **↑**Successful SUV product offensive supporting the Group's profitable growth;
- **↑**strengthening European leadership in Light Commercial Vehicles (LCV) for Peugeot and Citroën, with a 20.2% market share.

### Overview of sales activities

**The Push to Pass plan's SUV offensive accelerates and the five SUV models launched in the past 18 months have enjoyed growing success.** Overall, SUV sales accounted for 23% of consolidated sales at the year-end.

Peugeot brand sold nearly 600,000 SUVs in 2017 worldwide and ranks 2nd in the SUV European market with a strong expansion of nearly 60%.

With 259,300 Peugeot 3008 SUVs sold globally in 2017, the Peugeot brand enjoyed sustained demand for the model, which was named Car of the Year 2017 in Europe and recognised by 38 additional awards worldwide. Peugeot also benefited from the success of the new Peugeot 5008 launched in March 2017, with 85,900 units sold, and the positive performance of the Peugeot 4008 in China, with 51,500 units.

In autumn 2017, Citroën kicked off its SUV offensive in China with the C5 Aircross, launched in September, and in Europe with the C3 Aircross, launched in October. Each model sold around 22,700 and 35,400 units, respectively, and will be rolled out worldwide in 2018.

At the end of February 2017, DS Automobiles debuted its first SUV, DS 7 CROSSBACK, and opened up online reservations for the La Première limited edition model. In October, the brand launched its exclusive network in parallel with order taking for all the line-up's versions. The first deliveries are set for February 2018.

In 2017, Opel and Vauxhall rationalized the channel mix, in line with PACE! turnaround plan and led a record-breaking product offensive in 2017, with two new SUVs, the Crossland X and Grandland X, launched in May and September with sales of 33,900 and 18,700 units, respectively.

**In 2017, Groupe PSA reported its best LCV sales ever, with 476,500 units sold, up 15% on 2016.** And with Passenger Car derivatives (Peugeot Traveler and Citroën SpaceTourer for example) these are 658,000 units sold by the Group in 2017.

The Peugeot and Citroën brands strengthened the Group's leadership status in Europe, where it holds a market share of 20.2% in LCV (1.3 point market share gain) allowing the Group to capture more than 50% of European LCV market growth thanks to the new Peugeot Expert and Citroën Jumpy.

(1) Opel Vauxhall (OV) is consolidated since 1<sup>st</sup> August 2017.

(2) Group revenue includes OV since 1<sup>st</sup> August 2017.

(3) Recurring operating income related to revenue.

(4) As from 1 August 2017, the Group's scope of consolidation includes the same volumes of OPEL and VAUXHALL, together representing 403,900 units sold between August and December 2017.

Outside Europe, the Group's LCV offensive also began to deliver results. In Eurasia, sales were up 55% before the start of local production of new Peugeot Expert and Citroën Jumpy planned in the first half of 2018. In Latin America, sales increased 13% and a full range of renewed products and a complete range of services will be offered in 2018.

**In Europe**, consolidated sales came in at 2,378,600 units, representing a year-on-year increase of nearly 450,000 vehicles (up 23.2%), of which 376,400 Opel and Vauxhall units since 1 August 2017.

Groupe PSA's market share increased in all of the Group's main host countries, excluding the United Kingdom. For the first time since 2010, the Group added 0.3 points to its market share (11.1%) from Peugeot, Citroën and DS sales alone.

On top of increased sales of SUVs and LCVs, the Group benefited from the successful launch of the Peugeot 308 (166,000 units sold), Citroën C3 (217,000 units sold), and Opel Insignia, available in three models, the Sports Tourer, Grand Sport and Country Tourer (total 40,600 units sold from August to December 2017).

In addition, the Peugeot 2008 and Opel Mokka ended the year second and third, respectively, in their segment.

DS Automobiles continued to develop its network, with 150 locations now dedicated to marketing the first-ever second generation DS model, the DS 7 CROSSBACK.

**In the Middle East & Africa region**, consolidated sales increased by 61.4% year on year at 618,800 units, of which 26,800 for the Opel brand.

This performance was driven by the Group's development in Iran (444,600 units sold in 2017) and higher sales in Turkey, Israel and the French overseas departments.

Groupe PSA has continued its product offensive in the region, where it has successfully launched the new Citroën C3 the new Peugeot 3008 SUV, and the new Peugeot Pick Up, which marks the brand's history-making return to its legitimate place in the segment.

Opel is in the midst of a product offensive in the region having recently launched the new Insignia and Crossland X and with the launch of the new Grandland X slated for early 2018.

For the DS brand, 2017 marked the development of a dealer network across the region ahead of the market launch of the DS 7 CROSSBACK in the coming months.

The year also saw the production start-up and market launch of the Peugeot 2008 SUV in Iran, and the creation of an Iranian joint venture between Citroën and SAIPA based at the Kashan plant. The Group continued to expand its manufacturing base, breaking ground on the Kenitra plant in Morocco, starting up local production in Kenya and Ethiopia, and signing a memorandum of understanding to set up a new plant in Oran, Algeria.

**In China & Southeast Asia**, in a difficult economic environment, the Group sold 387,000 vehicles. Showing the first signs of a sales recovery, the Group has seen a rise in sales since July, and a market share gain of 0.3 points in second-half 2017 compared with the first half. The SUV line-up proved to be a triumph, with the successful launch in 2017 of the Peugeot 4008 and 5008, and the Citroën C5 Aircross. It is worthy to note that sales volumes for the new Peugeot 308 and the Citroën C5 and C6 were stable *versus* 2016, despite weaker demand in this market segment.

In Southeast Asia, Groupe PSA has been accelerating its development, particularly in Vietnam with the successful launch of the Peugeot 3008 and 5008 SUVs. The vehicles are now produced locally at THACO's plant in Chu Lai, just nine months after a new assembly agreement was signed.

In June 2017, Groupe PSA signed an agreement to step up its cooperation with ChangAn Automobile, establishing a solid foundation for faster expansion of the DS brand. Presented at Auto Shanghai, the DS 7 CROSSBACK will be brought to market at the start of the Beijing Motor Show.

Further rebound **in Latin America**, with sales climbing 12.2% to 206,300 units.

In Latin America, Peugeot sales rose 11.1% due to strong momentum in most of the region's markets. The Peugeot 3008 and 5008 SUVs were launched very successfully in every country and sales have exceeded targets. The Peugeot Expert, recently launched in Brazil and Argentina and produced in Uruguay, also promises to be a success.

Citroën's sales were up 13.8% in most of the region's markets. For example, sales in Chile jumped 47% thanks to the tremendous success of the new Citroën C3 and the solid performance delivered in the LCV segment, with Berlingo leading the way. The Citroën Jumpy, produced in Uruguay and marketed in Brazil and Argentina, has been well received, suggesting that demand for the vehicle will be strong in 2018.

DS Automobiles recorded sales growth of 21.6%, led by Argentina's performance, where the brand ranks fourth in the premium automotive market thanks to the DS 3, the leading vehicle in its class for the fourth year in a row.

**India-Pacific** reports 26,100 cars sold and 31% growth.

In Japan, the Group grew by 20% and recorded its best performance in more than 20 years. A sales recovery is under way in Australia and New Zealand, where two new importers have been appointed, resulting in sales almost tripling compared to 2016. Sales for the French Pacific overseas territories continued to rise sharply (up 40%) and South Korea's performance was in line with that of 2016.

Peugeot contributed significantly to this growth, reporting a 37% increase in sales driven by the successful launch of the Peugeot 3008 and 5008.

Citroën's sales also rose sharply (up 36%) thanks to strong demand for the new C3.

**In Eurasia**, sales were up 45%, outpacing the auto market. The Group made headway in the region's major markets, including Russia (up 38%) and Ukraine (up 62%), with a total of 15,200 units sold.

Sales of the new Peugeot 3008 SUV were significantly ahead of the previous generation's performance, accounting for 21% of the brand's volumes, and helping to drive its volumes up 50.7%. The momentum in sales for Citroën's Grand C4 Picasso (up 126%), particularly in the BtoB segment, also pushed up the brand's sales, by a strong 33.4% in Eurasia.

Groupe PSA's LCV segment sales rose 55%. Local production of the Peugeot Expert, Citroën Jumpy, Peugeot Traveller and Citroën SpaceTourer in Kaluga, Russia as from 2018 is expected to enable the Group to achieve even faster sales growth in Eurasia.

## Financial figures

In 2017, **Group revenue** amounted to €65,210 million compared to €54,030 million in 2016 up 20.7%. At constant 2015 exchange rates and perimeter, 2017 Group cumulated revenue was up 12.9%.

**PCD Automotive Division revenue** amounted to €40,735 million up by 9.9% compared to 2016. This increase was mainly driven by the product mix (+4.5%) and the volume and country mix (+4.9%) improvement linked to the worldwide success of the Group's new models that more than compensated the negative impact of exchange rates (-1.6%).

**OV Automotive Division revenue** amounted to €7,238 million in 2017.

**Group recurring operating income** amounted to €3,991 million, up 23.4% compared to 2016. **PCD Automotive recurring operating income** grew by 33.3% compared to 2016 at €2,965 million. This 7.3% record profitability level was reached despite raw material cost increases and exchange rate headwinds, thanks to a positive product mix and further cost reductions.

**OV Automotive recurring operating income** amounted to a €179 million loss in 2017.

**Group recurring operating margin excluding OV** stood at 7.1% versus 6% in 2016 and **Group recurring operating margin with OV** stood at 6.1%.

**Group non-recurring operating income and expenses** had a negative impact of -€904 million, compared to -€624 million in 2016.

**Group net financial expenses** decreased to €238 million compared to €268 million in 2016.

**Consolidated net income** reached €2,358 million, an increase of €209 million compared to 2016. Net income, Group share, reached €1,929 million compared to €1,730 million in 2016.

The **Opel Vauxhall recovery plan** presented on 9<sup>th</sup> November is delivering its first concrete achievements such as a joint purchasing organization, social agreements and costs savings.

**Banque PSA Finance** reported **recurring operating income** of €632 million<sup>(1)</sup>, up 10.7%.

**Faurecia recurring operating income** was €1,170 million, up 20.6%.

The **free cash flow of manufacturing and sales companies** was €500 million and the **operational free cash flow** was €1,554 million.

**Total PCD inventory**, including independent dealers, stood at 416,000 vehicles at 31 December 2017, an increase of 10,000 units year on year.

**The net financial position of manufacturing and sales companies** was €6,194 million at 31 December 2017, compared to €6,813 million at 31 December 2016.

## Outlook

### MARKET OUTLOOK

In 2018, the Group anticipates a stable automotive market in Europe and growth of 4% in Latin America, 10% in Russia, and 2% in China.

### OPERATIONAL OUTLOOK

The objectives of the Push to Pass plan for the Groupe PSA (excluding Opel Vauxhall) are to:

- deliver over 4.5% Automotive recurring operating margin<sup>(2)</sup> on average in 2016-2018, and target over 6% by 2021;
- deliver 10% Group revenue growth by 2018<sup>(3)</sup> vs 2015, and target additional 15% by 2021<sup>(3)</sup>.

The objectives for Opel Vauxhall are:

- deliver 2% Automotive recurring operating margin<sup>(2)</sup> for OV by 2020, and target 6% by 2026;
- deliver positive operational Free Cash Flow by 2020<sup>(4)</sup>.

## Selected financial data

(number of vehicules)	2016	2017
Consolidated World Sales	3,146,000	3,632,000

(1) 100% of the result of Banque PSA Finance. In the financial statements of the Groupe PSA, joint ventures are consolidated using the equity method.

(2) Recurring operating income related to revenue.

(3) At constant (2015) exchange rates and perimeter (excluding OV).

(4) Defined as ROI + D&A - restructuring - capex - Capitalized R&D - change in WRC.

## Breakdown of revenue and recurring operating income by activity is as follows

(in million euros)	Revenue			Recurring Operating Income		
	2016	2017	Change	2016	2017	Change
Automotive Peugeot Citroën DS	37,066	40,735	3,669	2,225	2,965	740
Automotive Opel Vauxhall	-	7,238	7,238	-	(179)	(179)
Faurecia	18,710	20,182	1,472	970	1,170	200
Other activities and eliminations <sup>(1)</sup>	(1,746)	(2,945)	(1,199)	40	35	(5)
<b>TOTAL</b>	<b>54,030</b>	<b>65,210</b>	<b>11,180</b>	<b>3,235</b>	<b>3,991</b>	<b>756</b>

(1) Including the activities of Banque PSA Finance not covered by the partnership agreement signed with Santander Consumer Finance.

## Consolidated Income Statement

(in million euros)	2016				2017			
	Manufacturing and sales companies	Finance companies	Eliminations	Total	Manufacturing and sales companies	Finance companies	Eliminations	Total
<b>Revenue</b>	<b>53,884</b>	<b>161</b>	<b>(15)</b>	<b>54,030</b>	<b>65,094</b>	<b>139</b>	<b>(23)</b>	<b>65,210</b>
<b>Recurring operating income (loss)</b>	<b>3,234</b>	<b>1</b>		<b>3,235</b>	<b>3,977</b>	<b>14</b>		<b>3,991</b>
Operating income	2,610	1		2,611	3,073	14		3,087
Net financial income (expense)	(272)	4		(268)	(241)	3		(238)
Income taxes	(498)	(19)		(517)	(691)	(10)		(701)
Share in net earnings of companies at equity	(67)	195		128	(9)	226		217
Profit (loss) from operations held for sale or to be continued in partnership	174	21		195	(7)			(7)
Consolidated profit	1,947	202		2,149	2,125	233		2,358
<b>Attributable to owners of the parent</b>	<b>1,532</b>	<b>198</b>		<b>1,730</b>	<b>1,702</b>	<b>227</b>		<b>1,929</b>
attributable to non-controlling interests	415	4		419	423	6		429
<b>BASIC EARNINGS PER €1 PAR VALUE SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>				<b>2.16</b>				<b>2.18</b>
<b>DILUTED EARNINGS PER €1 PAR VALUE SHARE - ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT</b>				<b>1.93</b>				<b>2.05</b>

## Consolidated balance sheet

### ASSETS

<i>(in million euros)</i>	31 December 2016				31 December 2017			
	Manufacturing and sales companies	Finance companies	Eliminations	Total	Manufacturing and sales companies	Finance companies	Eliminations	Total
Total non-current assets	22,311	1,654		23,965	28,693	2,313		31,006
Total current assets	20,133	1,087	(32)	21,188	25,678	865	(44)	26,499
<b>TOTAL ASSETS</b>	<b>42,444</b>	<b>2,741</b>	<b>(32)</b>	<b>45,153</b>	<b>54,371</b>	<b>3,178</b>	<b>(44)</b>	<b>57,505</b>

### EQUITY AND LIABILITIES

<i>(in million euros)</i>	31 December 2016				31 December 2017			
	Manufacturing and sales companies	Finance companies	Eliminations	Total	Manufacturing and sales companies	Finance companies	Eliminations	Total
Total equity				14,618				16,720
Total non-current liabilities	10,123	15		10,138	11,544	7		11,551
Total current liabilities	19,797	632	(32)	20,397	28,654	624	(44)	29,234
<b>TOTAL EQUITY &amp; LIABILITIES</b>				<b>45,153</b>				<b>57,505</b>

## Consolidated statement of cash flows

	2016				2017			
	Manufacturing and sales companies	Finance companies	Eliminations	Total	Manufacturing and sales companies	Finance companies	Eliminations	Total
<i>(in million euros)</i>								
Consolidated profit from continuing operations	1,773	171		1,944	2,132	233		2,365
Funds from operations	4,466	69		4,535	5,205	145		5,350
<b>Net cash from (used in) operating activities of continuing operations</b>	<b>4,937</b>	<b>1,356</b>	<b>177</b>	<b>6,470</b>	<b>5,213</b>	<b>63</b>	<b>1</b>	<b>5,277</b>
<b>Net cash from (used in) investing activities of continuing operations</b>	<b>(2,673)</b>	<b>113</b>	<b>10</b>	<b>(2,550)</b>	<b>(4,713)</b>	<b>(535)</b>	<b>270</b>	<b>(4,978)</b>
<b>Net cash from (used in) financing activities of continuing operations</b>	<b>(905)</b>	<b>(330)</b>	<b>(447)</b>	<b>(1,682)</b>	<b>(347)</b>	<b>264</b>	<b>(271)</b>	<b>(354)</b>
<b>Net cash related to the non-transferred debt of finance companies to be continued in partnership</b>		<b>(2,615)</b>	<b>305</b>	<b>(2,310)</b>				
<b>Net cash from the transferred assets and liabilities of operations held for sale or to be continued in partnership</b>	<b>(255)</b>	<b>1,097</b>	<b>1</b>	<b>843</b>	<b>(7)</b>			<b>(7)</b>
Effect of changes in exchange rates	(93)	16		(77)	(119)	(2)		(121)
<b>Increase (decrease) in cash from continuing operations and from operations held for sale or to be continued in partnership</b>	<b>1,011</b>	<b>(363)</b>	<b>46</b>	<b>694</b>	<b>27</b>	<b>(210)</b>		<b>(183)</b>
<b>NET CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>10,453</b>	<b>893</b>	<b>(54)</b>	<b>11,292</b>	<b>11,464</b>	<b>530</b>	<b>(8)</b>	<b>11,986</b>
<b>NET CASH AND CASH EQUIVALENTS OF CONTINUING OPERATIONS AT END OF PERIOD</b>	<b>11,464</b>	<b>530</b>	<b>(8)</b>	<b>11,986</b>	<b>11,491</b>	<b>320</b>	<b>(8)</b>	<b>11,803</b>

# REPORT OF THE SUPERVISORY BOARD: OBSERVATIONS OF THE REPORT OF THE MANAGING BOARD AND THE ANNUAL FINANCIAL STATEMENTS (article L225-68 of the French Commercial Code)

The highlight of 2017 for Groupe PSA was the acquisition of the Opel and Vauxhall brands, bringing into the Group two new, emblematic German and British brands. Groupe PSA thus ended 2017 on a stronger footing, with five vehicle brands and one mobility services brand.

This acquisition gave birth to a champion: in Europe, Group sales jumped more than 23% compared with 2016, consolidating the Group's position as the second European car manufacturer. The Group also further strengthened its European leadership in Light Commercial Vehicles (LCVs) for Peugeot and Citroën, with a 20.2% market share.

World sales accelerated strongly, scoring an increase (for the fourth consecutive year) of 15.4%. The Group scored two historic records in 2017: sales of Light Commercial Vehicles, and sales of the Peugeot brand.

Sales growth also highlighted the Middle East and Africa region (increasing 61.4%), the India-Pacific region (increasing 31%) and the Eurasia region (increasing 45%). The rebound in Latin America was confirmed, with sales rising 12.2% and record sales of Light Commercial Vehicles. Sales in China and Southeast Asia showed early signs of a commercial recovery with sales growth in the second half-year, despite a keen competitive environment.

Groupe PSA, within its historic Peugeot, Citroën and DS (PCD) scope, achieved record business results with a recurring operating margin in the Automotive Division of 7.3% in 2017, ranking it among the world's top five car manufacturers, and close upon 10% sales growth.

The stringently methodical deployment of the Push to Pass strategic plan for profitable growth is bearing fruit. Groupe PSA is continuing its world-wide deployment, developing new joint arrangements, as in India with CK Birla or in Malaysia with our partner NAZA.

Seeking to provide optimum service to its customers, the Group is revolutionising its sales points, which feature digital technology with increasing prominence, as well as developing its on-line purchasing services. The Group is fleshing out its offer in second-hand vehicles, parts and services and launching the Free2Move application, its mobility services platform, affording access to the car-sharing services of some 20 operators. Already boasting over 600,000 users, Free2Move gives substance to the Group's ambition to become its customers' preferred mobility-service provider. The Free2Move brand is also spearheading the Group's return to the United States.

Opel's R&D expertise affords an opportunity for Groupe PSA to continue its drive to diversify the technological offer while remaining permanently alert to controlling and optimising R&D expenditure. We are on track with the development of innovative, versatile and useful technology: stepping up the pace in powertrain electrification technologies (set up a joint venture with NIDEC; 100% of the models will be electrically-powered by 2025); launching the Autonomous Vehicle for All programme and recognised expertise with the 1.2-litre, three-cylinder turbo PureTech engine, once again elected "Engine of the Year" for 2017.

Within 100 days, the teams of Opel Vauxhall brands built a recovery plan: PACE! This plan will make Opel Vauxhall profitable (positive Operating Free Cash Flow and a Automotive Division recurring operating margin of 2% by 2020), electric-powered (100% of the models will be electrically powered by 2024) and global (more than 20 new markets by 2022).

The cornerstones of this plan have already been laid, such as the signature of competitiveness agreements with the unions in certain countries to make sites competitive, and the reorganisation of purchasing teams to accelerate the implementation of synergies.

2017 was also the year in which Groupe PSA and BNP Paribas jointly acquired the Opel and Vauxhall captive financing companies, for which the strategic plan to generate profitable growth was presented in February.

Over the years, the Group's CSR commitment has become an integral part of its business strategy, since CSR performance and business performance feed on each other. This year, the Group published its ambitions for 2035 and as far ahead as 2050, in line with the UN Sustainable Development Goals. The initiatives undertaken with agility at the very heart of the Group's strategic activities are bearing fruit. The Group's CSR performance is recognised: it was this that hoisted it in September 2017 to industry leader in the Dow Jones Sustainability Index, and promoted it as the only car manufacturer included in the Euronext-Vigeo World 120 index. It also features in front-running SRI indices such as STOXX or FTSE4Good.

On a last point, part of the Supervisory Board membership was renewed this year: following the transfer by APE of Peugeot S.A. shares to Bpifrance and a reorganisation of responsibilities within Dongfeng Motor Group, Anne GUERIN, Daniel BERNARD, as permanent representatives of Bpifrance and Lion Participations, and AN Tiecheng, were appointed to the Supervisory Board. Mr AN Tiecheng chairs Asia Business Development Committee. The Supervisory Board also appointed LV Haitao and Alexandre OSSOLA as non-voting members of the Supervisory Board.

In addition, the Supervisory Board appointed Geoffroy ROUX de BEZIEUX as Vice-Chairman, which he combines with the office of Senior Independent Member.

The Supervisory Board acknowledged the Report of the Managing Board and the financial statements for 2017, as drawn up by the Managing Board on 19 February 2018. The Board had no comment to make on that report or on the financial statements for the year.

The Supervisory Board wishes to express its gratitude to Carlos TAVARES and his teams, who played a decisive role in the acquisition of Opel and Vauxhall. The Supervisory Board extends its welcome to the staff of these two Brands and wishes to congratulate all Group employees for the remarkable results achieved in 2017.

# CORPORATE GOVERNANCE

## MANAGING BOARD

### ■ CHAIRMAN

Mr Carlos TAVARES

### ■ OTHERS MEMBERS OF THE MANAGING BOARD

Mr Jean-Baptiste CHASSELOUP de CHATILLON

Mr Maxime PICAT

Mr Jean-Christophe QUÉMARD

## SUPERVISORY BOARD

### ■ CHAIRMAN

Mr Louis GALLOIS

### ■ VICE-PRESIDENT AND SENIOR INDEPENDENT MEMBER

Mr Geoffroy ROUX de BÉZIEUX

### ■ OTHER SUPERVISORY BOARD MEMBERS

Mrs Anne GUÉRIN (permanent representative of BPIfrance Participations, entitled as Vice-Chairman pursuant to the Shareholders' Agreement)

Mrs Marie-Hélène PEUGEOT RONCORONI (permanent representative of ETABLISSEMENTS PEUGEOT FRERES, entitled Vice-Chairman pursuant to the Shareholders' Agreement)

Mr LIU Weidong (permanent representative of Dongfeng Motor (Hong Kong) International Co. Ltd., entitled Vice-Chairman pursuant to the Shareholders' Agreement)

Mrs Catherine BRADLEY

Mrs Pamela KNAPP

Mr Jean-François KONDRATIUK (employee representative member)

Mrs Helle KRISTOFFERSEN

Mr AN Tiecheng

Mr Robert PEUGEOT (permanent representative of FFP)

Mr Henri Philippe REICHSTUL

Mrs Bénédicte JUYAUX (employee shareholder representative member)

Mr Daniel BERNARD (permanent representative of Lion Participations)

### ■ NON-VOTING MEMBERS

Mr LV Haitao

Mr Alexandre OSSOLA

Mr Frédéric BANZET

# PROFILES OF AND INFORMATION ABOUT THE MANAGING BOARD MEMBERS

## CARLOS TAVARES



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

#### Relevant expertise and professional experience:

After graduating from École 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.

## JEAN-BAPTISTE CHASSELOUP DE CHATILLON



### Member of the Managing Board

Chief Financial Officer  
Information Systems Executive Director

#### Relevant expertise and professional experience:

A graduate of Université Paris Dauphine and Lancaster University (United Kingdom), Jean-Baptiste CHASSELOUP de CHATILLON held various management positions within the Group before becoming Group Financial Controller in 2007. He has been a member of the Peugeot S.A. Managing Board since 2012. He is currently Chief Financial Officer of Groupe PSA and Executive Vice-President, Information Systems, with additional responsibility for Replacement Parts & Services.

## MAXIME PICAT



### Member of the managing Board

Executive Vice-President, Europe

#### Relevant expertise and professional experience:

A graduate of École 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 Peugeot S.A. Managing Board.

## JEAN-CHRISTOPHE QUÉMARD



### Member of the managing Board

Executive Vice-President, Africa-Middle East

#### Relevant expertise and professional experience:

Jean-Christophe QUÉMARD is a graduate of École des Mines de Saint-Étienne and École du Pétrole et des Moteurs. He joined PSA in 1986. He held various positions, in particular as Head of the Automobile Platforms and Technologies Department. 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. He has been a member of the Peugeot S.A. Managing Board since 2012. Since 1 September 2014, he has been Executive Vice-President, Africa-Middle East.

## PROFILES OF AND INFORMATION ABOUT THE SUPERVISORY BOARD MEMBERS

### LOUIS GALLOIS



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

**Independent Member**

**Member of the Appointments, Compensation and Governance Committee and of the Strategic Committee**

**Relevant expertise and professional experience:**

A graduate of the HEC business school and École Nationale d'Administration, Louis GALLOIS began his career in the French Treasury Department. He subsequently became Chief of Staff for Jean-Pierre CHEVÈNEMENT 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 CHEVÈNEMENT's staff at the Ministry of Defence. He held the position of Chairman and Chief Executive Officer, first at Snecma (1989-1992) and then at Aerospatiale (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 served as Chief Executive Officer of Airbus from September 2006 to the end of August 2007. From June 2012 to April 2014, he served in the French government as General Commissioner for Investment.

### GEOFFROY ROUX DE BÉZIEUX



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

**Senior Independent Member**

**Independent Member**

**Chairman of the Appointments, Compensation and Governance Committee**

**Member of the Finance and Audit Committee**

**Relevant expertise and professional experience:**

After graduating from the ESSEC business school, Geoffroy ROUX de BEZIEUX held various positions at L'Oréal 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.

### MARIE-HÉLÈNE PEUGEOT RONCORONI



**Permanent representative of Établissements Peugeot Frères**

**Member of the Appointments, Compensation and Governance Committee and of the Asia Business Development Committee**

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

**Relevant expertise and professional experience:**

Marie-Hélène Peugeot RONCORONI graduated from Sciences Po Paris. Marie-Hélène Peugeot RONCORONI, a graduate of Sciences Po Paris, 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 Member of the Board and Chief Operating Officer of Établissements Peugeot Frères, Member of the Board and Vice-President of FFP, and Member of the Board of SAPAR, Assurances Mutuelles de France, ESSO SAF, LISI and Institut Diderot. She is also Member of the Board and Vice-Chairman on the Board of Directors of the PSA Corporate Foundation.

### LIU WEIDONG



**Permanent representative of Dongfeng Motor (Hong Kong) International Co. Ltd**

**Member of the Strategic Committee and of the Appointments, Compensation and Governance Committee**

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

**Relevant expertise and professional experience:**

LIU Weidong graduated from Wuhan University of Technology) with a major in automobile technology. He joined the leaf spring plant of Second Automotive Works (the predecessor of Dongfeng Motor Corporation) in 1988. He went on to hold executive positions in various Dongfeng Group companies. LIU Weidong has been Chief Executive Officer of Dongfeng Peugeot Citroën Automobile Company Limited and Chief Operating Officer of Dongfeng Motor Corporation since 2001. In July 2011, he was named Chief Executive Officer of Dongfeng Passenger Vehicle Company. Mr LIU Weidong is currently Chairman of China Dongfeng Motor Industry Imp. & Exp. Co. Ltd., Dongfeng Xiaokang Automobile Co. Ltd., Dongfeng Off-road Vehicle Co. Ltd., Dongfeng Getrag Transmission Co. Ltd and he has been chief engineer since November 2017.

## ANNE GUÉRIN



**Permanent representative of Bpifrance Participations**  
**Member of the Finance and Audit Committee and of the Appointments, Compensation and Governance Committee**  
**Vice-Chairman of the Supervisory Board of Peugeot S.A.**

**Relevant expertise and professional experience:**

Anne GUÉRIN 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 Ile 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 GUÉRIN is also a member of the Bpifrance Régions Board of Directors, a member of the CGG Board of Directors and a Director of the VoisinMalin non-profit-making association.

## DANIEL BERNARD



**Permanent representative of Lion Participations**  
**Member of the Strategic Committee and of the Asia Business Development Committee**

**Relevant expertise and professional experience:**

A graduate of HEC, Daniel BERNARD was successively the Managing Director of Groupe 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 (U.K.) (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.

## CATHERINE BRADLEY



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

**Relevant expertise and professional experience:**

Catherine BRADLEY graduated from HEC Paris with A 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 has been appointed by the UK Treasury to sit on the Board of the Financial Conduct Authority.

## PAMELA KNAPP



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

**Relevant expertise and professional experience:**

Pamela KNAPP is a graduate of Harvard Business School's Advanced Management Program and holds a Masters in Economics from the University of Berlin. She began her career at Deutsche Bank AG, then worked as an M&A consultant before taking on various management roles at Siemens AG, including 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 GfK SE.

**JEAN-FRANÇOIS KONDRATIUK****Employee representative member**

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

**Relevant expertise and professional experience:**

Since joining the Group in 1970, Jean-François KONDRATIUK has been a Methods Engineer in charge of special projects in the Methods Department at the Poissy production plant. He has served as Employee Representative, Trade Union Representative (Force Ouvrière) at the PCA Poissy plant, Employee Representative on the Health, Safety and Working Conditions Committee and Secretary of the European Works Council. He resigned from these positions when he was appointed as Employee Representative on the Supervisory Board by the European Works Council in June 2014.

**HELLE KRISTOFFERSEN****Independent Member**

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

**Relevant expertise and professional experience:**

Helle KRISTOFFERSEN is a graduate of École Normale Supérieure and École Nationale de la Statistique et de l'Administration Économique (ENSAE). On 1 September 2016, she was named Vice-President, Strategy and Chief Administrative Officer of a business division that covers Total's "low carbon" operations. As the division's Chief Administrative Officer, 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 Total. 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, she served as Vice-President, Corporate Strategy, from 2005 to 2008 and then Senior Vice-President, Vertical Markets, from January 2009 to December 2010. She holds France's highest honour, as a Chevalier de la Légion d'Honneur.

**AN TIECHENG**

**Chairman of the Asia Business Development Committee and member of the Finance and Audit Committee**

**Relevant expertise and professional experience:**

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.

**ROBERT PEUGEOT****Permanent representative of FFP**

**Chairman of the Strategic Committee and member of the Finance and Audit Committee**

**Relevant expertise and professional experience:**

After graduating from École 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.

## HENRI PHILIPPE REICHSTUL

**Independent Member**

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

**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 positions in Brazil before serving as Chairman and Member of the Board of a variety of companies, including Petrobras, of which he was Chairman (1999-2001).

## BÉNÉDICTE JUYAUX

**Representative of employee shareholders member**

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

**Relevant expertise and professional experience:**

Bénédicte JUYAUX is an engineer with a degree in Mechanical Engineering from the Compiègne University of Technology. She joined Groupe PSA in January 2000 to continue her career in Research and Development Quality. Among others, she performed managerial duties in cross-functional entities: methods, audit, PES (PSA Excellence System), and project-management duties as quality manager for the Citroën C3 II and DS 3 (A515) projects. She is currently Vice-President in charge of the Groupe PSA Quality Management System.

## FRÉDÉRIC BANZET



**Non-voting member of the Supervisory Board** (appointed on the recommendation of FFP/EPF)

**Relevant expertise and professional experience:**

Frédéric BANZET holds a law degree and is a graduate of ISTEK 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.

## ALEXANDRE OSSOLA



**Non-voting member of the Supervisory Board** (appointed on the recommendation of BPIfrance)

**Relevant expertise and professional experience:**

Alexandre OSSOLA is a graduate of the ESCP Europe University. 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.

## LV HAITAO



**Non-voting member of the Supervisory Board** (appointed on the recommendation of DMHK)

**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 Motor) in 1992, in the Quality 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.

# PROFILES AND INFORMATION ABOUT THE SUPERVISORY BOARD MEMBERS WHOSE RATIFICATION OF INTERIM-APPOINTMENT OR RENEWAL IS PROPOSED TO THE SHAREHOLDERS' GENERAL MEETING

## ANNE GUÉRIN



French national

Born 16 August 1968

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

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

**Current term expires:**  
2018 (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-Chairman of the Supervisory Board

**Other directorships and positions as of 31 December 2017:**

	Listed company	Group Company
Director of Bpifrance Régions		
Director and Permanent Representative of Bpifrance Participations for CGG		
Director of the VoisinMalin non-profit-making association		
Executive Vice-President in charge of Financing and Network of Bpifrance		

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

- › Risks Director (Bpifrance)
- › International Financing Director (Bpifrance)
- › Regional Director, Ile de France West (Bpifrance)

**Relevant expertise and professional experience:**

Anne GUÉRIN 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 GUÉRIN is also a member of the Bpifrance Régions Board of Directors, a member of the CGG Board of Directors and a Director of the VoisinMalin non-profit-making association.

**Number of Peugeot S.A. securities owned by Anne GUÉRIN as of 31 December 2017: None**

**Number of Peugeot S.A. securities owned by Bpifrance Participations as of 31 December 2017: 1,000 shares**

## AN TIECHENG



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

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

**Current term expires:**  
2018 (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**

<b>Other directorships and positions as of 31 December 2017:</b>	<b>Listed company</b>	<b>Group Company</b>
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. (DPCS)		√
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:**

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 2017: None.**

## DANIEL BERNARD



French national  
Born 18 February 1946  
Business address:  
Provestis,  
14 Rue de Marignan,  
75008 Paris, France

**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 Strategy Committee**  
**Member of the Asia Business Development Committee**

<b>Other directorships and positions as of 31 December 2017:</b>	<b>Listed company</b>	<b>Group Company</b>
Vice-Chairman of the Board of Directors of Cap Gemini S.E.		
Chairman of the Provestis holding company (since 2006)	√	
Senior Advisor to Towerbrook Capital Partners LP (United Kingdom)		
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 Groupe 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 (U.K.) (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.A., 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 2017: None.**

**Number of Peugeot S.A. securities owned by Lion Participations as of 31 December 2017: 110,621,220 shares**

## 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

**Current term expires:**  
2018 (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 Strategy Committee**

<b>Other directorships and positions as of 31 December 2017:</b>	<b>Listed company</b>	<b>Group Company</b>
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 École Centrale de Paris
- › Director of Cercle de l'Industrie

**Relevant expertise and professional experience:**

A graduate of the HEC business school and École Nationale d'Administration, Louis GALLOIS began his career in the French Treasury Department. He subsequently became Chief of Staff for Jean-Pierre CHEVÈNEMENT 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 CHEVÈNEMENT'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 Aerospatiale (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 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 2017: 1,065 shares.**

## MARIE-HÉLÈNE PEUGEOT RONCORONI



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

**First elected to the  
Supervisory Board:**  
2 June 1999

**Current term expires:**  
2018 (4-year term)

**Permanent Representative of Établissement Peugeot Frères 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-Chairman of the Supervisory Board of Peugeot S.A.**

<b>Other directorships and positions as of 31 December 2017:</b>	<b>Listed company</b>	<b>Group Company</b>
Director and Chief Operating Officer of ÉTABLISSEMENT PEUGEOT FRÈRES S.A.		
Director and Vice-Chairman of FFP S.A.	√	
Director and Chief Operating Officer of SAPAR S.A.		
Director of ASSURANCES MUTUELLES DE FRANCE		
Director of ESSO SAF	√	
Director of LISI	√	
Director and Vice-Chairman of the PSA Corporate Foundation		
Director of INSTITUT DIDEROT		
Director of SICAV ARMENE		

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

- › Member of the Supervisory Board and Finance Committee of Peugeot S.A.
- › Permanent Representative of SAPAR on the Board of Directors of IMMEUBLES DE FRANCHE-COMTÉ
- › Permanent Representative of SOCIÉTÉ ASSURANCES MUTUELLES DE FRANCE on the Board of Directors of AZUR - GMF MUTUELLES D'ASSURANCES ASSOCIÉES
- › Member of the Supervisory Board of ONET 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, and Director of SAPAR, Assurances Mutuelles de France, ESSO SAF, LISI and Institut Diderot. She is also Director and Vice-Chairman 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 2017: 1,150 shares.**

**Number of Peugeot S.A. securities owned by EPF as of 31 December 2017: 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 2017: 637 units.**

## ROBERT PEUGEOT



French national

Born 25 April 1950

Business address:

FFP,

66, avenue Charles

de Gaulle,

92200 Neuilly-sur-Seine,

France

**First elected to the Supervisory Board:**  
6 February 2007

**First appointment to represent FFP on the Supervisory Board:**  
29 April 2014

**Current term expires:**  
2018 (4-year term)

**Permanent Representative of FFP on the Supervisory Board of Peugeot S.A.**  
**Chairman of the Strategy Committee**  
**Member of the Finance and Audit Committee**

<b>Other directorships and positions as of 31 December 2017:</b>	<b>Listed company</b>	<b>Group Company</b>
Chairman and Chief Executive Officer of FFP S.A.	√	
Director of Faurecia S.A.	√	√
Member of the Supervisory Board of HERMÈS INTERNATIONAL SCA	√	
Director of ÉTABLISSEMENTS PEUGEOT FRÈRES S.A.*		
Director of SOFINA S.A.S.	√	
Director of DKSH AG	√	
Director of TIKEHAU CAPITAL ADVISORS SAS		
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 FINANCIÈRE GUIRAUD S.A.S.*		
Permanent Representative of MAILLOT I on the Board of Directors of SICAV ARMENE*		

\* Corporate office held at FFP.

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

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

**Relevant expertise and professional experience:**

After graduating from École Centrale de Paris and INSEAD, Robert PEUGEOT held various executive positions within the 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.

**Number of Peugeot S.A. securities owned by Robert PEUGEOT as of 31 December 2017: 1,000 shares.**

**Number of Peugeot S.A. securities owned by FFP as of 31 December 2017: 84,323,161 shares.**

## LIU WEIDONG



Chinese national

Born 13 October 1966

Business address:  
Special No. 1 Dongfeng  
Road, Wuhan Economic  
and Technology  
Development, Zone,  
Wuhan, Hubei Province,  
China

**First elected to the  
Supervisory Board:**  
29 April 2014

**Current term expires:**  
2018 (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 Strategy Committee**

**Member of the Appointments, Compensation and Governance Committee**

**Vice-Chairman of the Supervisory Board**

**Other directorships and positions as of 31 December 2017:**

	Listed company	Group Company
Deputy Managing Director, Member of the Party Permanent Committee and Chief Engineer of DONGFENG MOTOR CORPORATION		
Executive Director of DONGFENG MOTOR GROUP CO. LTD.	√	
Chairman of DONGFENG GETRAG TRANSMISSION CO. LTD.		
Chairman of CHINA DONGFENG MOTOR INDUSTRY IMP. & EXP. CO. LTD.		
Chairman of DONGFENG XIAOKANG AUTO CO. LTD.		
Chairman of DONGFENG OFF-ROAD VEHICLE CO. LTD.		

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

- › Non-Executive Director of DONGFENG MOTOR GROUP CO. LTD.
- › Vice-Chairman of DPCA
- › Director of CHINA AUTO LIGHTWEIGHT TECHNOLOGY INSTITUTE CO. LTD.
- › Chairman of DONGFENG ELECTRIC VEHICLE CO. LTD.
- › Chairman of DONGFENG HONGTAI HOLDINGS GROUP CO. LTD.
- › Vice-Chairman of DONGFENG YUEDA QIYA AUTO CO. LTD.
- › Director of GUO ILIAN CENTRE TEST AUTOMOTIVE POWER BATTERY CO. LTD.
- › Chief Executive Officer of DONGFENG MOTOR GROUP CO. LTD. PASSENGER VEHICLE
- › Chairman of DONGFENG PEUGEOT CITROËN AUTOMOBILES COMPANY LTD. (DPCA)
- › Chairman of DONGFENG PEUGEOT CITROËN AUTOMOBILES SALES COMPANY LTD. (DPCS)
- › Director of DONGFENG MOTOR (HONG KONG) INTERNATIONAL CO. LTD (DMHK)
- › Chairman of XIANGYANG DAAN AUTOMOTIVE TEST CENTER
- › Executive Director and Chief Executive Officer of DONGFENG MOTOR INVESTMENT (SHANGHAI) CO. LTD.

**Relevant expertise and professional experience:**

LIU Weidong graduated from Wuhan University of Technology with a major in automotive technology. He joined the leaf spring plant of Second Automotive Works (the predecessor of Dongfeng Motor Corporation) as an engineer in 1988. He went on to hold executive positions in various Dongfeng Group companies. LIU Weidong has been Chief Executive Officer of Dongfeng Peugeot Citroën Automobile Company Limited and Chief Operating Officer of Dongfeng Motor Corporation since 2001. In July 2011, he was named Chief Executive Officer of Dongfeng Passenger Vehicle Company. LIU Weidong is also currently Chairman of China Dongfeng Motor Industry Imp. & Exp. Co. Ltd., Dongfeng Xiaokang Automobile Co. Ltd., Dongfeng Off-road Vehicle Co. Ltd., Dongfeng GETRAG Transmission Co. Ltd and he have been chief engineer since November 2017.

LIU Weidong was a member of the Supervisory Board in a personal capacity until his appointment as permanent representative of Dongfeng Motor (Hong Kong) International Co. Ltd. (DMHK). When appointed to the latter post, he resigned from his existing position as member of the Board.

**Number of Peugeot S.A. securities owned as of 31 December 2017: 1,000 shares.**

**Number of Peugeot S.A. securities owned by DMHK as of 31 December 2017 : 110,622,220 units.**

# AGENDA

## A. ORDINARY RESOLUTIONS

1. Approval of the parent company financial statements for the year ended 31 December 2017;
2. Approval of the consolidated financial statements for the year ended 31 December 2017;
3. Appropriation of 2017 net profit;
4. Ratification of the interim appointment and re-election of a member of the Supervisory Board (Bpifrance Participations, represented by Anne GUÉRIN);
5. Ratification of the interim appointment and re-election of a member of the Supervisory Board (AN Tiecheng);
6. Ratification of the interim appointment of a member of the Supervisory Board (Lion Participations, represented by Daniel BERNARD);
7. Re-election of a member of the Supervisory Board (Louis GALLOIS);
8. Re-election of a member of the Supervisory Board (Établissement Peugeot Frères, represented by Marie-Hélène PEUGEOT RONCORONI);
9. Re-election of a member of the Supervisory Board (FFP, represented by Robert PEUGEOT);
10. Re-election of a member of the Supervisory Board (Dongfeng Motor (Hong Kong) International Co. Ltd, represented by LIU Weidong);
11. Amendment to the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable, in respect of financial year 2017, to Carlos TAVARES, Chairman of the Managing Board;
12. Amendment to the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable, in respect of financial year 2017, to Jean-Baptiste CHASSELOUP de CHATILLON, member of the Managing Board;
13. Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable, in respect of financial year 2018, to Carlos TAVARES, Chairman of the Managing Board;
14. Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable, in respect of financial year 2018, to Jean-Baptiste CHASSELOUP de CHATILLON, Maxime PICAT and Jean-Christophe QUEMARD, members of the Managing Board;
15. Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable, in respect of financial year 2018, to the members of the Supervisory Board and to Louis GALLOIS the Chairman of the Supervisory Board;
16. Approval of the compensation and benefits due or awarded, in respect of financial year 2017, to Carlos TAVARES, Chairman of the Managing Board;
17. Approval of the compensation and benefits due or awarded in respect of financial year 2017, to Jean-Baptiste CHASSELOUP de CHATILLON, member of the Managing Board;
18. Approval of the compensation and benefits due or awarded, in respect of financial year 2017, to Maxime PICAT, member of the Managing Board;
19. Approval of the compensation and benefits due or awarded, in respect of financial year 2017, to Jean-Christophe QUEMARD, member of the Managing Board;
20. Approval of the compensation and benefits due or awarded, in respect of financial year 2017, to Louis GALLOIS, Chairman of the Supervisory Board;
21. Authorisation for the Managing Board to buy back up to 10% of the Company's shares.

## B. EXTRAORDINARY RESOLUTIONS

22. Authorisation for the Managing Board to set up a performance share plan for a period of 26 months, without preferential subscription rights, for employees and corporate officers of the Company or related companies;
23. Delegation of authority to the Managing Board for a period of 18 months to issue equity warrants on the company's shares and allocate the warrants to shareholders while a takeover bid for the Company is in progress;
24. Delegation of authority to the Managing Board for a period of 26 months, to carry out one or several employee share issues without preferential subscription rights;
25. Powers to carry out legal formalities.

# REPORT OF THE MANAGING BOARD ON THE RESOLUTIONS PRESENTED AT THE COMBINED SHAREHOLDERS' MEETING ON 24 APRIL 2018

Ladies and Gentlemen, Fellow Shareholders,

We invite you to attend this Combined Shareholders' Meeting in order to vote on the proposed resolutions, whose purposes are presented below.

We remind you that the proxy information to be provided in the Annual Financial Report and the Managing Board's Report is included in the 2017 Registration Document to be filed with the Autorité des Marchés Financiers (AMF), which will be made available to shareholders in accordance with legal and regulatory requirements, including as a download on the Groupe PSA's website ([www.groupe-psa.com](http://www.groupe-psa.com)). To find specific information, please refer to the cross-reference tables included in the 2017 Registration Document.

## ORDINARY RESOLUTIONS

### I. Approval of the 2017 financial statements and appropriation of profit

*(First, second and third resolutions)*

Shareholders will be invited to approve the company financial statements (**first resolution**) and the consolidated financial statements (**second resolution**) of Peugeot S.A. ("the Company") for the year ended 31 December 2017, as presented.

The company financial statements for the year ended 31 December 2017 show a net profit of €416,256,396.01, compared with a net profit of €1,611,204,755 for the year ended 31 December 2016.

The consolidated financial statements show attributable net profit of €1,929 million, versus €1,730 million for the year ended 31 December 2016. Basic earnings per share were positive at €2.18 per share, compared to basic earnings per share of €2.16 for the year ended 31 December 2016.

Detailed information on the annual financial statements for 2017, as well as the Group's business performance for 2017, is provided in the 2017 Registration Document, filed with the AMF on 28 March 2018 and available to you, in accordance with applicable laws and regulations, on the Groupe PSA website ([www.groupe-psa.com](http://www.groupe-psa.com)).

The **third resolution** concerns the appropriation of the Company's net profit for the year.

The Managing Board reminds the Shareholders' General Meeting that the distributable profit is comprised of the net profit for the year, after deduction of the allocation to the legal reserve of 4,490,331.80, plus retained earnings from the previous financial year of €7,394,472,690.96 representing a total of €7,806,238,755.17.

Given the Group's results for 2017, shareholders are invited to approve the payment of a dividend of €0.53 per existing share held at 31 December 2017, which corresponds to a distribution rate of 25% of basic earnings.

The Managing Board thus proposes that the Shareholders' General Meeting assign the distributable profit as follows:

- to the payment of dividend: €473,561,613.34;
- to «Retained earnings»: €7,332,677,141.83.

Dividends on shares held in treasury shares on the dividend payment date will be credited to "Retained earnings".

For shareholders who qualify, the dividend of €0.53 per share is eligible in full for the flat-rate withholding tax of 30% (social security contributions of 17.2% and a fixed rate of income tax of 12.8%, referred to in Article 117 quater of the French General Tax Code) or, at the option of the beneficiary, for progressive income tax scale with the 40% tax rebate referred to in Article 158-3 2 of the French General Tax Code.

If the dividend is approved, the ex-dividend date will be 2 May 2018, the payment date (in cash) will be 4 May 2018 and the record date will be 3 May 2018 (at the close of business).

Note that in respect of financial year 2016, a dividend of €0.48 per share was paid and no dividends were paid in respect of financial years 2015 and 2014.

## II. Election (and re-election) of Supervisory Board members

*(Fourth, fifth, sixth, seventh, eighth, ninth and tenth resolutions)*

### RATIFICATION OF THE INTERIM APPOINTMENTS DECIDED BY THE SUPERVISORY BOARD AND RE-ELECTION OF MEMBERS

#### **(Fourth, fifth and sixth resolutions)**

The purpose of the **fourth, fifth and sixth resolutions** is to submit for shareholder approval, in accordance with Articles L. 225-78 of the French Commercial Code, the ratification of the interim appointment of three new members to the Supervisory Board on 25 July 2017, decided by the Supervisory Board, i.e., Bpifrance Participations to replace Jack AZOULAY, AN Tiecheng to replace LIU Weidong and Lion Participations to replace Florence VERZELEN.

It is specified that Bpifrance Participations and Lion Participations will be represented respectively by Anne GUERIN and Daniel BERNARD, who were appointed by these companies to act as their permanent representatives.

For information, Anne GUERIN, permanent representative of Bpifrance Participations, contributes to the Board her experience in finance and risk management. She was appointed a member of the Finance and Audit Committee and the Appointments, Compensation and Governance Committee; AN Tiecheng contributes to the Board his knowledge of the Chinese market and his expertise in the industrial sector and new business models. He was appointed Chairman of the Asia Business Development Committee and a member of the Finance and Audit Committee; Daniel BERNARD, representative of Lion Participations, contributes to the Board his international experience, particularly in corporate governance. He was appointed a member of the Strategic Committee and the Asia Business Development Committee of the Supervisory Board.

For more information, please refer to Section 3.1 of the 2017 Registration Document and the notice of this Shareholders General Meeting of 24 April 2018.

As the terms of office of Bpifrance Participations and AN Tiecheng, appointed for the remainder of the term of office of the members being replaced, is due to expire at the close of this Shareholders' General Meeting, shareholders are being asked, in the fourth and fifth resolutions, to renew these terms of office for a term of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

### RE-ELECTION OF SUPERVISORY BOARD MEMBERS

#### **(Seventh, eighth, ninth and tenth resolutions)**

In addition to ratification of the interim appointments put forward above, the Shareholders' General Meeting is being asked, in the **seventh, eighth, ninth and tenth resolutions**, to re-elect Louis GALLOIS, and Établissement Peugeot Frères, FFP and Dongfeng Motor (Hong Kong) International Co. Ltd to the Supervisory Board.

In accordance with the Company by-laws, they would be re-elected for a four-year term expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

Louis GALLOIS has been Chairman of the Supervisory Board since 2014. He is a member of the Strategic Committee and the Appointments, Compensation and Governance Committee. He contributes to the Board his knowledge of the manufacturing sector and his expertise in human resources and governance. The Supervisory Board, based on the opinion issued by the Appointments, Compensation and Governance Committee, considers that Louis GALLOIS is an independent member within the meaning of the AFEP-MEDEF Code.

It is specified that Établissement Peugeot Frères, FFP and Dongfeng Motor (Hong Kong) International Co. Ltd will be represented respectively by Marie-Hélène PEUGEOT RONCORONI, Robert PEUGEOT and LIU Weidong, who were appointed by these companies to act as their permanent representatives.

Marie-Hélène PEUGEOT RONCORONI, permanent representative of Établissement Peugeot Frères, is a member of the Appointments, Compensation and Governance Committee and the Asia Business Development Committee. She contributes to the Board her expertise in the areas of finance, risk management, CSR and governance.

Robert PEUGEOT, permanent representative of FFP, is Chairman of the Strategic Committee and a member of the Finance and Audit Committee. He contributes to the Board his knowledge of the manufacturing sector and his expertise in finance, risk management and governance.

LIU Weidong, permanent representative of Dongfeng Motor (Hong Kong) International Co. Ltd, is a member of the Strategic Committee and the Appointments, Compensation and Governance Committee. He contributes to the Board his knowledge of the manufacturing sector and his expertise in new business models and governance.

For more information on directors whose re-election is proposed at today's meeting, please refer to Section 3.1 of the 2017 Registration Document.

### III. Compensation of corporate officers

*(Eleventh to twentieth resolutions)*

#### Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits of the members of the Managing Board and Supervisory Board

##### **(Eleventh, twelfth, thirteenth, fourteenth and fifteenth resolutions)**

Pursuant to Article L. 225-82-2, paragraph 3, of the French Commercial Code, following the introduction of Law n° 2016-1691 of 9 December 2016, known as the "Sapin II" law, you are asked to amend the criteria and principles for determining, allocating and awarding components of the total compensation and benefits attributable to the Chairman of the Managing Board, Carlos TAVARES (**eleventh resolution**), and attributable to Jean-Baptiste CHASSELOUP de CHATILLON, member of the Managing Board, (**twelfth resolution**), due to the nature of their positions, so as to allow for the exceptional compensation principle in the compensation policy applicable to them in respect of financial year 2017, as approved by the Shareholders' General Meeting of 10 May 2017 (**sixteenth and seventeenth resolutions**).

The introduction of this principle would allow the awarding of exceptional compensation to Carlos TAVARES and Jean-Baptiste CHASSELOUP de CHATILLON, in consideration for their input and contribution to the work carried out as part of the development of the Open Vauxhall recovery plan "PACE!" which resonates with the targets set at the time of completion of the acquisition of Opel Vauxhall, and which was prepared within 100 days of the completion of this major transaction.

In fact, the development of the "PACE!" recovery plan was an ambitious and challenging project for Messrs Carlos TAVARES and Jean-Baptiste CHASSELOUP de CHATILLON who played a key role in leading a team of Group employees, drawing on their experience and personal commitment.

Given that, at the time of the setting by the Supervisory Board of the principles and criteria of the compensation of Executive Directors of the Managing Board applicable for 2017, this exceptional event was unforeseeable, it could not have been included in the components submitted for the approval of the Shareholders' General Meeting of 10 May 2017.

In light of the above, the Supervisory Board recognised that it would be right to propose an adjustment to the compensation policy approved by the Shareholders' General Meeting for 2017, so as to allow, from 2017, for the possibility of awarding exceptional compensation to Messrs Carlos TAVARES and Jean-Baptiste CHASSELOUP de CHATILLON, it being understood that any decision to award exceptional compensation shall be conditional upon the achievement of ambitious and exceptional performance criteria.

With regard to the exceptional compensation linked to the "PACE!" recovery plan, the Board has decided to approve the exceptional compensation principle made up of four parts, one for each of the financial years between 2017 and 2020, the definitive awarding of which shall be contingent upon the development and implementation of an ambitious plan, for the first part, and the achievement of quantitative targets set out in the "PACE!" recovery plan for each of the three following financial years.

The **thirteenth and fourteenth resolutions**, in accordance with the provisions of Article L. 225-82-2 of the French Commercial Code, following the introduction of Law no. 2016-1691 of 9 December 2016 (the "Sapin II" law), you are asked to approve, in respect of financial year 2018, the criteria and principles for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits attributable to the Chairman of the Managing Board (**thirteenth resolution**) and to the other members of the Managing Board (**fourteenth resolution**).

These criteria and principles applicable in respect of this financial year have not been changed, except for the introduction of the principle of awarding an exceptional component for Carlos TAVARES and Jean-Baptiste CHASSELOUP de CHATILLON (in accordance with the decisions made by the Supervisory Board, as stated above) except for the updating of the performance targets governing the award of variable compensation for the Executive Directors of the Managing Board.

These criteria and principles are presented in detailed in the Report of the Supervisory Board on Corporate Governance (see Section 3.2, of the 2017 Registration Document).

In addition, in the **fifteenth resolution**, you are asked to approve the criteria and principles for determining, allocating and awarding components of the total compensation and benefits attributable to the Chairman of the Supervisory Board and the total amount of attendance fees payable to members of the Supervisory Board, as they are presented in the Report of the Supervisory Board on Corporate Governance which appears in Section 3.2 of the 2017 Registration Document.

It is specified that the above total annual sum of attendance fees, as well as the method of allocation of these fees between the members of the Board, has not been changed since 2016 and that in accordance with the recommendation of the AFEP-MEDEF Code (§ 20.1), this method of allocation of attendance fees assigns a substantial portion to the variable component which reflects attendance at Board and committee meetings, as well as the responsibilities associated with chairing committees.

#### Approval of the compensation and benefits due or awarded, in respect of financial year 2017, to Executive Directors of the Managing Board and to the Chairman of the Supervisory Board.

##### **(Sixteenth, seventeenth, eighteenth, nineteenth and twentieth resolutions)**

In accordance with Article L. 225-100 of the French Commercial Code and the recommendations of the AFEP-MEDEF Code (§ 26), shareholders are being asked to approve the compensation and benefits due or awarded for 2017 to Mr TAVARES, Chairman of the Managing Board (**sixteenth resolution**), Mr CHASSELOUP de CHATILLON (**seventeenth resolution**), Mr PICAT (**eighteenth resolution**), and Mr QUEMARD (nineteenth resolution), members of the Managing Board, and Mr GALLOIS, Chairman of the Supervisory Board (**twentieth resolution**).

In accordance with Article L. 225-100 of the French Commercial Code, the payment of variable and special components of the compensation and benefits of each member of the Managing Board requires the approval of these resolutions by the shareholders.

Details of the compensation and benefits due or awarded for 2017 to each member of the Managing Board and to the Chairman of the Supervisory Board as decided by the Supervisory Board on 28 February 2018 are set out below. The Report of the Supervisory Board on Corporate Governance, prepared by the Supervisory Board, provides comprehensive information about the compensation and benefits of each Executive Director of the Managing Board (Section 3.2 of the 2017 Registration Document).

For information, Louis GALLOIS has waived the compensation due to him for 2017. The corresponding amounts as indicated below will therefore not be paid to him.

COMPONENTS OF THE 2017 COMPENSATION AND BENEFITS DUE OR AWARDED TO **CARLOS TAVARES**, CHAIRMAN OF THE MANAGING BOARD (**SIXTEENTH RESOLUTION**)

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Fixed compensation	€1,300,000	Gross salary set by the Supervisory Board on 22 February 2017, based on the recommendation of the Appointments, Compensation and Governance Committee.
Variable compensation	€2,403,954	<p>Gross bonus set by the Supervisory Board on 28 February 2018 based on the recommendation of the Appointments, Compensation and Governance Committee.</p> <p>On 28 February 2018, the Supervisory Board reviewed the degree to which the targets that had been set at its meeting of 22 February 2017 had been achieved and established that:</p> <ul style="list-style-type: none"> <li>› the double trigger threshold for the payment of the variable component had been achieved (positive <i>recurring operating income</i> for the Automotive Division and positive Group operating free cash flow for 2017).</li> <li>› the overachievement of the financial targets set for all members of the Managing Board brought the rate of achievement to 110,97% for Carlos TAVARES (with growth in Automotive Division operating margin and revenue accounting for 32% of the maximum individual variable compensation, and vehicle and service quality accounting for 8%).</li> <li>› the 100% achievement of Carlos TAVARES' individual targets (Group recurring operating income (+100% BPF +50% China JV) accounting for 10% and workplace safety accounting for 10% of the maximum individual variable compensation).</li> </ul> <p>As a result, the Supervisory Board considered that Carlos TAVARES had achieved 108,78% of his 2017 targets and therefore awarded him variable compensation of €2,403,954, i.e. 184.92% of his fixed compensation, versus a target of 200%.</p> <p>For more details, see Section 3.2 of the 2017 Registration Document</p>
Deferred compensation	N/A	No deferred compensation plan.
Long-term incentive bonus	N/A	No long-term incentive bonus plan.
Stock options or other forms of long-term compensation (other than performance shares)	Stock options = N/A	No stock option plan.
Exceptional compensation	€1,000,000	<p>Exceptional compensation awarded by the Supervisory Board on 24 October 2017, based on the recommendation of the Appointments, Compensation and Governance Committee.</p> <p>This exceptional compensation relates to the development and implementation of the "PACE!" recovery plan for Opel Vauxhall, following the acquisition of the latter, designed to boost the economic recovery of Opel Vauxhall. For more details, see Section 3.2 of the 2017 Registration Document.</p>
Performance shares	Shares = 130,000 valued at €1,999,400* (fair value estimated based on the IFRS applied for the preparation of the consolidated financial statements)	<p>At its meeting on 22 February 2017, the Supervisory Board granted 130,000 shares to Carlos TAVARES. 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 (2017-2019). For more details, see Section 3.2 of the 2017 Registration Document.</p> <p>The vesting of shares relating to the Group revenue growth criteria between 2017 and 2019 is subject to the pre-condition of the achievement of the profitability criteria trigger threshold. As such, if the trigger threshold set for the Recurring Operating Margin criteria is not met, no performance shares in fraction 1 (50% of shares for each vesting period) or fraction 2 will vest. Members of the Managing Board also have certain obligations with regard to the vesting of shares.</p> <p>Further details are provided in the Section 3.2 of the 2017 Registration Document.</p>

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Attendance fees	N/A	The members of the Managing Board are not paid any attendance fees.
	€2,796 (accounting value)	Company car
Fringe benefits	€1,184 (employer contributions)	Health insurance
Signing bonus	N/A	Carlos TAVARES was not paid any signing bonus.
Termination benefit	N/A	Carlos TAVARES is not entitled to any termination benefit.
Non-compete indemnity	N/A	Carlos TAVARES is not eligible for any non-compete indemnity.

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

**Components submitted for shareholder approval at the Shareholders' General Meeting under the related-party commitments procedure**

	Presentation
Supplementary pension plan - Company contribution	<p>A system of annual supplementary pension plan contributions came into effect on 1 January 2016. 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 annual payment is equivalent to 25% of the amount represented by the plan participant'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 (details of how annual bonus objectives are determined are provided in Section 3.2 of the 2017 Registration Document. The combined value of the annual top-up contributions may not exceed an amount equal to 8 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). The plan is a defined contribution pension plan. The top-up contribution paid on behalf of Carlos TAVARES for 2017 amounted to €925,988. The top-up contribution paid for 2016 was €829,155.</p> <p>The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related-party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.</p>
Vested benefits under the previous defined benefit plan	<p>To compensate for the loss of potential benefits accumulated under the terminated defined benefit plan, which are an integral part of their ties with the Company, plan participants were awarded a payment corresponding to the value attributed to the potential benefits less a deduction for age, seniority in the Group and length of participation in the plan. The payments are being spread over three years, representing €470,000 per year for Carlos TAVARES. This amount is subject to payroll taxes and income tax, and the net payment will be around 50% of the amount shown. Each annual payment is conditional on Mr TAVARES continuing to be employed by the Group at the end of the year concerned. The second payment was made in 2017.</p> <p>The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related-party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.</p>

COMPONENTS OF THE 2017 COMPENSATION AND BENEFITS DUE OR AWARDED TO **JEAN-BAPTISTE CHASSELOUP DE CHATILLON**, MEMBER OF THE MANAGING BOARD (**SEVENTHEENTH RESOLUTION**)

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Fixed compensation	€618,000	Gross salary set by the Supervisory Board on 22 February 2017, based on the recommendation of the Appointments, Compensation and Governance Committee.
Variable compensation	€763,740	<p>Gross bonus set by the Supervisory Board on 28 February 2018 based on the recommendation of the Appointments, Compensation and Governance Committee.</p> <p>The Board, at its meeting of 28 February 2018, reviewed the degree to which the targets that had been set at the meeting on 22 February 2017 had been achieved and established that:</p> <ul style="list-style-type: none"> <li>› the double trigger threshold for the payment of the variable component (positive <i>recurring operating income</i> for the Automotive Division and positive Group operating free cash flow for 2017);</li> <li>› the overachievement of the financial targets set for all members of the Managing Board brought the rate of achievement to 110.97% for Mr CHASSELOUP de CHATILLON (with growth in Automotive Division operating margin and revenue accounting for 32% of the maximum individual variable compensation, and vehicle and service quality accounting for 8%);</li> <li>› the 50.43% achievement of Mr CHASSELOUP de CHATILLON's individual targets (profits on parts and services accounting for 10% of the maximum individual variable compensation and recurring operating income from used vehicles accounting for 10%).</li> </ul> <p>As a result, the Supervisory Board considered that Jean-Baptiste CHASSELOUP de CHATILLON had achieved 98.87% of his 2017 targets and therefore awarded him variable compensation of €763,740, i.e. 123.47% of his fixed compensation, versus a target of 147%. Further details are provided in the Section 3.2 of the 2017 Registration Document.</p>
Deferred compensation	N/A	No deferred compensation plan.
Long-term incentive bonus	N/A	No long-term incentive bonus plan.
Stock options or other forms of long-term compensation (other than performance shares)	Stock options = N/A	No stock option plan.
Exceptional compensation	€500,000	<p>Exceptional compensation awarded by the Supervisory Board on 24 October 2017, based on a recommendation from the Appointments, Compensation and Governance Committee.</p> <p>This exceptional compensation relates to the development and implementation of the "PACE!" recovery plan for Opel Vauxhall, following the acquisition of the latter, designed to boost the economic recovery of Opel Vauxhall.</p>
Performance shares	Shares = 60,000 valued at €922,800* (fair value estimated based on the IFRS applied for the preparation of the consolidated financial statements)	<p>At its meeting on 22 February 2017, the Supervisory Board granted 60,000 performance shares to Jean-Baptiste CHASSELOUP de CHATILLON. 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 (2017-2019). For more details, see Section 3.2 of the 2017 Registration Document.</p> <p>The vesting of shares relating to the Group revenue growth criteria between 2017 and 2019 is subject to the pre-condition of the achievement of the profitability criteria trigger threshold. As such, if the trigger threshold set for the Recurring Operating Margin criteria is not met, no performance shares in fraction 1 (50% of shares for each vesting period) or fraction 2 will vest. Members of the Managing Board also have certain obligations with regard to the vesting of shares.</p> <p>Further details are provided in Section 3.2 of the 2017 Registration Document.</p>

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Attendance fees	N/A	The members of the Managing Board are not paid any attendance fees.
	€2,796 (accounting value)	Company car
Fringe benefits	€1,184 (employer contributions)	Health insurance
Signing bonus	N/A	Jean-Baptiste CHASSELOUP de CHATILLON was not paid any signing bonus.
Termination benefit	N/A	Jean-Baptiste CHASSELOUP de CHATILLON is not entitled to any termination benefit.
Non-compete indemnity	N/A	Jean-Baptiste CHASSELOUP de CHATILLON is not eligible for any non-compete indemnity.

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

**Components submitted for shareholder approval at the Shareholders' General Meeting under the related-party commitments procedure**

	Presentation
Supplementary pension plan - Company contribution	<p>A system of annual supplementary pension plan contributions came into effect on 1 January 2016. 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 annual payment is equivalent to 25% of the amount represented by the plan participant'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 (details of how annual bonus objectives are determined are provided in Section 3.2 of the 2017 Registration Document). The combined value of the annual top-up contributions may not exceed an amount equal to 8 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). The plan is a defined contribution pension plan. The top-up contribution paid on behalf of Mr CHASSELOUP de CHATILLON for 2017 amounted to €345,435. The top-up contribution paid for 2016 was €329,059.</p> <p>The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.</p>
Vested benefits under the previous defined benefit plan - Not applicable	<p>To compensate for the loss of potential benefits accumulated under the terminated defined benefit plan, which are an integral part of their ties with the Company, plan participants were awarded a payment corresponding to the value attributed to the potential benefits less a deduction for age, seniority in the Group and length of participation in the plan. The payments are being spread over three years, representing €332,000 per year for Jean-Baptiste CHASSELOUP de CHATILLON. This amount is subject to payroll taxes and income tax, and the net payment will be around 50% of the amount shown. Each annual payment is conditional on Mr CHASSELOUP de CHATILLON continuing to be employed by the Group at the end of the year concerned. The second payment was made in 2017.</p> <p>The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related-party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.</p>

COMPONENTS OF THE 2017 COMPENSATION AND BENEFITS DUE OR AWARDED TO **MAXIME PICAT**, MEMBER OF THE MANAGING BOARD (**EIGHTEENTH RESOLUTION**)

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Fixed compensation	€618,000	Gross salary set by the Supervisory Board on 22 February 2017, based on the recommendation of the Appointments, Compensation and Governance Committee.
Variable compensation	€782,388	<p>Gross bonus set by the Supervisory Board on 28 February 2018 based on the recommendation of the Appointments, Compensation and Governance Committee.</p> <p>The Board reviewed the degree to which the targets that had been set at its meeting on 22 February 2017 had been achieved and established that:</p> <ul style="list-style-type: none"> <li>› the double trigger threshold for the payment of the variable component (positive <i>recurring operating income</i> for the Automotive Division and positive Group operating free cash flow for 2017);</li> <li>› the overachievement of the financial targets set for all members of the Managing Board brought the rate of achievement to 110.97% for Mr PICAT (with growth in Automotive Division operating margin and revenue accounting for 32% of the maximum individual variable compensation, and vehicle and service quality accounting for 8%);</li> <li>› the 62.50% achievement of Mr PICAT's individual targets (Europe region recurring operating income accounting for 10% of the maximum individual variable compensation, and European registrations market share accounting for 10%).</li> </ul> <p>As a result, the Supervisory Board considered that Maxime PICAT had achieved 101.28% of his 2017 targets and therefore awarded him variable compensation of €782,388, i.e. 126.60% of his fixed compensation, versus a target of 147%.</p> <p>For more details, see Section 3.2 of the 2017 Registration Document.</p>
Deferred compensation	N/A	No deferred compensation plan.
Long-term incentive bonus	N/A	No long-term incentive bonus plan.
Stock options, performance shares or other forms of long-term compensation	Stock options = N/A	No stock option plan.
Exceptional compensation	N/A	No exceptional compensation was paid to Mr. PICAT for 2017.
Performance shares	Shares = 60,000 valued at €922,800* (fair value estimated based on the IFRS applied for the preparation of the consolidated financial statements)	<p>At its meeting on 22 February 2017, the Supervisory Board granted 60,000 performance shares to Maxime PICAT. 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 (2017-2019). For more details, see Section 3.2 of the 2017 Registration Document.</p> <p>The vesting of shares relating to the Group revenue growth criteria between 2017 and 2019 is subject to the pre-condition of the achievement of the profitability criteria trigger threshold. As such, if the trigger threshold set for the Recurring Operating Margin criteria is not met, no performance shares in fraction 1 (50% of shares for each vesting period) or fraction 2 will vest.</p> <p>Members of the Managing Board also have certain obligations with regard to the vesting of shares.</p> <p>Further details are provided in Section 3.2 of the 2017 Registration Document.</p>
Attendance fees	N/A	The members of the Managing Board are not paid any attendance fees.
	€2,796 (accounting value)	Company car
Fringe benefits	€626 (employer contributions)	Health insurance
Signing bonus	N/A	Maxime PICAT at was not paid any signing bonus.
Termination benefit	N/A	Maxime PICAT is not entitled to any termination benefit.
Non-compete indemnity	N/A	Maxime PICAT is not eligible for any non-compete indemnity.

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

**Components submitted for shareholder approval at the Shareholders' General Meeting under the related-party commitments procedure**

**Presentation**

Supplementary pension plan - Company contribution

A system of annual supplementary pension plan contributions came into effect on 1 January 2016. 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 annual payment is equivalent to 25% of the amount represented by the plan participant'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 details of how annual bonus objectives are determined are provided in Section 3.2 of the 2017 Registration Document. The combined value of the annual top-up contributions may not exceed an amount equal to 8 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). The plan is a defined contribution pension plan. The top-up contribution paid on behalf of Mr PICAT for 2017 amounted to €350,097. The top-up contribution paid for 2016 was €107,872.

The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.

Vested benefits under the previous defined benefit plan

To compensate for the loss of potential benefits accumulated under the terminated defined benefit plan, which are an integral part of their ties with the Company, plan participants were awarded a payment corresponding to the value attributed to the potential benefits less a deduction for age, seniority in the Group and length of participation in the plan. The payments are being spread over three years, representing €38,743 per year for Maxime PICAT. This amount is subject to payroll taxes and income tax, and the net payment will be around 50% of the amount shown. Each annual payment is conditional on Mr PICAT continuing to be employed by the Group at the end of the year concerned. The second payment was made in 2017.

The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related-party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.

COMPONENTS OF THE 2017 COMPENSATION AND BENEFITS DUE OR AWARDED TO  
**JEAN-CHRISTOPHE QUÉMARD**, MEMBER OF THE MANAGING BOARD (**NINETEENTH RESOLUTION**)

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Fixed compensation	€618,000	Gross salary set by the Supervisory Board on 22 February 2017, based on the recommendation of the Appointments, Compensation and Governance Committee.
Expatriation allowance Period from 01/10/2017 to 31/12/2017	€23 175	Mr QUEMARD has been based in Morocco since the second half of 2017. He received a distance allowance corresponding to 15% of his base salary on an annualised basis, in accordance with Groupe PSA's international mobility policy.
Variable compensation	€840,325	<p>Gross bonus set by the Supervisory Board on 28 February 2018 based on the recommendation of the Appointments, Compensation and Governance Committee.</p> <p>The Board reviewed the degree to which the targets that had been set at its meeting on 22 February 2017 had been achieved and established that:</p> <ul style="list-style-type: none"> <li>› the double trigger threshold for the payment of the variable component (positive recurring operating income for the Automotive Division and positive Group operating free cash flow for 2017);</li> <li>› the overachievement of the financial targets set for all members of the Managing Board brought the rate of achievement to 110.97% for Mr QUEMARD (with growth in Automotive Division operating margin and revenue accounting for 32% of the maximum individual variable compensation, and vehicle and service quality accounting for 8%);</li> <li>› the 100% achievement of Mr QUEMARD's individual targets, which concerned the Africa-Middle East region (DMOA) recurring operating income and DMOA worldwide unit sales for 10% of the maximum bonus each.</li> </ul> <p>As a result, the Supervisory Board considered that Mr QUEMARD had achieved 108.78% of his 2017 targets and therefore awarded him variable compensation of €840,325, i.e. 135.98% of his fixed compensation, versus a target of 147%. For more details, see Section 3.2 of the 2017 Registration Document.</p>
Deferred compensation	N/A	No deferred compensation plan.
Long-term incentive bonus	N/A	No long-term incentive bonus plan.
Stock options or other forms of long-term compensation (other than performance shares)	Stock options = N/A	No stock option plan.
Exceptional compensation	N/A	No exceptional compensation was paid to Mr QUEMARD for 2017.
Performance shares	Shares = 60,000 valued at €922,800* (fair value estimated based on the IFRS applied for the preparation of the consolidated financial statements)	<p>At its meeting on 22 February 2017, the Supervisory Board granted 60,000 shares to Jean-Christophe QUEMARD. 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 (2017-2019). For more details, see Section 3.2 of the 2017 Registration Document.</p> <p>The vesting of shares relating to the Group revenue growth criteria between 2017 and 2019 is subject to the pre-condition of the achievement of the profitability criteria trigger threshold. As such, if the trigger threshold set for the Recurring Operating Margin criteria is not met, no performance shares in fraction 1 (50% of shares for each vesting period) or fraction 2 will vest. Members of the Managing Board also have certain obligations with regard to the vesting of shares.</p> <p>Further details are provided in the 2017 Registration Document.</p>
Attendance fees	N/A	The members of the Managing Board are not paid any attendance fees.
Fringe benefits	€2,796 (accounting value)	Company car
	€888 (employer contributions)	Health insurance
Signing bonus	N/A	Jean-Christophe QUEMARD was not paid any signing bonus.
Termination benefit	N/A	Jean-Christophe QUEMARD is not entitled to any termination benefit.
Non-compete indemnity	N/A	Jean-Christophe QUEMARD is not eligible for any non-compete indemnity.

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

**Components submitted for shareholder approval at the Shareholders' General Meeting under the related-party commitments procedure**

**Presentation**

Supplementary pension plan - Company contribution

A system of annual supplementary pension plan contributions came into effect on 1 January 2016. 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 annual payment is equivalent to 25% of the amount represented by the plan participant'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 details of how annual bonus objectives are determined are provided in Section 3.2 of the 2017 Registration Document. The combined value of the annual top-up contributions 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). The plan is a defined contribution pension plan. The top-up contribution paid on behalf of Mr QUEMARD for 2017 amounted to €364,581. The top-up contribution paid for 2016 was €334,158.

The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related-party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.

Vested benefits under the previous defined benefit plan

To compensate for the loss of potential benefits accumulated under the terminated defined benefit plan, which are an integral part of their ties with the Company, plan participants were awarded a payment corresponding to the value attributed to the potential benefits less a deduction for age, seniority in the Group and length of participation in the plan. The payments are being spread over three years, representing €510,000 per year for Mr QUEMARD. This amount is subject to payroll taxes and income tax, and the net payment will be around 50% of the amount shown. Each annual payment is conditional on Mr QUEMARD continuing to be employed by the Group at the end of the year concerned. The first payment was made in 2017.

The new pension arrangements were approved by shareholders at the Shareholders' General Meeting of 27 April 2016 (fourth resolution) under the related party commitments procedure and again at the Shareholders' General Meeting of 10 May 2017 (fourth resolution) following the renewal of the terms of office of members of the Managing Board. For more details, see Section 3.2 of the 2017 Registration Document.

COMPONENTS OF THE 2017 COMPENSATION AND BENEFITS DUE OR AWARDED TO **LOUIS GALLOIS**,  
 CHAIRMAN OF THE SUPERVISORY BOARD (**TWENTIETH RESOLUTION**)

Type of compensation/ Related benefits	Amounts or accounting value submitted for approval	Presentation
Fixed compensation	€300,000	Gross salary set by the Supervisory Board on 22 February 2017, based on the recommendation of the Appointments, Compensation and Governance Committee. This compensation has not changed since the decision of the Supervisory Board of 29/04/2014. Louis GALLOIS, Chairman of the Supervisory Board, has waived the compensation due to him for 2017.
Variable compensation	N/A	
Deferred compensation	N/A	No deferred compensation plan.
Long-term incentive bonus	N/A	No long-term incentive bonus plan.
Stock options or other forms of long-term compensation (other than performance shares)	Stock options = N/A	No stock option plan.
Exceptional compensation	N/A	

Type of compensation/ Related benefits	Amounts or accounting value submitted to the advisory vote	Presentation
Performance shares	N/A	
Attendance fees	€70,000	Paid for his participation at meetings of the Supervisory Board and of the Committees in accordance with the allocation arrangements decided by the Supervisory Board. The Chairman of the Supervisory Board has waived the attendance fees due to him for 2017.
Fringe benefits	€2,796	Company car
	N/A	Health insurance
Signing bonus	N/A	Louis GALLOIS was not paid any signing bonus.
Termination benefit	N/A	Louis GALLOIS is not entitled to any termination benefit.
Non-compete indemnity	N/A	Louis GALLOIS is not eligible for any non-compete indemnity.

**Components submitted for shareholder approval at the Shareholders' General Meeting under the related-party commitments procedure**

Supplementary pension plan - Company contribution	N/A	There is no supplementary pension plan for the chairman of the Supervisory Board
Vested benefits under the previous- defined benefit plan	N/A	There is no supplementary pension plan for the chairman of the Supervisory Board

## IV. Authorisation for the managing board to buy back up to 10% of the company's shares

*(Twenty-first resolution)*

In the **twenty-first resolution**, shareholders are being asked to renew the authorisation to carry out a share buyback programme, which was given by the Combined Shareholders' Meeting of 10 May 2017 in its twenty-first resolution, which was used in 2017 for the amount of €5,708,515.

This authorisation would cover a maximum of 79 167 086 shares, which correspond to the portion of capital that may be held in treasury with regard to the legal cap on treasury shares (10% of capital), given the amount of capital and the number of shares in treasury, as of 31 December 2017, i.e. 11 315 735 shares, representing approximately 1.25% of the capital.

The maximum purchase price would be set at €30 per share and the total amount invested in the programme would not exceed €2,375,012,580.

The shares could be bought back at any time except when a takeover bid for the Company was in progress, by any appropriate method, on or off-market, in accordance with Article L. 225-209 of the French Commercial Code and the rules of the AMF.

The authorisation could be used to buy back shares for cancellation in order to reduce the Company's capital; for allocation on exercise of stock options; for performance share plans; for employee savings plans; for allocation on redemption, conversion or exercise of securities carrying rights to shares; to maintain a liquid market in the Company's shares through market making transactions carried out by an independent investment services provider; or for remittance in connection with external growth transactions, mergers, demergers or asset contributions.

This authorisation is being sought for a period of up to 18 months.

## EXTRAORDINARY RESOLUTIONS

### V. **Authorisation for the Managing Board, for a period of 26 months to proceed with an allocation of performance shares, existing or to be issued, without preferential subscription rights, for employees and corporate officers of the company or related companies**

*(Twenty-second resolution)*

In the **twenty-second resolution**, shareholders are being asked to renew the authorisation given to the Managing Board at the Combined Shareholders' Meeting of 27 April 2016 for a period of twenty-six months to grant, on one or several occasions, performance share rights exercisable for existing or new ordinary shares of the Company to employees and/or corporate officers of the Company or of any related entity or economic interest grouping as defined in Article L. 225-197-2 of the French Commercial Code.

#### **Purpose of this authorisation**

The renewal of this authorisation would allow the Group to continue the process of aligning the objectives of executive managers and employees with those of the current strategic plan by associating them with the Group's economic performance.

Note that the authorisation currently in force was conferred with the purpose of aligning performance share plans with the strategic "Push to Pass" plan for the 2016-2021 period as presented on 5 April 2016.

The resolution submitted to you to authorise the awarding of performance shares continues the execution of the "Push to Pass" plan, and it is intended to associate executive managers and employees with the objectives of the plan, under the same terms and conditions as those provided in the authorisation previously granted by the Shareholders' General Meeting, as detailed below.

#### **Conditions for the authorisation proposed for renewal**

The number of free shares that may be awarded under this authorisation may not represent in total more than 0.85% of the share capital as recorded at the date of the Managing Board's decision, and the number of shares that may be allocated to the members of the Managing Board may not represent in total more than 0.15% of the share capital. The 0.15% ceiling is included in, and deducted from, the 0.85% ceiling mentioned above.

In the event that this authorisation is implemented, the free shares granted to their beneficiaries vest upon completion of a period that will be set by the Managing Board and may not be less than three years, and the final number of shares that vest shall be determined over a performance period of three consecutive years. The Managing Board will be free to decide whether or not to set a lock-up period. In addition, the final vesting of the free shares will be subject, for all beneficiaries, to a condition of actual presence in the Group at the end of the vesting period, except in cases of legal early retirement (including death and disability cases) and any exceptions that may be determined by the Managing Board and to performance conditions to be determined by the Managing Board in agreement with the Supervisory Board, evaluated over several years and set by reference to objectives that are internal and/or external to the Group. None, some or all of the shares will vest, depending on the degree to which the performance objectives defined under the free share grants are met.

### VI. **Delegation of authority for the Managing Board, for a period of 18 months, to issue equity warrants on the Company's shares, while a takeover bid for the company is in progress**

*(Twenty-third resolution)*

The **twenty-third resolution** authorises the Managing Board to issue equity warrants to shareholders on preferential terms while an unsolicited takeover bid for the Company is in progress, and to allocate the warrants to shareholders without consideration before the takeover bid expires, as provided for in Article L. 233-32 II of the French Commercial Code.

The aim of this delegation is to give the Company the means of achieving the best possible valuation of its shares in the event that the price offered under a takeover bid is considered too low, by

encouraging the bidder to increase its offer price or to withdraw the offer altogether.

The Managing Board considers that it needs to be able to issue equity warrants on the basis allowed by law if the Company is the target of a takeover bid that the Managing Board considers contrary to the interests of both the Company and its shareholders.

The equity warrants would expire automatically when the takeover bid or any competing bid failed, expired or was withdrawn.

Equity warrants issued under the authorisation would not be exercisable for shares representing more than €452,414,106.50 (representing 50% of the capital at 31 December 2017) and the number of warrants would not exceed the number of shares outstanding on the warrant issue date.

This delegation would cover any takeover bid filed within a period of 18 months of this Shareholders' General Meeting and would expire when the takeover bid expired.

## VII. Delegation of authority for the managing board to carry out one or several employee share issues without preferential subscription rights

*(Twenty-fourth resolution)*

Since the Shareholders General Meeting is voting on, for the purpose of the twenty-tree resolution, a delegation of authority to carry out one or several share issues on exercise of equity warrants, by the **twenty-fourth resolution**, Shareholders are asked to grant a delegation of authority for the Managing Board to carry out one or several employee share issues, in accordance with Article L. 225-129-6, paragraph 1, of the French Commercial Code.

Under this resolution, the Managing Board would be authorised, for a twenty-six-month period, to issue up to €9,048,282.00 million worth of ordinary shares or securities giving access to share capital to employees through one or several offers (representing 1% of the Company's capital at 31 December 2017).

The shares would be offered to members of employee stock ownership plans set up by the Company or any French or foreign related entities within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (Code du travail).

Existing shareholders would not have a preferential subscription right in relation to these issues.

In accordance with Article L. 3332-19 of the French Labour Code, the shares would not be offered at a price that was greater than the average of the prices quoted for the Company's shares over the 20 trading days preceding the decision setting the opening date of the subscription period, nor would they be offered at a discount in excess of that specified in Article L. 3332-19.

The Managing Board could use this delegation to grant free shares to the above plan participants corresponding either to new shares paid up by capitalising reserves, retained earnings or additional paid-in capital, or to existing shares in respect of (i) the employer's matching contribution to the employee stock ownership plan that may be payable in application of the plan rules, and/or (ii) the discount, provided that their pecuniary value corresponding to the subscription price did not result in a breach of the ceilings provided for in the applicable regulations.

This delegation would be granted for a period of 26 months.

As stipulated in the Company by-laws, the Managing Board would be required to obtain the Supervisory Board's prior approval before carrying out any issues using this delegation.

In accordance with the applicable laws and regulations, if this delegation is implemented, the Managing Board will issue a further report describing the final terms of the issue, and its impact on holders of shares and securities carrying rights to shares, particularly any dilutive impact on equity per share.

This report, along with the Statutory Auditors' Report on the same subject, would be made available to shareholders on the basis prescribed in the French Commercial Code.

## VIII. Powers to carry out legal formalities

*(Twenty-fifth resolution)*

The **twenty-fifth resolution** is the standard resolution giving the necessary powers to carry out legal publication and other formalities

\* \* \*

Shareholders are asked to adopt the above resolutions that the Managing Board has recommended for approval.

**The Managing Board**

# TEXT OF THE PROPOSED RESOLUTIONS

## A. ORDINARY RESOLUTIONS

### FIRST RESOLUTION

#### Approval of the parent company financial statements for the year ended 31 December 2017

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the annual financial statements, the Managing Board's Report, the Supervisory Board's Report, the Report of the Chairman of the Supervisory Board and the Statutory Auditors' Report on the annual financial statements for the year ended 31 December 2017, approves the parent company financial statements for the year ended 31 December 2017 as presented, showing a profit of €416,256,396.01, as well as the transactions reflected in those financial statements or disclosed in those reports.

### SECOND RESOLUTION

#### Approval of the consolidated financial statements for the year ended 31 December 2017

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the consolidated financial statements, the Managing Board's Report, the Supervisory Board's Report and the Statutory Auditors' Report on the consolidated financial statements, approves the consolidated financial statements for the year ended 31 December 2017 as presented, as well as the transactions reflected in those consolidated financial statements or disclosed in those reports.

### THIRD RESOLUTION

#### Appropriation of 2017 net profit

The Shareholders' General Meeting, voting in accordance with the quorum and majority requirements of an ordinary general meeting, declares that the distributable profit, which is comprised of the 2017 profit of €416,256,396.01 plus the retained earnings from the previous year of €7,394,472,690.96 amounts to €7,806,238,755.17.

The Shareholders' General Meeting, at the proposal of the Managing Board, decides to allocate the distributable profit as follows:

- to the payment of a dividend: €473,561,613.34;
- to «Retained earnings»: €7,332,677,141.83.

Accordingly, the dividend amounts to €0.53 per share.

For shareholders who qualify, the dividend of €0.53 per share is eligible in full for the flat-rate withholding tax of 30% referred to in Article 117 quater of the French General Tax Code or, at the option of the beneficiary, for the 40% tax rebate referred to in Article 158-3 2 of the French General Tax Code.

If the dividend is approved, the ex-dividend date will be 2 May 2018, the payment date (in cash) will be 4 May and the record date will be 3 May 2018 (at the close of business).

Dividends on shares held in treasury shares on the dividend payment date will be credited to "Retained earnings".

Note that for financial year 2016, a dividend of €0.48 per share was paid and no dividends were paid for financial years 2015 and 2014.

## FOURTH RESOLUTION

**Ratification of the interim appointment and re-election of a member of the Supervisory Board (Bpifrance Participations, represented by Anne GUÉRIN)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, ratifies the Supervisory Board's decision of 25 July 2017 to appoint Bpifrance Participations, represented by Anne GUÉRIN, to the Supervisory Board to replace Jack AZOULAY, who has resigned, for the remainder of his term of office, which expires at the close of this Meeting.

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, re-elects Bpifrance Participations, represented by Anne GUÉRIN, as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## FIFTH RESOLUTION

**Ratification of the interim appointment and re-election of a member of the Supervisory Board (AN Tiecheng)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, ratifies the Supervisory Board's decision of 25 July 2017 to appoint AN Tiecheng, to the Supervisory Board to replace LIU Weidong, who has resigned, for the remainder of his term of office, which expires at the close of this Meeting.

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, re-elects AN Tiecheng as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## SIXTH RESOLUTION

**Ratification of the interim appointment and re-election of a member of the Supervisory Board (Lion Participations, represented by Daniel BERNARD)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, ratifies the Supervisory Board's decision of 25 July 2017 to appoint Lion Participations, represented by Daniel BERNARD, to the Supervisory Board to replace Florence VERZELEN, who has resigned, for the remainder of his term of office, which expires at the close of the Shareholders' General Meeting to be called in 2021 to approve the financial statements for the year ending 31 December 2020.

## SEVENTH RESOLUTION

**Re-election of a member of the Supervisory Board (Louis GALLOIS)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, re-elects Louis GALLOIS as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## EIGHTH RESOLUTION

**Re-election of a member of the Supervisory Board (Établissement Peugeot Frères, represented by Marie-Hélène PEUGEOT RONCORONI)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, re-elects Établissement Peugeot Frères, represented by Marie-Hélène PEUGEOT RONCORONI, as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## NINTH RESOLUTION

**Re-election of a member of the Supervisory Board (FFP, represented by Robert PEUGEOT)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, re-elects FFP, represented by Robert PEUGEOT, as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## TENTH RESOLUTION

**Re-election of a member of the Supervisory Board (Dongfeng Motor (Hong Kong) International Co. Ltd, represented by LIU Weidong)**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, Dongfeng Motor (Hong Kong) International Co. Ltd, represented by LIU Weidong, as a member of the Supervisory Board for a period of four years expiring at the close of the Shareholders' General Meeting to be called in 2022 to approve the financial statements for the year ending 31 December 2021.

## ELEVENTH RESOLUTION

**Amendment to the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable for 2017 to Carlos TAVARES, Chairman of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 3 of Article L. 225-82-2 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the criteria and principles for determining, allocating and awarding the fixed, variable and special components of the compensation and benefits attributable for 2017 to Carlos TAVARES, the Chairman of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## TWELFTH RESOLUTION

**Amendment to the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable for 2017 to Jean-Baptiste CHASELOUP de CHATILLON, member of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 3 of Article L. 225-82-2 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the criteria and principles for determining, allocating and awarding the fixed, variable and special components of the compensation and benefits attributable for 2017 to Jean-Baptiste CHASELOUP de CHATILLON, member of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## THIRTEENTH RESOLUTION

**Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable for 2018 to Carlos TAVARES, Chairman of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-82-2 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the criteria and principles for determining, allocating and awarding the fixed, variable and special components of the compensation and benefits attributable for 2018 to the Chairman of the Managing Board as presented in Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## FOURTEENTH RESOLUTION

**Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable for 2018 to Jean-Baptiste CHASELOUP de CHATILLON, Maxime PICAT and Jean-Christophe QUEMARD, members of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-82-2 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the criteria and principles for determining, allocating and awarding the fixed, variable and special components of the compensation and benefits attributable for 2018 to the members of the Managing Board as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-82 of the same code [Section 3.2 of the Registration Document].

## FIFTEENTH RESOLUTION

**Approval of the criteria and principles for determining, allocating and awarding components of the compensation and benefits attributable for 2018 to the members of the Supervisory Board and Louis GALLOIS, Chairman of the Supervisory Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-82-2 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the criteria and principles for determining, allocating and awarding the fixed, variable and special components of the compensation and benefits attributable for 2018 to the Chairman and members of the Supervisory Board as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## SIXTEENTH RESOLUTION

**Approval of the compensation and benefits for 2017 due or awarded to Carlos TAVARES, Chairman of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-100 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the fixed, variable and special components of the compensation and benefits for 2017 paid or awarded to Carlos TAVARES, Chairman of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## NINETEENTH RESOLUTION

**Approval of the compensation and benefits for 2017 due or awarded to Jean-Christophe QUEMARD, member of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-100 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the fixed, variable and special components of the compensation and benefits for 2017 paid or awarded to Jean-Christophe QUEMARD, member of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## SEVENTEENTH RESOLUTION

**Approval of the compensation and benefits for 2017 due or awarded to Jean-Baptiste CHASSELOUP de CHATILLON, member of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-100 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the fixed, variable and special components of the compensation and benefits for 2017 paid or awarded to Jean-Baptiste CHASSELOUP de CHATILLON, member of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## TWENTIETH RESOLUTION

**Approval of the compensation and benefits for 2017 due or awarded to Louis GALLOIS, Chairman of the Supervisory Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings, being consulted in application of paragraph 1 of Article L. 225-100 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the fixed, variable and special components of the compensation and benefits for 2017 paid or awarded to Louis GALLOIS, Chairman of the Supervisory Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## EIGHTEENTH RESOLUTION

**Approval of the compensation and benefits for 2017 due or awarded to Maxime PICAT, member of the Managing Board**

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general Meetings, being consulted in application of paragraph 1 of Article L. 225-100 of the French Commercial Code (*Code de commerce*) and having considered the report prepared in application of said article, approves the fixed, variable and special components of the compensation and benefits for 2017 paid or awarded to Maxime PICAT, member of the Managing Board, as presented in the Report of the Supervisory Board on Corporate Governance referred to in Article L. 225-68 of the same code [Section 3.2 of the Registration Document].

## TWENTY-FIRST RESOLUTION

### Authorisation for the Managing Board to buy back up to 10% of the Company's shares

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the Managing Board's Report, resolves, in accordance with Articles L. 225-209 et seq. of the French Commercial Code (*Code de commerce*):

1. to authorise the Managing Board, with the right of delegation, to buy back directly or through a representative up to 79,167,086 shares of the Company, in one or several transactions on dates to be decided by the Board, provided that this does not result in the Company holding over 10% of its capital at any time;
2. that the shares may be acquired or held in accordance with the applicable laws and regulations, for the following purposes:
  - (a) for cancellation in order to reduce the Company's capital,
  - (b) for allocation on exercise of stock options granted to employees and/or corporate officers of the Company or any related entity and/or grouping, in accordance with the laws and regulations in force when the options are exercised,
  - (c) for allocation of shares without consideration to employees and/or corporate officers of the Company or any related entity or grouping, in accordance with the applicable laws and regulations,
  - (d) for allocation to employees who are members of an employee stock ownership plan in transactions complying with Articles L. 3331-1 et seq. of the French Labour Code (*Code du travail*) that involve the sale of shares previously bought back by the Company under this resolution or that provide for the allocation of shares without consideration in respect of a matching contribution to the plan by the Company and/or in place of the discount,
  - (e) for remittance of shares on exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for shares of the Company,
- (f) to maintain a liquid market in the Company's shares through market-making transactions carried out by an independent investment services provider acting under a liquidity agreement that complies with a Code of Ethics approved by the applicable regulations,
- (g) for delivery in a payment, exchange or contribution transaction carried out in connection with an external growth transaction, merger, demerger or asset contribution, within the limits specified in the applicable regulations;
3. that the shares may be purchased, sold or transferred by any appropriate method and at any time, except when a takeover bid for the Company is in progress, within the limits specified in the applicable regulations, on or off-market, including through block trades or the use of call or put options and any and all other derivatives traded on a regulated market or over-the-counter and, in particular, any type of call option;
4. that the maximum purchase price shall be set at €30 per share, subject to any adjustments decided by the Managing Board in the case of any corporate actions, including any rights issue, any free share issue paid up by capitalising reserves, retained earnings or additional paid-in capital, or any stock split or reverse stock-split. The maximum amount that may be invested in the buyback programme is set at €2,375,012,580;
5. that the Managing Board shall have full powers which may be delegated as provided for by law to use this authorisation, including to place any and all buy and sell orders on or off-market, enter into any and all contracts, draw up any and all documents, carry out any and all procedures, make any and all filings with any authorities or other bodies, allocate or re-allocate the shares to the various purposes to the extent allowed by the applicable laws and regulations, and generally do whatever is necessary to implement the decisions made by the Managing Board pursuant to this authorisation;
6. that this authorisation is given for a period of eighteen months from the date of this Shareholders' General Meeting and supersedes, for the unused portion and remaining period, the authorisation for the same purpose given at an earlier Shareholders' General Meeting.

## B. EXTRAORDINARY RESOLUTIONS

### TWENTY-SECOND RESOLUTION

#### **Authorisation for the Managing Board for a period of 26 months to set up a performance share plan, without preferential subscription rights, for employees and corporate officers of the Company or related companies**

The Shareholders' Meeting, voting in accordance with the quorum and majority voting conditions applicable to extraordinary shareholders meetings and having considered the Managing Board's Report and the Statutory Auditors' Special Report, resolves, in compliance with Articles L. 225-197-1 et seq. of the French Commercial Code:

1. to authorise the Managing Board to grant, on one or several occasions, performance share rights exercisable for existing or new ordinary shares of the Company to all or selected employees and/or officers of the Company or of any related entity or economic interest grouping as defined in Article L. 225-197-2 of the French Commercial Code;
2. that the total number of shares granted may not represent more than 0.85% of the Company's capital as of the date of the Managing Board's decision, and that:
  - (a) the number of shares granted to members of the Managing Board may not represent more than 0.15% of the Company's share capital as of the date of the Managing Board's decision, with said shares being deducted from the 0.85% ceiling mentioned above,
  - (b) the ceilings referred to above shall not take into account any additional shares that may be allocated to grantees in respect of the adjustments to be made to protect their rights in the case of a corporate action that takes place during the vesting period referred to in paragraph 3 of this resolution;
3. that:
  - (a) the shares shall be subject to a vesting period of at least three years set by the Managing Board (NB: the Managing Board may set a vesting period exceeding three years),
  - (b) if applicable, the Managing Board will set the required lock-up period for said shares,
  - (c) as an exception to the foregoing, in the case of category 2 or 3 disability of the grantee, as defined in Article L. 341-4 of the French Social Security Code (Code de la sécurité sociale), before the end of the vesting period, the shares will vest and become transferable with immediate effect;
4. that performance shares granted to members of the Managing Board must be authorised by the Supervisory Board, and the Supervisory Board may decide that the shares may not be sold for as long as the grantee remains in office or stipulate the number of shares that must be held in registered form for as long as he or she remains in office;
5. that, pursuant to this authorisation, eligibility for performance shares is subject to the grantees' continual presence within the Company and their achievement of several performance objectives set by the Managing Board on the grant date, subject to authorisation by the Supervisory Board, and assessed over a minimum period of three consecutive years;
6. that if this authorisation is used to grant new shares, it shall automatically entail the waiver by shareholders in favour of performance share rights holders of (i) their pre-emptive rights to subscribe the ordinary shares to be issued as the performance shares vest, and (ii) any other rights to shares granted without consideration pursuant to this authorisation;
7. to give full powers to the Managing Board which may be delegated as provided for by the applicable laws and regulations to use this authorisation and notably:
  - prepare the list of grantees and the number of shares granted to each one,
  - decide whether the performance share rights will be exercisable for existing or new shares and to change this decision before the definitive grant date, where applicable,
  - set the terms and conditions of the grants, including the performance criteria to be met for the shares to vest,
  - set and, if necessary, adjust the dates and terms of the performance share plans to be set up pursuant to this authorisation,
  - allow for the temporary suspension of the performance share rights in accordance with the applicable laws and regulations,
  - allow for any adjustments to be made during the vesting period, on the basis to be determined by the Managing Board, to protect grantees' rights following any corporate action and, in particular, determine the circumstances in which the number of shares granted will be adjusted,
  - when new shares are issued as a result of this authorisation, (i) increase the Company's capital by capitalising reserves, retained earnings or additional paid-in capital, (ii) decide on the amount and types of items to be capitalised for the purpose of paying up the shares, (iii) deduct from the premiums the amount necessary to increase the legal reserve to 10% of the new capital after each issue, (iv) place on record the capital increase(s), and (v) amend the by-laws to reflect the new capital, and
  - more generally, guarantee the successful completion of transactions.
8. That this authorisation is given for a period of twenty six months from the date of this Shareholders' General Meeting and supersedes, for the unused portion and remaining period, the authorisation for the same purpose given at an earlier Shareholders' General Meeting.

## TWENTY-THIRD RESOLUTION

### Delegation of authority for the Managing Board, for a period of 18 months, to issue equity warrants on company's shares while a takeover bid for the Company is in progress

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to ordinary general meetings and having considered the Managing Board's Report and the Statutory Auditors' Special Report, resolves:

1. in accordance with Article L. 233-32 II of the French Commercial Code (*Code de commerce*), to grant full discretionary powers to the Managing Board to issue, on one or several occasions while a takeover bid for the Company is in progress, equity warrants exercisable on preferred terms for one or several shares of the Company and to allocate these warrants without consideration to all shareholders on record in the period before the takeover bid expires. The number of warrants issued and the timing of the issues shall be determined at the Managing Board's discretion;
2. resolves that (i) the aggregate par value of the shares to be issued on exercise of the warrants may not exceed €452,414,106.50, not including the par value of any additional shares to be issued in respect of any adjustments to be made in accordance with the applicable laws, regulations and any contractual provisions to protect the rights of warrant holders, and (ii) the number of warrants issued under this authorisation may not exceed the number of shares outstanding on the warrant issue date;
3. that the warrants issued under this delegation of authority shall not be exercisable and shall automatically expire if the takeover bid and any competing bid fails, expires or is withdrawn; and (ii) in this case, this delegation of authority will be considered as not having been used such that the expired warrants will not be taken into account in the calculation of the maximum number of warrants specified in paragraph 2 above that may be issued at a future date pursuant to this delegation of authority;
4. that this delegation of authority shall automatically entail the waiver by shareholders of their preferential right to subscribe any shares to be issued on exercise of the equity warrants;
5. that the Managing Board shall have full powers to implement this delegation of authority and to:
  - (a) set the terms of issue and allocation, without consideration, of the equity warrants and the number of warrants to be issued, and decide to postpone or cancel the issue,
  - (b) set the terms of exercise of the equity warrants, relative to the terms of the takeover bid or any competing bid, as well as the warrants' other characteristics including their exercise price or the pricing method,
  - (c) set the method by which the rights of warrant holders will be protected in accordance with the applicable laws and regulations or any contractual provisions,
  - (d) set the terms and conditions of any capital increase resulting from the exercise of the warrants and the cum rights date of the new shares and, if considered appropriate, charge the fees, costs and expenses arising from the capital increase against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,

(e) place on record the capital increase(s) resulting from the exercise of the warrants, amend the Company by-laws to reflect the new capital, make all filings and carry out all other formalities, directly or through a representative, and generally do whatever is necessary;

6. that this delegation of authority shall be valid until the expiry of any takeover bid for the Company filed within 18 months of the date of this Shareholders' Meeting and shall supersede, for the unused portion and remaining period, the delegation of authority for the same purpose given at an earlier Shareholders' General Meeting.

## TWENTY-FOURTH RESOLUTION

### Delegation of authority to the Managing Board for a period of 26 months, to carry out one or several employee share issues without preferential subscription rights

The Shareholders' General Meeting, voting in accordance with the quorum and majority conditions applicable to extraordinary general meetings and having considered the Managing Board's Report and the Statutory Auditors' Special Report, resolves, in compliance with Articles L. 225-129-2, L. 225-129-6, L. 225-138 and L. 225-138-1 of the French Commercial Code (*Code de commerce*) and Articles L. 3332-1 et seq. of the French Labour Code (*Code du travail*):

1. to grant full discretionary powers to the Managing Board, in accordance with Article 9 of the Company by laws, to carry out one or several capital increases on the basis specified in Articles L. 3332-18 et seq. of the French Labour Code (*Code du travail*), through the issue of ordinary shares to employees and other eligible persons, as defined by law, who are members of a company or group employee stock ownership plan set up by the Company or by French or foreign related companies within the meaning of Articles L. 225-180 of the French Commercial Code (*Code de commerce*) and L. 3344-1 of the French Labour Code (*Code du travail*);
2. that no preference shares may be issued under this delegation of authority;
3. that the aggregate par value of shares issued under this delegation of authority may not exceed €9,048,282.00 and will be deducted from the blanket ceiling on capital increases set in the twenty-ninth resolution adopted by the Combined Shareholders' Meeting of 10 May 2017;
4. that shareholders shall not have preferential rights to subscribe the shares issued under this delegation of authority, which will be offered for subscription directly, or through a corporate mutual fund or any other vehicle or entity allowed under the applicable laws and regulations, by employees and other eligible persons, as defined by law, who are members of a company or group employee stock ownership plan set up by the Company or by French or foreign related companies within the meaning of Articles L. 225-180 of the French Commercial Code (*Code de commerce*) and L. 3344-1 of the French Labour Code (*Code du travail*);

5. that the shares may not be offered at a price that is greater than the average price calculated in accordance with Article L. 3332-19 of the French Labour Code (*Code du travail*) on the basis of the prices quoted for the Company's shares over the 20 trading days preceding the decision setting the opening date of the subscription period, nor may they be offered at a discount of more than 20% to this average price. The Managing Board shall have full discretionary powers to reduce or cancel said discount to take into account, in particular, any foreign tax and other laws and regulations applicable to the plan;
6. that in application of Article L. 3332-21 of the French Labour Code (*Code du travail*), the Managing Board may grant free shares to the above plan participants corresponding either to new shares paid up by capitalising reserves, retained earnings or additional paid in capital, or to existing shares in respect of (i) the employer's matching contribution to the employee stock ownership plan that may be payable in application of the plan rules, and/or (ii) the discount, provided that their pecuniary value corresponding to the subscription price does not result in the ceilings provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code (*Code du travail*) being exceeded;
7. to give full powers to the Managing Board which may be delegated as provided for by the applicable laws and regulations to use this delegation of authority and accordingly to:
  - (a) determine the amount of any such share issue or issues within the above limit, as well as their timing and other terms and conditions,
  - (b) set the issue price of the new shares, subject to compliance with Article L. 3332-19 of the French Labour Code (*Code du travail*), the basis on which such shares are to be paid up, the subscription period and the terms governing the exercise of the subscription rights held by employees and other eligible persons as defined above,
  - (c) charge the fees, costs and expenses arising from the share issues against the related premiums and deduct from the premiums the amounts necessary to raise the legal reserve to the required level,
  - (d) allow for any necessary adjustments to be made in compliance with the applicable laws and regulations, on the basis to be decided by the Managing Board,
  - (e) in the case of new shares issued in respect of share grants to be made in application of paragraph (6) above, decide the amounts to be transferred from reserves, profit or additional paid-in capital to the capital account to pay up the shares and the account from which said amounts are to be deducted,
  - (f) place on record the capital increase(s), amend the Company by-laws to reflect the new capital, make all filings and carry out all other formalities, directly or through a representative, and generally do whatever is necessary;
8. that this delegation of authority is given for a period of 26 months from the date of this Shareholders' General Meeting and supersedes, for the unused portion and remaining period, the delegation of authority for the same purpose given at an earlier Shareholders' General Meeting.

TWENTY-FIFTH RESOLUTION

**Powers to carry out legal formalities**

The Shareholders' General Meeting gives full powers to the bearer of an original, extract or copy of the minutes of this Shareholders' Meeting to carry out any and all filing and other formalities required by law.

# AUDITORS' REPORTS

## STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

*This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of Peugeot S.A.,

### OPINION

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Peugeot S.A for the year ended 31 December 2017.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Finance and Audit Committee.

### BASIS FOR OPINION

#### Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

#### Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1 January 2017 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

### JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

## PURCHASE PRICE ALLOCATION OF OPEL VAUXHALL

(Note 2 to the consolidated financial statements)

### Risk identified

On 31 July 2017, Groupe PSA acquired the majority of the subsidiaries of General Motors in Europe, composed of Opel and Vauxhall brands (hereafter "Opel Vauxhall").

This acquisition resulted in the recognition of goodwill of 1,810 million euros after the allocation of the purchase price. This allocation will be finalized within the twelve-month period following the acquisition date. This allocation is based on fair value estimates of assets and liabilities acquired. Groupe PSA engaged an independent expert to assist the group in the identification and valuation of the main tangible and intangible assets of Opel Vauxhall.

We consider that the purchase price allocation is a key audit matter given the significance of the transaction and the level of Management's judgment to identify the acquired assets and liabilities, to assess their fair value and to correctly describe this information in the notes to the consolidated financial statements.

### Our response

As part of our audit of the consolidated financial statements, our work consisted in:

- obtaining an understanding of the scope of the work performed by Groupe PSA and by its independent expert to identify and estimate the fair value of the assets and liabilities acquired;
- analyzing, with the support of our valuation experts, the methodologies applied for the valuation of the most significant assets and liabilities acquired, and assessing the main assumptions and parameters used to determine their fair value and notably:
  - the consistency of future cash flows used in the valuation with the business plan of a market participant (as determined by IFSR 3),
  - the consistency of tangible assets fair value estimates with market data or similar transactions valuation,
  - the elements supporting the valuation of onerous contracts,
  - for brands valuation, the consistency of the royalty rates applied to revenue projections with the sector's benchmarks;
- analyzing the appropriateness of the information provided in the notes to the consolidated financial statements in respect with the purchase price allocation.

## VALUATION OF THE RECOVERABILITY OF THE FIXED ASSETS

(Notes 8.3 A, 8.3 B et 8.3 C to the consolidated financial statements)

### Risk identified

As at 31 December 2017, the net book value of the Group's fixed assets amounted to €3,321 million for goodwill, €7,916 million for intangible assets, and €13,278 million for tangible assets. These assets are allocated to cash generating units ("CGU").

The recoverability of the fixed assets is tested each time impairment indicators are identified and at least once a year for assets with infinite useful life (mainly goodwill and brands).

Impairment is recorded when the net booked value of these assets exceeds their net recoverable value. The net recoverable value is the highest amount between the value in use and the market value. The value in use is determined using discounted cash-flow and involves a high level of Management's judgment notably in the determination of cash-flow projections, discount rates and long-term growth rates.

We consider that the valuation of the recoverability of the fixed assets is a key audit matter given the significance of these assets in the Group's consolidated financial statements, the level of Management's judgment and the uncertainties related to the assumptions used.

### Our response

We performed a critical analysis of the methodologies used by the Management to determine the recoverable value of the Group's fixed assets. We obtained the medium-term plans ("MTP") and the impairment tests for each CGU and assets showing impairment indicators. On the basis of this information, our work consisted in:

- reconciling with the accounts the net book values of the CGUs and individual assets that are subject to impairment testing;
- analyzing the cash flow projections and the consistency of the margin rates and volumes used for the purpose of those tests with external benchmarks and the latest Management's estimates presented to the Group's governing bodies;
- comparing future projections with the estimates used for impairment tests in previous years and with the Group's historical performance;
- comparing the discount rates used with the available market data;
- verifying, on a sample basis, the accuracy of the valuation model used by the Management;
- performing a sensitivity analysis of the CGUs' recoverable value to a variation of the main impairment test assumptions (long-term growth rates, margin rate used for terminal value, discount rates).

## VALUATION OF THE EQUITY ACCOUNTED AFFILIATES OF THE AUTOMOTIVE ACTIVITIES

(Notes 8.3 D et 11 to the consolidated financial statements)

### Risk identified

As at 31 December 2017, the net book value of the equity accounted affiliates in the automotive activity amounted to €858 million. These equity accounted companies mostly include the Group's share in the joint ventures with Dong Feng Motor Group and Changan in China. The results of the equity accounted companies include fixed assets impairments resulting from the impairment tests performed in application of the same principles as those applied to test the fixed assets of Groupe PSA's automotive activities. When an impairment indicator is identified, the assets allocated to a specific car model are tested for each related Vehicle CGU. The total assets (including those not allocated to a specific car model) are also tested at the level of each joint venture. In addition, Groupe PSA tests the equity accounted affiliates when an impairment indicator is identified.

At 31 December 2017 the impairment tests performed at the level of the joint-ventures with Dong Feng Motor led to book an impairment of RMB 1,515 million (RMB 758 million for PSA share, representing €97 million).

As at 31 December 2017 the impairment tests performed at the level of Changan PSA Automobile Co., Ltd, the joint-venture with Changan, did not lead to book additional impairment. At 31 December 2016 an impairment of €263 million for PSA share was booked for this joint-venture. As a consequence, Groupe PSA maintains a full impairment of the equity accounted investment of €51 million and a provision for risk of €190 million after a loss of €24 million was recognized for the financial year 2017.

We consider that the valuation of the equity accounted affiliates of the automotive activity is a key audit matter given the joint ventures' significant decrease in sales and profitability in China and Management's estimates in the determination of the assumptions underlying the assets valuation of these joint-ventures.

### Our response

As part of our audit of the consolidated financial statements, our work consisted in:

- analyzing whether impairment indicators exist, such as a significant decrease in volumes and profitability;
- considered the audit work performed by the auditors of the joint-ventures' with Dong Feng Motor Group in China, and their conclusions on the implementation of the assets impairment tests performed by the joint-ventures and the reasonableness of the assumptions used by Management;
- assess the consistency and the appropriateness of the major assumptions used in the assets impairment tests performed for the joint-venture with Changan in China, including those in relation with the business plan submitted to the governance bodies of the joint-venture.

## VERIFICATION OF THE INFORMATION PERTAINING TO THE GROUP PRESENTED IN THE MANAGEMENT REPORT

As required by law, we have also verified in accordance with professional standards applicable in France the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

## Report on Other Legal and Regulatory Requirements

### Appointment of the Statutory Auditors

We were appointed as statutory auditors of Peugeot S.A. by your Annual General Meetings held on 25 May 2005 for Mazars and on 31 May 2011 for ERNST & YOUNG et Autres.

As at 31 December 2017, MAZARS was in the 13<sup>th</sup> year and ERNST & YOUNG et Autres in the 7<sup>th</sup> year of uninterrupted engagement respectively.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Finance and Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

### Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

### Report to the Finance and Audit Committee

We submit a report to the Finance and Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Finance and Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Finance and Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Finance and Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Courbevoie and Paris-La Défense, 1 March 2018

The Statutory Auditors

*French original signed by*

MAZARS

Thierry Blanchetier

Jérôme de Pastors

ERNST & YOUNG et Autres

Laurent Miannay

Ioulia Vermelle

# STATUTORY AUDITORS' REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

To the Annual General Meeting of Peugeot S.A.,

In our capacity as Statutory Auditors of your company, we hereby report to you on related party agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the principal terms, conditions and benefits for the company of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R. 225-58 of the French Commercial Code (*Code de commerce*), it is the responsibility of shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is our responsibility to report to the shareholders the information pursuant to Article R. 225-58 of the *Code de commerce* relating to agreements and commitments previously approved by the Shareholders' Meeting during the year.

We performed the procedures that we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

## AGREEMENTS AND COMMITMENTS SUBMITTED TO THE APPROVAL OF THE ANNUAL GENERAL MEETING

We inform you that we have not been given notice of any agreement or commitment authorized during the year to be submitted for approval of the Annual General meeting pursuant to the provisions of Article L. 225-86 of the French Commercial Code (*Code de commerce*).

## AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

In accordance with Article R. 225-57 of the French Commercial Code (*Code de commerce*), we were informed that the following agreements and commitments approved by your Annual General Meeting in previous years remained in force during the past year.

### 1. With the French state and DongFeng Motor Group Company Ltd

Persons concerned: Établissements Peugeot Frères (EPP) and FFP

Directors concerned at the time of the authorization of the agreement: Mrs. Marie-Hélène Peugeot RONCORONI, permanent representative of EPF on the Supervisory Board of your Company, MSSRS. Thierry PEUGEOT, Vice-Chairman and deputy Chief Executive Officer of EPF and Chairman of the Supervisory Board of your Company, Jean-Philippe PEUGEOT, Chairman and Chief Executive Officer of EPF, Vice-Chairman and Director of FFP et Vice-Chairman of the Supervisory Board of your Company, and Robert PEUGEOT, Permanent representative of FFP on the Supervisory Board of your Company.

Directors concerned at the date of this report: Mrs. Marie- Hélène Peugeot Roncoroni and Mr Robert Peugeot.

#### Acquisitions of minority interest

Your Supervisory Board authorized on 18 February 2014 ("Memorandum of Understanding") and on 18 March 2014 ("Master Agreement" as well as other agreements mentioned below) the following agreements:

- "Memorandum of Understanding" dated 18 February 2014, with **DongFeng Motor Group Company Ltd**, the French state, and EPF and FFP companies, aiming at, firstly, formalizing the principles applicable to capital transactions regarding the investment by **DongFeng Motor Group Company Ltd** and the French state, as well as governance rules to set up after these capital transactions and, secondly, set discussions and work to be performed for the implementation of these capital transactions, this implementation being subject to the subsequent signing of a final legal documentation;
- "Master Agreement" dated 26 March 2014, with **DongFeng Motor Group Company Ltd**, the French state, EPF and FFP in accordance with the "Memorandum of Understanding", and substituting the latter, designed to detail the terms and conditions of capital transactions and governance rules of these capital transactions.

In accordance with the "Master Agreement", the following agreement remained in force during the past year:

- "Shareholders Agreement", signed with **DongFeng Motor Group Company Ltd**, the French state, EPF and FFP, designed to set the rules and principles applicable between the parties after **DongFeng Motor Group Company Ltd** and the French state acquired interest in your Company in terms of governance and acquisition or sale of shares. The rules and principles contained in the Shareholders Agreement are the ones set out in section 22 of the Registration Document filed with the AMF on 2 April 2014.

These agreements did not give rise to any effects during the year ended 31 December 2017.

## 2. With Automobile Peugeot S.A. ("AP"), Automobile Citroën S.A. ("AC") and PSA Automobiles S.A. (formerly Peugeot Citroën Automobiles S.A. (PCA))

Persons concerned on the signing date of the agreement: Mr VARIN, Chairman of the Managing Board of your Company, and Chairman of the Board of Directors of PSA Automobiles S.A., Mr FAURY, Member of the Managing Board of your Company and General Manager and Director of PSA Automobiles S.A., Mr CHASSELOUP de CHATILLON, Member of the Executive Board of your Company and Permanent Representative of your Company on the Board of Directors of AP and Director of AP and PSA Automobiles S.A., and Mr SAINT-GEOURS, Member of the Managing Board of your Company and Chairman of the Board of Directors of AP and AC.

Persons concerned on the signing date of this report: Mr TAVARES, Chairman of the Managing Board of your Company, and Chairman of the Board of Directors of PSA Automobiles S.A., and Mr CHASSELOUP de CHATILLON, Member of the Managing Board of your Company and Permanent Representative of your Company on the Board of Directors of AP and Director of AC.

### Cash collateral agreement to secure payment obligations

On 18 December 2012, the Supervisory Board authorized a cash collateral to secure the payment obligations of AP, AC and PSA Automobiles S.A.

In the context of a sale of receivables program set by Crédit Agricole Corporate and Investissement Bank in which PSA Automobiles S.A., AP and AC took part, your Company provided a cash collateral in favor of Ester Finance Titrisation, assignee of the receivables, in order to secure the payment obligations of PSA Automobiles S.A., AP and AC in respect of the program documentation.

For that purpose, the « Cash Collateral Agreement » was signed on 20 December 2012 between your Company, Crédit Agricole Corporate, Investment Bank and Ester Finance Titrisation.

Originally, the cash collateral agreement amounted to €30,000,000 and to €15,000,000 at 31 December 2016. It was fully refunded on 31 December 2017 following the commercial receivables transfer program expiry. The cash collateral, initially amounting to €30,000,000 and then to €15,000,000 as at 31 December 2016, was fully repaid on 31 October 2017 upon expiry of the receivables program.

For the year ended 31 December 2017, the guarantee commission charged by your Company to each of the three entities (PSA Automobiles SA, AP and AC) amounted to €6,188.

## 3. With some of your Company's subsidiaries

Persons concerned on the date of this report:

- for PSA Automobiles S.A.: Mr TAVARES, Chairman of the Managing Board of your Company and Chairman of the Board of Directors of PSA Automobiles S.A;
- for AP and AC: Mr CHASSELOUP de CHATILLON, Member of the Managing Board of your Company and Permanent Representative of your Company on the Board of Directors of AP and Director of AC;
- for BPF: Mr TAVARES, Chairman of the Managing Board of your Company and Director of BPF and Mr CHASSELOUP de CHATILLON, Member of the Managing Board of your Company and Permanent Representative of your Company on the Board of Directors of BPF.

### Share of Group general studies and administrative expenses

As a reminder, your Company billed its main subsidiaries (PSA Automobiles S.A. (formerly Peugeot Citroën Automobiles S.A. (PCA), Automobile Peugeot S.A. ("AP") Automobile Citroën S.A. ("AC") and Banque PSA Finance) for their share of Group general and administrative expenses. The amount received by your Company was estimated based on revenues.

In 2017, a total amount of €117,368,342 was received by your Company in respect of the subsidiaries' share of Group general and administrative expenses.

## 4. With the Executive Board's Members

### Continuance of the pension plan

As a reminder, the commitment relating to the implementation of the new defined contribution pension scheme as at 1 January 2016 was authorized by the Supervisory Board of Peugeot SA at its meeting held on 15 December 2015 and approved at the General Meeting of Shareholders of 27 April 2016.

At its meeting of 22 February 2017, the Supervisory Board of your Company, after having renewed the mandate of the members of the Executive Board, authorized the continuance of the defined contribution pension plan for their benefit, under the same financial conditions as those already authorized. This regulated commitment was the subject of the Statutory Auditors' special report dated 10 May 2017 and was approved by the Shareholders' Meeting of 10 May 2017 (4<sup>th</sup> resolution).

This plan provides for:

- a yearly contribution to the pension plan, equal to 25% of the sum of the fixed and variable yearly salary. This yearly contribution is composed of 50% of payments made to an independent organization within the framework of an optional pension plan with fixed contributions (Article 82 and withheld until pension withdrawal, and 50% of cash considering pre-taxes. This contribution amounted to €925,988 for Mr TAVARES, €345,435 for Mr CHASSELOUP de CHATILLON, €364,581 for Mr Quemard and €350,097 for Mr PICAT for the 2017 fiscal year;
- the contribution paid for three consecutive years starting in 2015, and taking into account the rights cumulated until the end of 2015 by beneficiaries under the defined benefit pension plan terminated by the Supervisory Board, reduced by a coefficient based on the age, the time spent in the plan and the time spent in the Group; it is composed of 50% contributions paid to a third party and blocked until the liquidation of the pension rights of the person concerned, and 50% in cash. The payment of the balance of rights is spread over 3 years (2016, 2017 and 2018) and is conditional on the presence of the employee in the company at the end of each year concerned. This payment amounted to €470,000 for Mr TAVARES, €332,000 for Mr CHASSELOUP de CHATILLON, €510,000 for Mr QUÉMARD and €38,743 for Mr PICAT for the 2017 financial year.

As a reminder, the decisions of the Supervisory Board have taken into consideration the advantages and disadvantages of the defined benefit pension plan in relation to the new planned scheme envisaged, in particular the fact that the latter is much less costly for the Group.

Courbevoie and Paris-La Défense, 12 March 2018

The statutory auditors

*French original signed by*

MAZARS

Thierry Blanchetier

Jérôme de Pastors

ERNST & YOUNG et Autres

Laurent Miannay

Ioulia Vermelle

# STATUTORY AUDITORS' REPORT ON THE FREE ALLOCATION OF EXISTING SHARES OR SHARES TO BE ISSUED

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

## Twenty-second resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed free allocation of existing shares or shares to be issued, reserved for employees and/or corporate officers of your Company or of companies or economic interest groups tied to your Company within the meaning of Article L. 225-197-2 of the French Commercial Code (*Code de commerce*), an operation upon which you are called to vote.

The number of shares that may be allocated cannot exceed 0.85% of the share capital as at the date of the Managing Board's decision, it being specified that the number of shares that may be allocated to members of the Managing Board may not exceed more than 0.15% of the share capital. This ceiling will be deducted from the aforementioned ceiling of 0.85% of the share capital.

Your Managing Board proposes that on the basis of its report, it be authorized, for a period of twenty-six months to allocate, for free, existing shares or shares to be issued subject to performance conditions.

It is the responsibility of the Managing Board to prepare a report on the proposed operation. Our role is to report, if necessary, on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Executive Board's report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Managing Board's report relating to the proposed free allocation of shares.

Courbevoie and Paris-La Défense, 12 March 2018

The Statutory Auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Thierry Blanchetier

Jérôme de Pastors

Laurent Miannay

Ioulia Vermelle

# STATUTORY AUDITORS' REPORT ON THE PROPOSED ISSUE OF EQUITY WARRANTS, FREE OF CHARGE, IN THE EVENT OF A TAKEOVER BID TARGETING THE COMPANY'S SHARES

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

## Twenty-third resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 228-92 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed issue of equity warrants, free of charge, in the event of a takeover bid targeting the Company's shares, an operation upon which you are called to vote.

Your Managing Board proposes that, on the basis of its report, it be authorized before the expiration of the takeover bid and within eighteen months starting on the date of the present combined annual general meeting, under Article L. 233-32 II of the French Commercial Code (*Code de commerce*):

- to resolve to issue equity warrants under article L. 233-32 II of the French Commercial Code (*Code de commerce*) with preferential subscription rights, for one or more shares in the Company, and their allocation free of charge to all qualified shareholders before expiration of the takeover bid;
- to set the conditions under which the warrants may be exercised and the features of such warrants.

The maximal nominal amount of the shares thus issued may not exceed the ceiling of €452,414,106.5 and the maximum number of share warrants may not exceed the number of shares outstanding at the time the share warrants are issued.

It is the Managing Board's responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Managing Board's report relating to this operation.

We have no matters to report on the information provided in the Managing Board's report on the proposed issue of equity warrants in the event of a takeover bid targeting the Company's shares.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*) we will issue a supplementary report, if necessary, when your Managing Board has exercised this authorization.

Courbevoie and Paris-La Défense, 12 March 2018

The Statutory Auditors

*French original signed by*

MAZARS

Thierry Blanchetier

Jérôme de Pastors

ERNST & YOUNG et Autres

Laurent Miannay

Ioulia Vermelle

# STATUTORY AUDITORS' REPORT ON THE INCREASE IN CAPITAL RESERVED FOR EMPLOYEES WHO ARE MEMBERS OF A COMPANY SAVINGS SCHEME

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

## Twenty-fourth resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 225-135 and seq. of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your Managing Board to decide whether to proceed with an increase in capital by an issue of ordinary shares with cancellation of preferential subscription rights reserved for employees and eligible persons in accordance with legal stipulations, members of a company or group savings scheme of Peugeot S.A. or of French or foreign companies associated thereto within the meaning of Articles L. 225-180 of the French Commercial Code (*Code de commerce*) et L. 3344-1 of the French Labor Code (*Code du travail*), an operation upon which you are called to vote.

The capital increase that may result from this issue amounts to a maximum of €9,048,282, it being specified that this amount will be deducted from the global capital increase ceiling provided for in the twenty-ninth resolution voted during the combined annual general meeting of 10 May 2017.

This increase in capital is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*).

Your Managing Board proposes that, on the basis of its report, it be authorized for a period of twenty-six months as of this combined annual general meeting, to decide on whether to proceed with an increase in capital and proposes to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Executive Board to prepare a report in accordance with Articles R. 225-113 and R. 225-114 of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Managing Board's report relating to this operation and the methods used to determine the issue price of the shares.

Subject to a subsequent examination of the conditions for the increase in capital that would be decided, we have no matters to report as to the methods used to determine the issue price for the ordinary shares to be issued provided in the Managing Board's report.

As the final conditions for the increase in capital have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when your Managing Board has exercised this authorization.

Courbevoie and Paris-La Défense, 12 March 2018

The Statutory Auditors  
*French original signed by*

MAZARS

Thierry Blanchetier

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Ioulia Vermelle





# REQUEST FOR DOCUMENTS AND INFORMATION

## PEUGEOT S.A. COMBINED SHAREHOLDERS' MEETING OF TUESDAY, 24 APRIL 2018

**Please return this request to:**

Bank or broker that manages  
your share account  
(to be return in the same  
envelope as your form  
of proxy)

I, the undersigned,

Last name (or company name): .....

First name: .....

Address: .....

No.: ..... Street: .....

Post code: [ ][ ][ ][ ][ ] Municipality: .....

Country: .....

Owner of ..... registered shares of Peugeot S.A.

And/or ..... bearers shares Peugeot S.A.

ask to be sent, pursuant to the provisions of Article R. 225-88 of the French Commercial Code, the documents and information pertaining to the Shareholders' General Meeting on 24 April 2018 detailed in Article R. 225-83 of the French Commercial Code.

In line with our zero-paper policy, which reflects both our sustainable development commitments and our productivity drive, the documentation (Registration Document) will be emailed to you at the e-address: .....@.....

Documents requested:

in French

in English

Signed in: ..... on: ..... 2018

Signature

In accordance with Article R. 225-88 (3) of the French Commercial Code, shareholders with registered shares may submit a single request asking the Company to send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the aforementioned Code for each subsequent Shareholders' General Meeting. Shareholders wishing to take this option should indicate it on this request.





**PEUGEOT S.A.**

Société anonyme (joint stock corporation) governed by a Managing Board and a Supervisory Board with share capital of €904,828,213.  
Registered office: 7 rue Henri Sainte-Claire Deville - CS 60125  
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