

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.

Peugeot S.A.

Combined Annual General Meeting of April 24, 2018

Twenty-third resolution

Statutory auditors' report on the proposed issue of bonus share warrants, free of charge, in the event of a takeover bid targeting the company's shares

MAZARS

Tour Exaltis

61, rue Henri-Regnault

92400 Courbevoie

S.A. à directoire et conseil de surveillance

au capital de € 8.320.000

784 824 153 R.C.S. Nanterre

Commissaire aux Comptes

Membre de la compagnie

régionale de Versailles

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered as a whole to provide separate assurance on individual account balances, transactions and disclosures. This report also includes information relating to the detection of information given in the management report in the items addressed to the shareholders. The translation into English of the statutory auditors' report on the financial statements should be read in conjunction with the instructions in compliance with French law and professional auditing standards applicable in France.

Peugeot S.A.

Year ended December 31, 2012

Year ended December 31, 2012

Sixteen resolution

Peugeot S.A.

Combined Annual General Meeting of April 24, 2018

Twenty-third resolution

Statutory auditors' report

Statutory auditors' report on the proposed issue of bonus share warrants, free of charge, in the event of a takeover bid targeting the company's shares

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 share 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 twenty-six 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 share 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 bonus share 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, March 12, 2018

The Statutory Auditors
French original signed by

MAZARS

ERNST & YOUNG et Autres

Thierry Blanchetier

Jérôme de Pastors

Laurent Miannay

Ioulia Vermelle