

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-fourth resolution

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

ERNST & YOUNG et Autres

Tour First
TSA 14444
92037 Paris-La Défense Cedex
S.A.S. à capital variable
Commissaire aux Comptes

Membre de la compagnie
régionale de Versailles

This is a free translation into English of the statutory auditors' report on the financial statements 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 auditing standards applicable in France.

Peugeot S.A.

Combined Annual General Meeting of April 24, 2018
Twenty-fourth resolution

Peugeot S.A.

Year ended December 31, 2012
Sixteen resolution

Statutory auditors' report on the increase in capital reserved for employees who are members of a company savings scheme **Statutory auditors' report on the free allocation of existing or to issue shares**

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 May 10, 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, March 12, 2018

The Statutory Auditors
French original signed by

MAZARS

ERNST & YOUNG et Autres

Thierry Blanchetier

Jérôme de Pastors

Laurent Miannay

Ioulia Vermelle