

Rueil-Malmaison, 21 December 2018

Information regarding the termination package of Jean-Baptiste de Chatillon, a Managing Board member, published in accordance with the AFEP-MEDEF Corporate Governance Code

At its meeting on 18 December 2018, Peugeot SA's Supervisory Board approved the termination package to be awarded to Jean-Baptiste de Chatillon, as recommended by the Appointments, Compensation and Governance Committee. The package's terms comply with the compensation policy adopted at the Annual Shareholders' Meeting of 24 April 2018, the authorised commitments to Mr. de Chatillon and the Group's internal rules.

This press release has been prepared in compliance with the new recommendation set out in paragraph 24.5 of the AFEP-MEDEF Corporate Governance Code for listed companies in France, as revised in June 2018.

- **Fixed compensation for 2018**

Mr. de Chatillon's fixed annual compensation for 2018 amounts to €680,000. The fixed compensation paid to him in 2018 was prorated to his actual period of service with the Group during the year, up to his last day of service.

- **Annual variable compensation for 2018**

The Supervisory Board has decided that Mr. de Chatillon's variable compensation will be awarded and defined based on the level of achievement of individual and collective performance targets, and that the amount paid on this basis will be prorated to his actual period of service during 2018. The principle of increasing the annual variable compensation to reward outperformance compared to objectives will not be applied.

Mr. de Chatillon's variable compensation will be determined by the Supervisory Board at the meeting to be held in February 2019 to assess the level of achievement of the Managing Board members' performance targets for 2018 and fix the variable compensation amounts, in line with the compensation policy approved by the Annual Shareholders' Meeting of 24 April 2018.

In accordance with France's Commercial Code (*Code de commerce*), payment of this annual variable compensation will be subject to approval by the Annual Shareholders' Meeting to be called in 2019 to approve the 2018 financial statements.

- **Exceptional compensation in recognition of Mr. de Chatillon's contribution to the implementation of the PACE! recovery plan in 2018**

The Annual Shareholders' Meeting of 24 April 2018 approved in principle the payment of exceptional compensation to Mr. Jean-Baptiste de Chatillon if Opel Vauxhall met the 2018 operating margin and operating free cash flow targets set in the PACE! recovery plan.

The Supervisory Board has decided that the exceptional compensation payable to Mr. de Chatillon will be prorated to his period of service in 2018 with the Group. The principle of increasing his exceptional compensation to reward outperformance compared to objectives will not be applied.

Mr. de Chatillon's exceptional compensation will be determined by the Supervisory Board at the meeting to be held in February 2019 to assess the level of achievement of the performance targets on which this compensation is based.

In accordance with France's Commercial Code, payment of this exceptional compensation will be subject to approval by the Annual Shareholders' Meeting to be called in 2019 to approve the 2018 financial statements.

- **Long-term compensation ("LTI" performance share award plans)**

In 2016, 2017 and 2018, in his capacity as a member of the Company's Managing Board and in line with the applicable compensation policy, Mr. de Chatillon was awarded a certain number of performance shares under the LTI 2016, 2017 and 2018 plans. Details of the performance share awards are provided in the 2017 Registration Document, section 3.2.

Under the plans' terms, the Managing Board members' performance must be measured over the entire duration of each plan's performance measurement period. The Supervisory Board has therefore decided not to waive the requirement in each plan's rules for the grantees to still be employed by the Group on the vesting date. As a result, Mr. de Chatillon will forfeit his rights to the 180,000 shares originally awarded to him.

This decision has been made in line with the AFEP-MEDEF Code's recommendation concerning the consistency and measurement principles to be applied for the determination and implementation of executive management compensation policies.

- **Pension plan**

The Supervisory Board has decided that Mr. de Chatillon will not be entitled to any 2018 matching contribution from the Group to the new defined-contribution pension plan set up in 2016.

In addition, he will not receive any final payment in settlement of his pension rights under the defined-benefit plan that was terminated in 2015, due to the requirement for plan participants to still be employed by the Group at the year-end.

The approved compensation policy applicable to Mr. de Chatillon does not provide for any multi-year compensation scheme, stock options, termination benefit or non-compete indemnity.

Governance practices, performance objectives and all components of compensation for the Managing Board members will be discussed in detail in the 2018 Registration Document.



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About Groupe PSA

[Groupe PSA](#) designs unique automotive experiences and delivers mobility solutions to meet all customer expectations. The Group has five car brands, Peugeot, Citroën, DS, Opel and Vauxhall and provides a wide array of mobility and smart services under the Free2Move brand. Its 'Push to Pass' strategic plan represents a first step towards the achievement of the Group's vision to be "a global carmaker with cutting-edge efficiency and a leading mobility provider sustaining lifetime customer relationships". An early innovator in the field of [autonomous and connected cars](#), Groupe PSA is also involved in financing activities through Banque PSA Finance and in automotive equipment via Faurecia.-

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