

Combined Annual and Extraordinary Meeting

Wednesday, May 23, 2007 at 10:00 a.m.

At the Company's headquarters,
75, avenue de la Grande-Armée, 75016 Paris

PROPOSED RESOLUTIONS

I Ordinary resolutions

First Resolution

Approval of the parent company financial statements for the year.

The Annual Meeting, having reviewed the annual financial statements, the Report of the Managing Board, the Report of the Supervisory Board and the Auditors' Report on the annual financial statements, approves the annual financial statements for the year ended December 31, 2006, showing net profit of €747,728,147.82, as well as the transactions reflected in these financial statements or disclosed in these reports.

Second Resolution

Approval of the consolidated financial statements for the year.

The Annual Meeting, having reviewed the consolidated financial statements, the Report of the Managing Board, and the Auditors' Report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2006, as presented.

Third Resolution

Appropriation of profit for the year

The Annual Meeting notes that distributable profit, representing net profit for the year of €747,728,147.82 plus retained earnings brought forward from the prior year in an amount of €693,248,137.26, totals €1,440,976,285.08.

The Annual Meeting resolves to appropriate distributable profit as follows:

- To the payment of a dividend €316,734,659.10
- To other reserves €500,000,000.00
- To unappropriated retained earnings €624,241,625.98

The dividend of €1.35 per share will be paid as from May 30, 2007. Eligible stockholders will be entitled to 40% tax relief (General Tax Code, Article 158, paragraphs 3-2 to 4), on the total dividend.

Dividends on shares held in treasury stock on the dividend payment date will be credited to unappropriated retained earnings.

The Annual Meeting notes that dividends for the years ended December 31, 2003, 2004 and 2005 were as follows:

Year	Shares carrying dividend rights	Dividend
2003	237,437,862 shares with a par value of €1.00	€1.35
2004	229,803,390 shares with a par value of €1.00	€1.35
2005	229,146,756 shares with a par value of €1.00	€1.35

Fourth Resolution

Approval of the Auditors' Report on related party agreements

The Annual Meeting, having reviewed the Auditors' Report on related party agreements, approves the Report and the transactions referred to therein.

Fifth Resolution

Re-election of a member of the Supervisory Board

The Annual Meeting, voting on a motion tabled by the Supervisory Board, re-elects Jean-Philippe Peugeot as member of the Supervisory Board for a six-year term ending at the Annual Stockholders' Meeting to be called in 2013 to approve the accounts for the year ending December 31, 2012.

Sixth Resolution

Ratification of the appointment of a member of the Supervisory Board and re-election

The Annual Meeting, voting on a motion tabled by the Supervisory Board, ratifies the appointment by the Supervisory Board on February 6, 2007 of Robert Peugeot as member of the Supervisory Board to replace Jean-Louis Dumas following the latter's resignation, and re-elects Robert Peugeot as member of the Supervisory Board for a six-year term ending at the Annual Stockholders' Meeting to be called in 2013 to approve the accounts for the year ending December 31, 2012.

Seventh Resolution

Election of a member of the Supervisory Board

The Annual Meeting, voting on a motion tabled by the Supervisory Board, elects Henri Philippe Reichstul as member of the Supervisory Board for a six-year term ending at the Annual Stockholders' Meeting to be called in 2013 to approve the accounts for the year ending December 31, 2012, to replace Jean Boillot whose term expires at this meeting.

Eighth Resolution

Election of a member of the Supervisory Board

The Annual Meeting, voting on a motion tabled by the Supervisory Board, elects Geoffroy Roux de Bézieux as member of the Supervisory Board for a six-year term ending at the Annual Stockholders' Meeting to be called in 2013 to approve the accounts for the year ending December 31, 2012, to replace Pierre Banzet who has resigned from the Board as of the date of this meeting.

Ninth Resolution

Authorization to carry out a share buyback program

The Annual Meeting, having reviewed the Report of the Managing Board, authorizes the Managing Board to buy back the Company's shares on the stock market in order to reduce the Company's issued capital, or for attribution on exercise of stock options granted to employees, executives or officers of the Company or any related entity, or for attribution on redemption, conversion, exchange or exercise of securities carrying a right to equity. The shares may be purchased by any appropriate means and at any time, on or off-market, including through the use of call options and any and all other derivatives traded on a regulated market or over-the-counter.

The maximum purchase price is set at €65 per share.

The Managing Board may acquire up to 16,000,000 shares under this authorization, which is granted for a period of eighteen months from May 24, 2007 and replaces with immediate effect the previous authorization granted by the Annual Meeting held on May 24, 2006.

II Extraordinary resolutions

Tenth Resolution

Authorization to be given to the Managing Board to issue shares or share equivalents, with pre-emptive subscription rights

The Annual Meeting, having considered the Report of the Managing Board and the Auditors' Special Report, resolves, in accordance with Articles L.225-129-2 and L.228-92 of the Commercial Code:

- I. To give the Managing Board, under Article 9 of the bylaws, a 26-month authorization, with immediate effect, to increase the Company's issued capital on one or several occasions by:
 - a) Issuing, in France or abroad, shares denominated in euros and/or securities denominated in euros or in foreign currencies conferring the right to acquire, directly or indirectly, immediately or in the future, Peugeot S.A. shares, and/or
 - b) Issuing bonus shares or raising the par value of existing shares, to be paid up by capitalizing profit, retained earnings or additional paid-in capital.
- II. That the aggregate number of shares issued, immediately or in the future, pursuant to this authorization, (including any shares issued to protect the rights of holders of existing securities) may not have the effect of increasing issued capital—currently €234,618,266—to more than €400,000,000, not including the value of any issue and/or redemption premiums.
- III. That the aggregate nominal amount of debt securities conferring the right to equity issued pursuant to this authorization may not exceed €600,000,000.
- IV. That stockholders shall be granted pre-emptive subscription rights to any securities issued pursuant to this authorization, in proportion to their existing interest in issued capital.
- V. That:
 - a) If the issue is not taken up in full by stockholders exercising their pre-emptive rights, all or some of the unsubscribed shares or securities may be offered to the public.
 - b) In the case of a bonus share issue, rights to fractions of shares shall be non-transferable. The corresponding shares shall be sold and the proceeds from the sale allocated among the holders of said rights within 30 days of the date on which the whole number of shares allotted to them is recorded in their account.
 - c) In the case of issue of compound securities, stockholders shall not have any pre-emptive right to subscribe for the shares to be issued on conversion, redemption, exchange or exercise of the securities carrying a right to equity.

This authorization replaces the authorizations to issue shares and share equivalents given to the Managing Board by the Extraordinary Meeting of May 25, 2005.

Eleventh Resolution

Authorization to be given to the Managing Board to issue shares and share equivalents without pre-emptive subscription rights

The Extraordinary Meeting, having considered the Report of the Managing Board and the Auditors' Special Report, resolves to give the Managing Board, under Article 9 of the bylaws, a 26-month authorization, with immediate effect, to increase the Company's issued capital on one or several occasions by issuing, in France or abroad, shares and/or securities denominated in euros conferring the right to acquire, directly or indirectly, immediately or in the future, Peugeot S.A. shares. These issues may be carried out, at the Managing Board's discretion, without existing stockholders being granted a pre-emptive subscription right, within the monetary limits set forth in paragraph II of the tenth resolution.

The Extraordinary Meeting resolves that the aggregate nominal amount of debt securities conferring the right to equity issued pursuant to this authorization may not exceed €600,000,000 and that any such issues shall be deducted from the ceiling specified in paragraph III of the tenth resolution.

The Extraordinary Meeting resolves that the Managing Board, at its discretion, may grant existing stockholders a priority right to subscribe for the new shares issued under this authorization, in application of Article 225-135 of the Commercial Code.

This authorization is given for a period of twenty-six months as from the date of this Meeting.

The Extraordinary Meeting expressly waives stockholders' pre-emptive subscription rights in the event that the Managing Board decides to use this authorization, provided that the issue price of the shares created directly or on conversion, redemption, exchange or exercise of securities conferring a right to equity, is at least equal to the weighted average price quoted for Peugeot S.A. shares on the Paris Bourse over the three consecutive trading days preceding the date when the issue price is set, less a maximum discount of 5%.

Twelfth resolution

Authorization to be given to the Management Board to increase the amount of share issues that are oversubscribed

The Extraordinary Meeting, having considered the Report of the Managing Board and the Auditors' Special Report, resolves to authorize the Managing Board to increase the number of shares offered under any issues decided pursuant to the tenth and eleventh resolutions of this Meeting, in accordance with Article L.225-135-1 of the Commercial Code, provided that the additional shares are issued at the same price as for the original issue and the monetary ceiling specified in the tenth and eleventh resolutions is not exceeded.

This authorization is given for a period of twenty-six months as from the date of this Meeting.

Thirteenth Resolution

Authorization to be given to the Management Board to carry out an employee share issue

The Extraordinary Meeting, having considered the Report of the Managing Board and the Auditors' Special Report, resolves, in accordance with Article L.225-129-6 of the Commercial Code, to authorize the Managing Board, under Article 9 of the bylaws, to carry out one or several employee share issues, as provided for in Article L.443-5 of the Labor Code, provided that the aggregate par value of the shares issued under this authorization does not exceed €15,000,000.

The Managing Board shall have full powers to determine the amount of any such share issue or issues within the above limit, as well as their timing and other terms and conditions. The Managing Board shall also determine the issue price of the new shares, subject to compliance with Article L.443-5 of the Labor Code, the basis on which such shares are to be paid up, the subscription period and the terms governing the exercise of employees' subscription rights.

The Managing Board shall also have full powers to enter into any and all agreements, take any and all measures and carry out any and all necessary formalities to render the capital increase or increases effective, and to amend the bylaws to reflect the new capital.

This authorization is given for a period of twenty-six months as from the date of this Meeting.

Fourteenth Resolution

Authorization to be given to the Managing Board to reduce the capital by canceling shares acquired under the buyback program

The Extraordinary Meeting, having considered the Report of the Managing Board and the Auditors' Special Report, authorizes the Managing Board, under Article 9 of the bylaws, to cancel any shares held now or in the future, as purchased under the buyback program authorized in the ninth resolution of this Meeting, provided that the number of shares canceled in any twenty-four month period does not exceed one-tenth of the Company's capital stock.

The Extraordinary Meeting gives full powers to the Managing Board to reduce the capital stock on one or several occasions by canceling shares as provided for above, to amend the bylaws to reflect the new capital, to carry out any and all publication formalities, and to take any and all measures required to effect the capital reduction or reductions, directly or indirectly.

Fifteenth Resolution

Authorization to be given to the Managing Board to use the financial authorizations while a takeover bid for the Company is in progress

The Extraordinary Meeting, having considered the Report of the Managing Board, the Report of the Supervisory Board and the Auditors' Special Report, resolves to give the Managing Board an eighteen month authorization, with immediate effect, to use all or part of the authorizations given in the ninth, tenth, eleventh, twelfth, thirteenth and fourteenth resolutions to buy back Peugeot S.A. shares and to issue or cancel shares, while a takeover bid for the Company is in progress, on the basis allowed by law.

Sixteenth Resolution

Authorization to be given to the Managing Board to issue stock warrants while a takeover bid for the Company is in progress

The Annual Meeting, having considered the Report of the Managing Board, the Report of the Supervisory Board and the Auditors' Special Report, resolves, in accordance with Articles L.233-32 II and L.233-33 of the Commercial Code, to give the Managing Board an eighteen month authorization, with immediate effect, to issue, on one or several occasions, stock warrants exercisable on preferred terms for Peugeot SA shares and to allocate these warrants to all shareholders without consideration while a takeover bid for the Company is in progress.

The aggregate par value of the shares that may be issued on exercise of said stock warrants shall not exceed €160 million, to be deducted from the ceilings specified in the tenth, eleventh, twelfth, thirteenth and fifteenth resolutions, and the number of warrants that may be issued shall not exceed 160,000,000.

The Annual Meeting gives full powers to the Managing Board to set the terms of exercise of the stock 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. The stock warrants shall expire *ipso jure* when the takeover bid or any competing bid fails, expires or is withdrawn.

This authorization automatically entails the waiver by stockholders of their pre-emptive right to subscribe for any shares to be issued on exercise of the stock warrants.

Seventeenth Resolution

Authorization to be given to the Managing Board to grant stock options

The Extraordinary Meeting, having considered the Report of the Managing Board, the Report of the Supervisory Board and the Auditors' Special Report, resolves to authorize the Managing Board to grant stock options on one or several occasions, to the employees, executives or officers of Peugeot S.A. or related entities, exercisable for Peugeot S.A. shares bought back by the Company for this purpose.

The Managing Board shall use the authorization as provided for by law.

Subject to the provisions of the law, the option exercise price will be set by the Managing Board on the option grant date, at an amount not less than (i) the average of the opening prices quoted for the Company's shares on Euronext over the twenty trading days that precede the Managing Board's decision to grant the options and (ii) the average price paid for the shares held by the Company in treasury pursuant to Articles L.225-208 and L.225-209 of the Commercial Code.

The number of shares to be issued upon exercise of the options may not exceed 2,500,000.

This authorization will be valid until August 31, 2008.

The Extraordinary Meeting gives full powers to the Managing Board to act on this authorization, and in particular to set the maximum number of options that may be granted to a single grantee, determine the terms and conditions of grant and make the necessary adjustments in the event of corporate actions undertaken after the date of grant.

The option exercise period may not exceed eight years.
