



Description of the Peugeot S.A. Share Buyback Program Submitted to Stockholder Approval At the May 28, 2008 Annual Meeting

The following is a description of the purposes and terms of the Peugeot S.A. share buyback program submitted to stockholder approval at the May 28, 2008 Annual Meeting. This information is provided in compliance with articles 241-1 to 242-7 of AMF General Rules and Regulations and article L. 451-3 of the French Monetary and Financial Code.

This description includes the special report on operations undertaken in the framework of the previous buyback program approved by the General Meeting of May 23, 2007.

1. Date of the Annual Meeting called to approve the new buyback program

May 28, 2008 (12th resolution).

2. Number of shares and percentage of issued capital held by the issuer

As of March 31, 2008, there were 234,280,298 Peugeot S.A. shares outstanding, of which 6,080,214, or 2.60% of the total, were held by the Company.

3. Intended use of the shares held directly or indirectly by the issuer

As of March 31, 2008, Peugeot S.A. owned a total of 6,080,214 of its own shares, of which 5,848,714 are being held for attribution on the exercise of stock options and 231,500 are scheduled to be cancelled.

4. Intended use of the shares to be purchased under the new program

Shares bought back under the program may be used:

- for attribution on the exercise of stock options granted to employees, executives or officers of the Company or any related entity,
- for attribution on redemption, conversion or exercise of share equivalents,
- to reduce the Company's issued capital.

5. Maximum percentage of issued capital, maximum number of shares and characteristics of the shares

The maximum purchase price is set at €65.00 per share (ISIN: FR00001211501).

Subject to stockholder approval, up to 17,000,000 shares may be purchased under the program.

In compliance with the law, the Company may never directly or indirectly own more than 10% of issued capital.

As a result, based on the 234,280,298 shares outstanding at March 31, 2008, less the 6,080,214 shares held in treasury at that date, up to 17,000,000 shares, representing 7.3% of the capital may be purchased. Based on the maximum price of €65.00 a share, this would represent a maximum investment of €1,105 million.

6. Term of the new share buyback program

Subject to stockholder approval, the shares may be bought back at any time during eighteen months from May 28, 2008 until November 28, 2009.

7. Share transactions under the previous program

<i>Period from May 23, 2007 to March 31, 2008</i>	<i>Total transactions</i>		<i>Open positions as of March 31, 2008</i>	
	<i>Purchases</i>	<i>Sales/Transfers*</i>	<i>Open buy positions</i>	<i>Open sell positions</i>
<i>Number of shares</i>	1,250,000	650,703	None	None
<i>Average exercise price</i>	€60.62/share	€41.35/share		
<i>Amounts</i>	€75,771,964	€26,907,698		

*Corresponding entirely to the exercise of 650,703 stock options.

This description may be freely consulted at the Company's headquarters:

75, Avenue de la Grande-Armée
75116 Paris
France

and on the website of PSA Peugeot Citroën (www.psa-peugeot-citroën.com).

It is also available on request.