Combined Annual and Extraordinary Stockholders' Meeting

Wednesday, May 28, 2008

at 10:00 a.m. at the Company's headquarters
75, avenue de la Grande-Armée – 75116 Paris – France

Presentation of the Resolutions

Stockholders will be asked to approve twelve ordinary resolutions and three extraordinary resolutions.

I – Ordinary resolutions

The **first resolution** invites stockholders to approve the annual financial statements for the year ended December 31, 2007, showing net profit of €525,580,339.

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, 2007, showing net profit of €525,580,339.33, as well as the transactions reflected in these financial statements or disclosed in these reports.

The **second resolution** invites stockholders to approve the 2007 consolidated financial statements of PSA Peugeot Citroën, showing net profit attributable to equity holders of the parent of €885 million.

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, the Report of the Supervisory Board and the Auditors' Report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2007, as presented.

The **third resolution** concerns the appropriation of profit for the year and the payment of a dividend. The recommended dividend amounts to €1.50 per share. If approved by stockholders, it will be paid on June 4, 2008. Based on the number of shares outstanding at December 31, 2007, the recommended dividend represents a total payout of €351 million, or 39.7% of consolidated net profit for the year.

Third Resolution

Appropriation of profit

The Annual Meeting notes that distributable profit, representing net profit for the year of €525,580,339.33 plus retained earnings brought forward from the prior year in an amount of €632,089,020.73, totals €1,157,669,360.06.

The Annual Meeting resolves to appropriate distributable profit as follows:

- To the payment of a dividend	***€351,420,447.00***
- To other reserves	***€100,000,000.00***
- To unappropriated retained earnings	***€706,248,913.06***

The dividend of €1.50 per share will be paid as from June 4, 2008. Eligible stockholders* will be entitled to 40% tax relief (General Tax Code, Article 158, paragraphs 3-2 to 4) on the total dividend. Alternatively, if eligible, they may elect to pay the flat rate withholding tax (General Tax Code, Article 117 quater).

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, 2004, 2005 and 2006 were as follows:

Year	Shares carrying dividend rights	Dividend
2004	229,803,390 shares with a par value of €1	€1.35
2005	229,146,756 shares with a par value of €1	€1.35
2006	228,805,381 shares with a par value of €1	€1.35

** For individuals who are tax residents of France.*

The **fourth resolution** concerns Marc Friedel, whose term as Supervisory Board member expires at this Annual Meeting. Stockholders are invited to re-elect him for a new six-year term, to end at the Annual Meeting to be called in 2014 to approve the 2013 financial statements.

Marc Friedel	Consultant
First elected to the Supervisory Board: June 26, 1996 Current term expires: 2008 Born July 21, 1948 **Member of the Supervisory Board** **Member of the Finance Committee** Office address: 1, rue Ballu 75009 Paris France	**Other directorships as of December 31, 2007:** Permanent representative of Sofinaction (CIC Group) on the Board of Société Nancéienne Varin-Bernier (SNVB). **Former directorships held in the past five years:** Member of the Supervisory Board of Presses Universitaires de France. Vice-Chairman of the Board of Librairie Ernest Flammarion. **Related expertise and professional experience:** From 1989 to 1999, Marc Friedel served as Chairman and Chief Executive Officer of Berger-Levrault, a company listed on the Paris Bourse. **Number of Peugeot S.A. shares owned at December 31, 2007:** 150.

Fourth Resolution

Re-election of a member of the Supervisory Board

The Annual Meeting, voting on a motion tabled by the Supervisory Board, re-elects Marc Friedel as member of the Supervisory Board for a six-year term ending at the Annual Stockholders' Meeting to be called in 2014 to approve the 2013 accounts.

The **fifth resolution** concerns the ratification of related party agreements that have been approved by the Supervisory Board. These agreements are described in the Auditors' Special Report contained in the Registration Document. New agreements approved by the Supervisory Board during the year concern the application of the pension plan and result from changes in the membership of the Managing Board.

Fifth Resolution

Approval of the Auditors' Special 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.

The **sixth to tenth resolutions** concern related party agreements with the five members of the Managing Board. Last year, the Annual Meeting approved an agreement describing the terms under which the employment contracts of Managing Board members would resume following termination of their functions as corporate officers. Under the terms of the agreement, in such a case, their annual compensation under the employment contract would be equal to their latest base salary, as decided by the Supervisory Board, plus the average of the last three years' incentive bonuses, and their entire term as member of the Managing Board would be taken into account for the purpose of calculating their seniority under the employment contract. Starting from this year, in line with Article L. 225-90-1 of the French Commercial Code, the resumption of their employment contracts on the basis described above will depend on the performance targets set by the Supervisory Board being met, as reflected in their average incentive bonus for their most recent term as Managing Board member, which must have been at least equal to 60% of their average salary for the period. These rules may be adjusted in exceptional circumstances, at the Supervisory Board's discretion. The sixth to tenth resolutions are designed to obtain stockholder approval of the new rules.

Sixth Resolution

Approval of a related party agreement setting out the terms under which Christian Streiff's employment contract would resume following termination of his functions as corporate officer

The Annual Meeting, having considered the Auditors' Special Report on commitments governed by Article L. 225-90-1 of the French Commercial Code, approves the commitments described in this report concerning the terms under which Christian Streiff's employment contract would resume following termination of his functions as corporate officer.

Seventh Resolution

Approval of a related party agreement setting out the terms under which Jean-Philippe Collin's employment contract would resume following termination of his functions as corporate officer

The Annual Meeting, having considered the Auditors' Special Report on commitments governed by Article L. 225-90-1 of the French Commercial Code, approves the commitments described in this report concerning the terms under which Jean-Philippe Collin's employment contract would resume following termination of his functions as corporate officer.

Eighth Resolution

Approval of a related party agreement setting out the terms under which Gilles Michel's employment contract would resume following termination of his functions as corporate officer

The Annual Meeting, having considered the Auditors' Special Report on commitments governed by Article L. 225-90-1 of the French Commercial Code, approves the commitments described in this report concerning the terms under which Gilles Michel's employment contract would resume following termination of his functions as corporate officer..

Ninth Resolution

Approval of a related party agreement setting out the terms under which Grégoire Olivier's employment contract would resume following termination of his functions as corporate officer

The Annual Meeting, having considered the Auditors' Special Report on commitments governed by Article L. 225-90-1 of the French Commercial Code, approves the commitments described in this report concerning the terms under which Grégoire Olivier's employment contract would resume following termination of his functions as corporate officer.

Tenth Resolution

Approval of a related party agreement setting out the terms under which Roland Vardanega's employment contract would resume following termination of his functions as corporate officer

The Annual Meeting, having considered the Auditors' Special Report on commitments governed by Article L. 225-90-1 of the French Commercial Code, approves the commitments described in this report concerning the terms under which Roland Vardanega's employment contract would resume following termination of his functions as corporate officer.

The **eleventh resolution** concerns the directors' fees awarded to the Supervisory Board. Stockholders will be asked to set these fees at €600,000 for the current year and each subsequent year until a new resolution is adopted. The increase in the fees—the first since the Annual Meeting of May 26, 2004—recognizes the significant rise in the volume of work performed by the Supervisory Board and the committees of the Board, and in the amount of time spent on Supervisory Board business by its members. The fee per person remains in line with the market average for similar sized companies.

Eleventh Resolution

Setting directors' fees (Supervisory Board)

The Annual Meeting resolves to set at €600,000 the total fees payable to the members of the Supervisory Board for the current year and each subsequent year until a new resolution is adopted.

The **twelfth resolution** invites stockholders to authorize the Managing Board to carry out a share buyback program. The authorization is sought for a period of up to eighteen months, i.e. until November 28, 2009.

It could be used to buy back up to 17 million shares of Peugeot S.A. stock, representing 7.3% of issued capital, in order to reduce the Company's capital or to acquire shares for attribution on exercise of stock options or on redemption, conversion, exchange or exercise of share equivalents. The maximum purchase price would be set at €65 per share.

The authorization replaces that given at the Annual Meeting of May 23, 2007. The program would concern a maximum of 17 million shares. This corresponds to the number of shares that may be bought back taking into account the 10% limit on treasury stock and the number of shares already held in treasury. At December 31, 2007, the Group held 6,097,714 shares in treasury, representing 2.6% of issued capital, including 5,866,214 shares held for allocation on exercise of stock options and 231,500 scheduled to be canceled.

If the Group were to use this authorization for any purpose other than the allocation of shares on exercise of stock options, it would do so while maintaining careful control over its net financial position. In 2007, the Group bought back 1,250,000 shares at an average price of €60.62, including 1,155,000 set aside for allocation on exercise of stock options granted under the August 2007 plan.

In compliance with Article L. 225-209 of the French Commercial Code and Articles 241-1 to 6 of the AMF General Rules and Regulations, a description of the new program will be available in the Stockholder/AMF Regulated Information section of the Company's website www.psa-peugeot-citroen.com, as well as on the AMF website www.amf-france.org

Twelfth 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 a maximum of 17,000,000 shares under this authorization, which is granted for a period of eighteen months from May 28, 2008 and replaces with immediate effect the previous authorization granted by the Annual Meeting held on May 23, 2007.

■ II – Extraordinary resolutions

The extraordinary resolutions concern renewal of the authorizations given at the Extraordinary Meeting of May 23, 2007.

The **thirteenth resolution** would renew the authorization granted to the Managing Board to reduce the Company's capital by canceling shares acquired under the buyback program, within the limit of 10% of the capital stock in any twenty-four month period. This authorization would be used, in particular, to cancel the 231,500 shares held in treasury at December 31, 2007, recorded under "Shares in the process of being canceled".

Thirteenth Resolution

Authorization 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 twelfth resolution of this Meeting, provided that the number of shares canceled in any twenty-four month period does not exceed 10% 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.

The **fourteenth resolution** renews the eighteen-month authorization given to the Managing Board to issue, cancel or buy back Peugeot S.A. shares while a takeover bid for the Company is in progress, using the authorizations given in the tenth, eleventh and twelfth resolutions of the Extraordinary Meeting of May 23, 2007 and the twelfth and thirteenth resolutions of this meeting.

Fourteenth Resolution

Authorization to use 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 twelfth and thirteenth resolutions of this Meeting and the tenth, eleventh and twelfth resolutions of the Extraordinary Meeting of May 23, 2007 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.

The **fifteenth resolution** would give the Managing Board an eighteen-month authorization, with immediate effect, to issue stock warrants exercisable on preferred terms for Peugeot S.A. shares while a takeover bid for the Company is in progress. The warrants would be issued in application of the reciprocity clause, according to which a company is not required to obtain stockholder approval of anti-takeover defenses if the bid is made by a company that itself (or its controlling entity) is not obliged to seek such approval.

The aggregate par value of shares issued on exercise of the stock warrants would not exceed €160 million. This amount would be deducted from the ceilings specified in the tenth, eleventh and twelfth resolutions of the Extraordinary Meeting of May 23, 2007 and the fourteenth resolution of this meeting, which provide for capital increases of similar amounts. The number of warrants issued would not exceed 160 million.

The Managing Board would have full powers to decide 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, as provided by law.

Fifteenth Resolution

Authorization 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 French 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 S.A. 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 and twelfth resolutions of the Extraordinary Meeting of May 23, 2007 and the fourteenth resolution of this Meeting, and the number of warrants that may be issued shall not exceed 160 million.

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.