

Notice

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18 September 2013

**PEUGEOT S.A.
(THE COMPANY)**

ANNOUNCES THE RESULTS OF THE TENDER OFFER IN RESPECT OF ITS OUTSTANDING

**€850,000,000 4.000% NOTES DUE OCTOBER 2013 (ISIN: FR0010957274) ISSUED IN TWO
TRANCHES AND LISTED ON EURONEXT PARIS (THE 2013 NOTES)
€750,000,000 8.375% NOTES DUE JULY 2014 (ISIN: FR0010780452)
LISTED ON THE LUXEMBOURG STOCK EXCHANGE (THE 2014 NOTES)
€500,000,000 5.625% NOTES DUE JUNE 2015 (ISIN: FR0010915116)
LISTED ON EURONEXT PARIS (THE 2015 NOTES)
€500,000,000 6.875% NOTES DUE MARCH 2016 (ISIN: FR0011124544)
LISTED ON EURONEXT PARIS (THE 2016 NOTES)**

benefiting from the GIE PSA Trésorerie Garantie

(THE 2013 NOTES, 2014 NOTES, 2015 NOTES, 2016 NOTES TOGETHER, THE NOTES)

This Notice must be read in conjunction with the tender offer memorandum dated 10 September 2013 (the Tender Offer Memorandum) which has been prepared in relation to the Tender Offer. Capitalised terms used in this Notice and not otherwise defined herein shall have the meanings ascribed to them in the Tender Offer Memorandum.

On 10 September 2013, the Company announced the launch of a Tender Offer to Qualifying Holders (as defined in the Tender Offer Memorandum) of the Notes. Under the terms of the Tender Offer, Qualifying Holders (subject to offer restrictions), were invited to tender Notes held by such holders for purchase by the Company for cash for a targeted tender amount of Notes of €300,000,000 in aggregate principal amount.

The Tender Offer expired at 16:00 hours CET on 17 September 2013.

Final Results of the Tender Offer

The Company is pleased to announce the final results of the Tender Offer as follows:

Total aggregate principal amount of Notes accepted: €300,000,000

2013 Notes

Final aggregate principal amount of 2013 Notes accepted: €75,003,000

2013 Notes Tender Pro-Rating Factor: 0.248769

2013 Notes Tender Price: 100.50%

2013 Notes Accrued Interest: 3.583562%

Aggregate nominal amount of 2013 Notes outstanding after Settlement Date: €774,997,000

2014 Notes

Final aggregate principal amount of 2014 Notes accepted: €82,229,000

2014 Notes Tender Pro-Rating Factor: 0.469990
2014 Notes Tender Price: 105.60%
2014 Notes Accrued Interest: 1.537329%
Aggregate nominal amount of 2014 Notes outstanding after Settlement Date: €667,771,000

2015 Notes

Final aggregate principal amount of 2015 Notes accepted: €40,000,000
2015 Notes Tender Pro-Rating Factor: 0.523799
2015 Notes Tender Price: 105.60%
2015 Notes Accrued Interest: 1.279110%
Aggregate nominal amount of 2015 Notes outstanding after Settlement Date: €460,000,000

2016 Notes

Final aggregate principal amount of 2016 Notes accepted: €102,768,000
2016 Notes Tender Pro-Rating Factor: accepted in full
2016 Notes Tender Price: 107.90%
2016 Notes Accrued Interest: 3.277397%
Aggregate nominal amount of 2016 Notes outstanding after Settlement Date: €397,232,000

Settlement

The Settlement Date for the Tender Offer shall be 20 September 2013. All sales pursuant to the Tender Offer will settle through the normal procedures of Euroclear France, Euroclear and Clearstream, Luxembourg. On the Settlement Date, the Company shall pay or procure the payment of, to each Qualifying Holder which has validly submitted an Offer to Sell by the Expiration Time on the Expiration Date, an amount in cash equal to the relevant Tender Consideration in respect of the principal amount of the 2013 Notes, 2014 Notes, 2015 Notes and/or 2016 Notes validly tendered and delivered by such Qualifying Holder and accepted for purchase by the Company.

Payment of the relevant Tender Consideration, by or on behalf of the Company shall fully and finally discharge its obligations to the relevant Qualifying Holders in respect of the Notes validly tendered and delivered and accepted for purchase by the Company pursuant to the Tender Offer. Under no circumstances will any additional interest be payable by the Company to a Qualifying Holder due to any delay in the transmission of funds from the relevant Clearing System or any other intermediary with respect to such Notes of that Qualifying Holder.

Notes purchased by the Company pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold.

Notes which have not been validly submitted and accepted for purchase pursuant to the Tender Offer will remain outstanding after the Settlement Date and will continue to benefit from the GIE PSA Trésorerie Guarantee in accordance with its terms.

Any charges, costs and expenses charged by any Qualifying Holder's Intermediary shall be borne by such Qualifying Holder.

Contact Information

The Dealer Managers of the Tender Offer are:

Dealer Managers

Joint Lead Dealer Managers

BNP PARIBAS

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Société Générale

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Attn: Liability Management

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Email: liability.management@sgcib.com

Co-Lead Dealer Manager

Raiffeisen Bank International AG

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Attn: Debt Syndication

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Email: syndication@rbinternational.com

The Tender Agent for the Tender Offer is:

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France
Attn: Corporate Trust Services
Tel: +33 1 55 77 61 60
Fax: +33 1 57 43 31 38
Email: paris.bp2s.ost.ope.tcinbox@bnpparibas.com

The Information Agent for the Tender Offer is:

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93500 Pantin
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Attn: Corporate Trust Services
Tel: +33 1 57 43 10 77
Email: paris.bp2s.information.agent@bnpparibas.com

Copies of the Tender Offer Memorandum are available upon request addressed to the Dealer Managers or the Information Agent.

DISCLAIMER

The Dealer Managers do not take responsibility for the contents of this announcement. This announcement must be read in conjunction with the Tender Offer Memorandum. No invitation to tender any Notes is being made pursuant to this notice. Any such invitation was only made in the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information.

OFFER RESTRICTIONS

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers, the Tender Agent and the Information Agent to inform themselves about, and to observe, any such restrictions. Please also refer to the Tender Offer Memorandum for a full description of such restrictions.