

*This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English-speaking users.*

*The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.*

*This report also includes information relating to the specific verification of information given in the group's management report.*

*This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.*

## **Peugeot S.A.**

Year ended December 31, 2015

**Statutory auditors' report  
on the consolidated financial statements**

**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Year ended December 31, 2015

### **Statutory auditors' report on the consolidated financial statements**

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2015, on:

- the audit of the accompanying consolidated financial statements of Peugeot S.A.;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the managing board. Our role is to express an opinion on these consolidated financial statements based on our audit.

#### **I. Opinion on the consolidated financial statements**

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the group as at December 31, 2015 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

## **II. Justification of our assessments**

In accordance with the requirements of article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- The preparation of the consolidated financial statements requires your group to make estimates and assumptions regarding the valuation of certain assets, liabilities, income and expenses, the most significant of which are outlined in note 2.2 to the consolidated financial statements "Accounting principles - Use of Estimates and Assumptions". For all of these matters, we examined the appropriateness of the accounting rules and methods used and the information given in this note to the consolidated financial statements. In addition, we examined the consistency of the assumptions used, their translation into figures, and the available documentation, and on that basis we assessed the reasonableness of the estimates made.
- Note 8.3 to the consolidated financial statements "Asset Impairment" describes the accounting methods and assumptions used for impairment tests. We verified that the impairment tests were carried out correctly, and the reasonableness of the underlying estimates and assumptions, we reviewed the calculations which led to the recognition of the impairment and we verified that this note to the consolidated financial statements provides relevant information.
- As indicated in note 14 to the consolidated financial statements "Income taxes", deferred tax assets and liabilities are accounted for in the statement of financial position. This note indicates, amongst other things, that the existing tax-loss carry forwards relating to the French tax consolidation which have not been offset by deferred tax liabilities as of December 31, 2015 have not been recognized, on the basis of tax estimates consistent with the impairment testing of the Automotive Division CGU. We examined the group's tax forecasts, deferred tax assets and liabilities timelines and the consistency of overall assumptions used for this depreciation.
- We reviewed the information relating to the partnership between your group and Santander Consumer Finance referred to in note 3.3 A) to the consolidated financial statements "Partnership with Santander". We verified reclassifications and restatements of comparative periods, valuation of assets and liabilities held for sale or to be continued in partnership and the presentation of these impacts in accordance with IFRS 5 as described in note 3.3 to the consolidated financial statements "Assets And Operations Held For Sale Or To Be Continued In Partnership".

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

## **III. Specific verification**

As required by law we have also verified, in accordance with professional standards applicable in France, the information presented in the group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors

Christian Mouillon

Marc Stoessel

*This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users.*

*The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.*

*This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to the shareholders.*

*This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.*

## **Peugeot S.A.**

Year ended December 31, 2015

**Statutory auditors' report on the financial statements**

**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Year ended December 31, 2015

### **Statutory auditors' report on the financial statements**

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2015, on:

- the audit of the accompanying financial statements of Peugeot S.A.;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the managing board. Our role is to express an opinion on these financial statements based on our audit.

#### **I. Opinion on the financial statements**

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at December 31, 2015 and of the results of its operations for the year then ended in accordance with French accounting principles.

## II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

At each balance sheet date, your company determines the value in use of its "Shares in subsidiaries and affiliates" and "Other investments" according to the methods described in notes 1B and 1C to the financial statements, and sets aside a provision for impairment when the carrying amount exceeds the value in use, as specified in notes 5 and 7 to the financial statements. As part of our assessment of the accounting principles applied and of significant estimates made to prepare the financial statements, we verified the appropriateness of the accounting methods described in the notes to the financial statements and correct application thereof, as well as of the reasonableness of the underlying estimates.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

## III. Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the managing board and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L. 225-102-1 of the French commercial code (*Code de commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders or the holders of the voting rights has been properly disclosed in the management report.

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors

Christian Mouillon

Marc Stoessel

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

**PEUGEOT S.A.**

Year ended December 31, 2015

**Statutory Auditors' Special Report  
On Related Party Agreements and Commitments**



**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **PEUGEOT S.A.**

Year ended December 31, 2015

### **Statutory Auditors' Special Report on Related Party Agreements and Commitments**

To the Shareholders,

In our capacity as Statutory Auditors of your company, we hereby report to you on related party agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the principal terms, conditions and benefits for the company of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R.225-58 of the French Commercial Code (Code de commerce), it is the responsibility of shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is our responsibility to report to the shareholders the information pursuant to Article R.225-58 of the French Commercial Code (Code de commerce) relating to agreements and commitments previously approved by the Shareholders' Meeting during the year.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

## 1. AGREEMENTS AND COMMITMENTS SUBMITTED FOR THE APPROVAL OF THE SHAREHOLDERS' MEETING

---

### Agreements and commitments authorized during the year

In accordance with Article L.225-88 of the French Commercial Code (*Code de commerce*), we were informed of the following agreement authorized by the Supervisory Board of Peugeot S.A.

#### *Related party agreements taken in favor of the Managing Board members (deletion of the pension plan with fixed contributions and commitment of a new pension plan)*

The Supervisory Board of Peugeot S.A. approved on December 15, 2015 the conclusion of the following agreements:

- The termination of the current pension plan with fixed contributions practical to the Managing Board members on December 31, 2015 and the deletion of associated advantages.
- The commitment of a new pension plan applicable to the Managing Board members from January 1, 2016, which grants:
  - o Yearly contribution to the pension plan, equal to 25% of the sum of fixed and variable yearly salary. This yearly contribution is composed of 50% of subscription to an independent organization within the frame of an optional pension plan with fixed contributions (article 82) and 50% of cash considering pre-taxes.
  - o Contribution of an amount calculated from rights cumulated on the previous pension plan until the end of 2015, reduced by a coefficient based on the age, the time spent in the plan and the time spent in the Group. The contribution is composed of 50% of subscription to an independent organization and 50% of cash. Contribution will be spread over 3 years, hence yearly for the Managing Board members: €470,000 for Mr. Tavares, €332,000 for Mr. de Chatillon, €486,667 for Mr. Olivier and €510,000 for Mr. Quémard (amounts subject to taxes, net amounts are around 50% of the previous). Contributions are contingent on the presence within the Group at the end of each year.

The decisions of the Supervisory Board of Peugeot S.A. have taken into consideration the advantages and disadvantages linked to the transition from the pension plan with fixed contributions to the new pension plan. In particular the fact that it is less costly for the Group.

## 2. AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE SHAREHOLDERS' MEETING

### **Agreements and commitments approved in previous years and continued over the current year**

In accordance with Article R.225-57 of the French Commercial Code (*Code de commerce*), we were informed that the following agreements and commitments approved by your Shareholders' Meeting in previous years remained in force during the past year.

### ***Agreement between entities with common directors or shareholder with more than 10% of your company***

#### 2.1. Agreements concluded in the context of the acquisition of minority interest into the capital of Peugeot S.A. by Dongfeng Motor Group Company Ltd. ("DongFeng") and the French State

The Supervisory Board of Peugeot S.A. approved on February 18, 2014 (Memorandum of Understanding) and on March 18, 2014 (Master Agreement as well as other agreements mentioned below) the following agreements:

- A "Memorandum of Understanding" dated February 18, 2014, with DongFeng, the French State, companies EPF and FFP designed to, firstly, formalize the principles applicable to capital transactions regarding the minority participations operations by DongFeng and the French State, as well as governance rules to set up after these capital transactions and, secondly, frame discussions and work to be done for the implementation of these capital transactions, this implementation being subject to the subsequent signing of a final legal documentation.
- A "Master Agreement" dated March 26, 2014, with DongFeng, the French State, EPF and FFP in accordance with the Memorandum of Understanding, and substituting the latter, designed to detail the terms and conditions of capital transactions and governance rules of these capital transactions.

In application of the "Master Agreement" arrangements, the following agreements which remained in force during the past year were signed by Peugeot S.A. on April 28, 2014:

- A "Shareholders Agreement", signed with DongFeng, the French State, EPF and FFP, designed to frame the rules and principles applicable between the parties after the entry of DongFeng and the French State into the capital of Peugeot S.A. in terms of governance and acquisition or sale of shares. The rules and principles contained in the "Shareholders Agreement" are the ones set out in section 22 of the Registration Document filed with the AMF on April 2, 2014.
- A "Letter Agreement" signed with EPF and FFP on the commitment of EPF and FFP to neutralize, for 2 years from the capital increase with preferential right subscription, the impact of their double voting rights for the number of shares held after the capital increase with preferential subscription rights. Under this "Letter Agreement", Peugeot S.A. agrees to ensure the practical application of the commitment taken by EPF and FFP, on any Shareholders' Meeting to be held within the period of 2 years.

*Shareholders with more than 10% concerned: Etablissements Peugeot Frères and FFP*

*Directors concerned at the time of approval of the convention: Mrs Marie-Hélène Roncoroni and Messrs Thierry Peugeot, Jean-Philippe Peugeot and Robert Peugeot.*

*Directors concerned at the date of this report: Mrs Marie-Hélène Roncoroni and Mr Robert Peugeot.*

## 2.2 Guarantee granted to issues of debt securities of the company Banque PSA Finance ("BPF") from the French State

The Supervisory Board of Peugeot S.A. has authorized on December 16, 2014 the conclusion of the support protocol granted by the French State, consisting in guarantee on some issues of debt securities by BPF in December 23, 2014.

This protocol replaces the protocol signed between the same parties on October 28, 2013 to take into consideration the entry of the French State into the capital of Peugeot S.A. in May 2014 and the conclusion in 2014 of a framework agreement between BPF and Santander Consumer Finance on a partnership in Europe concerning automobile financing, which allows refinancing BPF without resort to the French State guarantee and, therefore, an early waiver of any future issuance of bonds guaranteed by the State.

This protocol provides:

- A control of the guarantee granted by the State, consisting of a monitoring committee composed of representatives of the PSA Peugeot Citroën Group and the French State and including for Peugeot S.A. and BPF periodic information on the financial position of BPF to the French State;
- The need for Peugeot S.A. to obtain prior approval from the French State, if BPF does not reach solvency and liquidity ratios, to distribute dividends, reserves, premiums or any other assets, to buy back shares or to reduce capital, and to grant to members of the Peugeot S.A. Managing Board variable remunerations, bonuses or severance pay, stock options or stock purchase, free stocks or other securities giving access to the capital.

Thanks to the joint ventures between Banque PSA Finance and Santander Consumer Finance which started their activities during 2015 in France and in the United Kingdom, Banque PSA Finance has announced that the French State guarantee will no longer be used for debt securities issuance.

As of December 31, 2015, Banque PSA Finance's debts guaranteed by French State amount to €257 million.

*Director concerned at the time of approval of the convention: Mr Bezard.*

*Director concerned at the date of this report: Mr Bezard.*

2.3 Surety and guarantee granted to the European Investment Bank ("EIB") in connection with loans granted to Peugeot Citroën Automobiles SA ("PCA")

- On July 30, 2013 and October 22, 2013, the Supervisory Board authorized a surety agreement and an agreement to pledge securities with the EIB in connection with the €300 million loan granted by the EIB to PCA (« Euro 6.2 R&D » project). This loan was partially reimbursed for €60 million in 2014 and €60 million in 2015.

Under these agreements, Peugeot S.A. granted a joint and several guarantee to the EIB on behalf of its subsidiary PCA, covering all amounts including principal, interest and any ancillary sums due by PCA under the EIB loan. It also undertook to pledge securities to the EIB as guarantee for PCA's payment and repayment obligations, covering 20% of 110% of the amount outstanding under the loan.

In 2015, the fee invoiced by Peugeot S.A. in respect of this agreement amounts to €356,500.

*Common directors at the signing date of the agreement: Messrs Varin, Faury and Chasseloup de Chatillon.*

*Common director at the date of this report: Mr Tavares.*

- On July 27, 2010, the Supervisory Board of Peugeot S.A. authorized a surety agreement with the EIB in connection with its €200 million loan granted to PCA for a maximum term of seven years ("Hybrid car" project). This loan was partially reimbursed for €40 million in 2013, €40 million in 2014 and €40 million in 2015.

Under this agreement, Peugeot S.A. granted a joint and several guarantee to the EIB on behalf of its subsidiary PCA, covering all amounts including principal, interest and any ancillary sums due by PCA under the EIB loan.

In 2015, the fee invoiced by Peugeot S.A. in respect of this agreement amounts to €152,500.

*Common directors at the signing date of the agreement: Messrs Varin, Faury and Saint-Geours.*

*Common director at the date of this report: Mr Tavares.*

- On July 26, 2011, the Supervisory Board of Peugeot S.A. authorized a surety agreement to pledge securities with the EIB in connection with the €125 million loan granted by the EIB to PCA (« Small cars convergence area » project). This loan was partially reimbursed for €25 million in 2013, €25 million in 2014 and €49 million in 2015.

Under this agreement, Peugeot S.A. granted a joint and several guarantee to the EIB on behalf of its subsidiary PCA, covering all amounts including principal, interest and any ancillary sums due by PCA under the EIB loan.

In 2015, the fee invoiced by Peugeot S.A. in respect of this agreement amounts to €74,763.

*Common directors at the signing date of the agreement: Messrs Varin, Faury and Saint-Geours.*

*Common director at the date of this report: Mr Tavares.*

- On February 12, 2013, the Supervisory Board authorized a surety agreement with the EIB in connection with the "Euro 6.2 R&D" project for €300 million, the "Hybrid car" project for €200 million and the "Small cars convergence area" project for €125 million loans granted to PCA.
- Under this agreement, your company has set up a collateral account in favor of the EIB, up to an initial amount equal to €132 million (€34.25 million at December 31, 2015), to guarantee the reimbursement by PCA of the loans to the bank.

No fee was invoiced by Peugeot S.A. in respect of this agreement in 2015.

*Common directors at the signing date of the agreement: Messrs Varin, Faury and Chasseloup de Chatillon.*

*Common director at the date of this report: Mr Tavares.*

#### 2.4 Cash collateral to secure the payment obligations of Automobile Peugeot ("AP"), Automobile Citroën ("AC") and Peugeot Citroën Automobiles ("PCA")

On December 18, 2012, the Supervisory Board authorized a cash collateral to secure the payment obligations of AP, AC and PCA.

In the context of a sale of receivables program arranged by Crédit Agricole Corporate and Investissement Bank in which PCA, AP and AC participated, Peugeot S.A. provided a cash collateral in favor of Ester Finance Titrisation, dealer of the receivables, in order to secure the payment obligations of PCA, AP and AC in respect of the program documentation.

For that purpose, the "Cash Collateral Agreement" was signed on December 20, 2012 between Peugeot S.A., Crédit Agricole Corporate and Investment Bank and Ester Finance Titrisation.

Originally, the "Cash Collateral Agreement" amounted to €30 million. It amounts to €15 million as of December 31, 2015.

In 2015, the guarantee commission charged by Peugeot S.A. to each of the three entities (AP, AC and PCA) amounts to €9,282.

*Common directors at the signing date of the agreement: Messrs Varin, Faury, Chasseloup de Chatillon and Saint-Geours.*

*Common directors at the signing date of this report: Messrs Tavares and Chasseloup de Chatillon.*

#### 2.5 Share of Group general and administrative expenses

In 2015, a total amount of €100,010,171 was received by Peugeot S.A. in respect of subsidiaries' share of Group general and administrative expenses.

*Common directors at the date of this report:*

- *For PCA: Mr Tavares.*
- *For AP and AC: Mr Chasseloup de Chatillon.*
- *For Banque PSA Finance "BPF": Messrs Tavares and Chasseloup de Chatillon.*

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors

Christian Mouillon

Marc Stoessel

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

**Peugeot S.A.**

Year ended December 31, 2015

**Statutory auditors' report prepared in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), on the report prepared by the chairman of the supervisory board of Peugeot S.A.**



**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Year ended December 31, 2015

**Statutory auditors' report prepared in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), on the report prepared by the chairman of the supervisory board of Peugeot S.A.**

To the Shareholders,

In our capacity as statutory auditors of Peugeot S.A., and in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), we hereby report on the report prepared by the chairman of your company in accordance with article L. 225-68 of the French commercial code (*Code de commerce*) for the year ended December 31, 2015.

It is the chairman's responsibility to prepare and submit for the supervisory board's approval a report on the internal control and risk management procedures implemented by the company and to provide the other information required by article L. 225-68 of the French commercial code (*Code de commerce*) relating to matters such as corporate governance.

Our role is to:

- report on any matters as to the information contained in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- confirm that the report also includes the other information required by article L. 225-68 of the French commercial code (*Code de commerce*). It should be noted that our role is not to verify the fairness of this information.

We conducted our work in accordance with professional standards applicable in France.

## Information on the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consist mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the chairman's report is based and of the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our work are properly disclosed in the chairman's report.

On the basis of our work, we have no matters to report on the information relating to the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the chairman of the supervisory board in accordance with article L. 225-68 of the French commercial code (*Code de commerce*).

## Other information

We confirm that the report prepared by the chairman of the supervisory board also contains the other information required by article L. 225-68 of the French commercial code (*Code de commerce*).

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors

Christian Mouillon

Marc Stoessel

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

## **Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016

Fourteenth resolution

**Statutory auditors' report on the free allocation of existing shares or shares to be issued**

**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016  
Fourteenth resolution

### **Statutory auditors' report on the free allocation of existing shares or shares to be issued**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed free allocation of existing shares or shares to be issued, reserved for employees or some employees and directors or some directors of your company and group or economic interest companies in the meaning of article L. 225-197-2 of the French commercial code (*Code de commerce*), an operation upon which you are called to vote.

The number of shares that may be allocated cannot exceed 0.85% of the share capital as at the date of the managing board's decision, as it is specified that:

- The number of shares that may be allocated to members of managing board may not exceed more than 0.15% of the share capital, as assessed the day of the allocation decision by the member of managing. This ceiling will be deducted from the ceiling mentioned above of 0.85% of the share capital.
- The ceiling and sub-ceiling mentioned above don't take into account the number of shares that might be allocated to beneficiaries in addition to the shares originally allocated by the way of adjustments made to protect the right of beneficiaries in the event of a capital transaction during the acquisition period determined by the managing board.

Your managing board proposes that on the basis of its report, it be authorized, for a period of twenty-six months to allocate, for free, existing shares or shares to be issued subject to performance conditions.

It is the responsibility of the managing board to prepare a report on the proposed operation. Our role is to report, if necessary, on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the managing board's report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the managing board's report relating to the proposed free allocation of shares.

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors

Christian Mouillon

Marc Stoessel

*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

## **Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016  
Fifteenth resolution

**Statutory auditors' report on the issue of bonus share warrants in the event of takeover bids targeting the company's shares**

**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016  
Fifteenth resolution

### **Statutory auditors' report on the issue of bonus share warrants in the event of takeover bids targeting the company's shares**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L. 228-92 of the French commercial code (*Code de commerce*), we hereby report on the proposed issue of bonus share warrants in the event of takeover bids targeting the company's shares, an operation upon which you are called to vote.

Your managing board proposes that, on the basis of its report, it be authorized for a period expiring at the end of the offer period under any takeover bid and lodged within a period of eighteen months of this meeting, under article L. 233-32 II of the French commercial code (*Code de commerce*):

- to resolve to issue share warrants subject to article L. 233-32 II of the French commercial code (*Code de commerce*), with preferential subscription rights, for one or more shares in the company, and their allocation free of charge to all qualified shareholders before expiration of the takeover bid;
- to set the conditions under which the warrants may be exercised and the features of such warrants.

The maximal nominal amount of the shares thus issued may not exceed the ceiling of € 404,311,714 and the maximum number of share warrants may not exceed the number of shares outstanding at the time the share warrants are issued.

It is the responsibility of the managing board to prepare a report in accordance with articles R. 225-113 et seq. of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the managing board's report relating to this operation.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report on the information provided in the managing board's report on the proposed issue of bonus share warrants in the event of takeover bids targeting the company's shares.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your managing board has exercised this authorization.

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors Christian Mouillon

Marc Stoessel



*This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with and construed in accordance with French law and professional standards applicable in France.*

**Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016  
Sixteenth resolution

**Statutory auditors' report on the increase in capital reserved for employees who are members of a company savings scheme**

**MAZARS**  
61, rue Henri-Regnault  
92400 Courbevoie  
S.A. au capital de € 8.320.000

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

**ERNST & YOUNG et Autres**  
1/2, place des Saisons  
92400 Courbevoie - Paris-La Défense 1  
S.A.S. à capital variable

Commissaire aux Comptes  
Membre de la compagnie  
régionale de Versailles

## **Peugeot S.A.**

Extraordinary shareholders' meeting of April 27, 2016  
Sixteenth resolution

### **Statutory auditors' report on the increase in capital reserved for employees who are members of a company savings scheme**

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-135 et seq. of the French commercial code (*Code de commerce*), we hereby report on the proposal to authorize your managing board to decide whether to proceed with an increase in capital by an issue of ordinary shares and/or securities with cancellation of preferential subscription rights reserved for employees and eligible in accordance with legal stipulations who are members of a company savings scheme or a group savings scheme of Peugeot S.A. or French or foreign entity in the meaning of articles L. 225-180 of the French commercial code (*Code de commerce*) and L. 3344-1 of the French labour code (*Code du travail*), an operation upon which you are called to vote.

The maximum amount of the capital increase that may result from this issue amounted to € 8,086,234, it being specified that this amount will be deducted from the ceiling provided for in the eighteenth resolution of the mixed shareholders' meeting held on April 29, 2015.

This increase in capital is submitted for your approval in accordance with articles L. 225-129-6 of the French commercial code (*Code de commerce*) and L. 3332-18 et seq. of the French labour code (*Code du travail*).

Your managing board proposes that, on the basis of its report, it be authorized for a period of twenty-six months, to decide on whether to proceed with an increase in capital and proposes to cancel your preferential subscription rights. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the managing board to prepare a report in accordance with articles R. 225-113 and R. 225-114 of the French commercial code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in the report.

We have performed those procedures which we considered necessary to comply with professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the managing board's report relating to this operation and the methods used to determine the issue price of the shares.

Subject to a subsequent examination of the conditions for the increase in capital that would be decided, we have no matters to report as to the methods used to determine the issue price for the ordinary shares to be issued provided in the managing board's report.

As the final conditions for the increase in capital have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will issue a supplementary report, if necessary, when your managing board has exercised this authorization.

Courbevoie and Paris-La Défense, February 24, 2016

The statutory auditors  
*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Jean-Louis Simon

Jérôme de Pastors Christian Mouillon

Marc Stoessel