

PSA Peugeot Citroën launches “Accelerate”, an employee share offering dedicated to over 100,000 employees across 14 countries

As announced on February 18, 2014 as part of the proposed key transactions for the development and growth of the Group, PSA Peugeot Citroën announces the launch of “Accelerate”, the first Group-wide employee share offering.

This plan will be offered in 14 countries worldwide (including major European countries as well as Brazil and China) and covers approximately 100,000 Group employees. The goal of the offering is to involve employees in the company’s corporate turnaround project, “Back in the race”, as a complementary step to the capital increase which took place in the first half of 2014.

The offering concerns a maximum of 3,500,000 newly-issued shares. The settlement-delivery of shares should occur on January 29, 2015. The main terms and conditions of this offering are described below.

Issuer

Peugeot S.A. (the Company)
Compartment A – NYSE Euronext Paris (France)
Common share ISIN code: FR0000121501 UG

Scope of the Transaction - Offered Securities

The 21st resolution of the General Shareholders’ Meeting of April 25, 2014 authorized the Management Board to increase the share capital of the company of up to a maximum amount of 3,500,000 shares in connection with this offering.

In accordance with this authorization, the Management Board, with the approval of the Supervisory Board, decided, on May 22, 2014, on the principle of the plan within the maximum limit of 3,500,000 shares, approved the main features of the offering and delegated to the Chairman of the Management Board the powers required for its implementation.

According to the projected time line, the Chairman of the Management Board, acting on the delegation granted to him by the Management Board, will decide on the final terms and conditions of the offer on December 17, 2014, notably the dates of the revocation/subscription period and the subscription price of the new shares to be issued to employees. The subscription price will be equal to 80% of the “Reference Price.”

In accordance with the provisions of Article L. 3332-19 of the French Labor Code, the Reference Price is equal to the average of the Peugeot S.A. share price as listed on compartment A of NYSE Euronext Paris during the twenty (20) trading days preceding the decision of the Chairman of the Management Board setting the subscription price.

The reservation period will be open from October 31 to November 17, 2014.

The revocation/subscription period will be opened from December 17 until December 21, 2014, after the subscription price has been communicated to the employees. During this period, the employees will be

able to revoke their request to subscribe that was submitted during the reservation period.

The new shares will be entirely assimilated into the existing common shares comprising the Company's share capital. The Company's capital increase under this offering is scheduled for January 29, 2015.

Conditions of the Subscription

- **Beneficiaries of the share offering reserved for employees:** the beneficiaries of the offering are employees of the Group who are members of the Group Savings Plan (*Plan d'Epargne d'Entreprise du Groupe*, or PEG) and/or the International Group Savings Plan (*Plan International d'Epargne Salariale*, or PIES) regardless of the nature of their employment contract (fixed or indefinite term length, full or part-time employment) and that are able to justify a three-month seniority by the end of the subscription period, i.e., December 21, 2014, and persons eligible in accordance with applicable legislation.
- **Terms and conditions of the subscription:** the shares will either be subscribed to directly or through a French collective employee shareholding plan (*Fonds Commun de Placement d'Entreprise*, or FCPE), in accordance with applicable regulatory and/or tax legislation in the various countries of residence of the capital increase beneficiaries.
- **Subscription formula:** employees will be able to subscribe to Peugeot S.A. shares within the framework of a "classic" subscription formula ("**Accelerate Classic**") and/or in a "secured" subscription formula ("**Accelerate Secure**") (which allows the employee to benefit from a guarantee on their investment). Employees will benefit from a matching contribution provided by the Group as described in the employee documentation relating to the offering that will be supplied to them. The matching contribution will consist of the delivery of treasury shares.
- **Lock-up period applicable to the Peugeot S.A. shares or to the corresponding FCPE units:** the subscribers to the offer will hold either the shares subscribed to directly, or the corresponding units of the FCPEs, during a five-year period, except in the event of an authorized early-exit situation.
- **Exercising voting rights attached to the shares:** when shares are subscribed to, then held, via the intermediary of a FCPE, voting rights attached to these shares will be exercised by the relevant FCPE Supervisory Board; when shares are subscribed to directly by employees, voting rights will be exercised individually by the relevant employees.

Hedging Transactions

The implementation of the secure subscription formula may lead the financial institution structuring the offer to undertake hedging transactions over the course of the offering.

Listing

The request to list the newly-issued Peugeot S.A. shares to trading on the same line of the compartment A of NYSE Euronext Paris (ISIN code: FR0000121501 UG) as the existing shares will be made as soon as possible following the completion of the capital increase scheduled to take place on January 29, 2015.

Special Note Regarding the International Offering

This press release does not constitute an offer to sell or a solicitation to subscribe to Peugeot S.A. shares. The offering of Peugeot S.A. shares reserved for employees will be conducted only in countries where such an offering has been registered with or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities or in consideration of an exemption of the requirement to prepare a prospectus or to proceed to a registration or notification of the offering.

More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the necessary authorizations have been obtained.

Employee Contact

For all questions regarding this offering, the beneficiaries may address their Human Resources contact person and/or any other person specified in the employee documentation.

Contacts

Media relations	Investor relations
Jean-Baptiste Thomas +33 (0) 1 40 66 47 59 jean-baptiste.thomas@mpsa.com	Carole Dupont-Pietri +33 (0) 1 40 66 42 59 carole.dupont-pietri@mpsa.com
Pierre-Olivier Salmon +33 (0) 1 40 66 49 94 pierreolivier.salmon@mpsa.com	Anne-Laure Desclèves +33 (0) 1 40 66 43 65 annelaure.descleves@mpsa.com
Caroline Brugier-Corbière +33 (0) 1 40 66 58 54 caroline.brugier-corbiere@mpsa.com	Karine Douet +33 (0) 1 40 66 57 45 karine.douet@mpsa.com

About PSA Peugeot Citroën

With its three world-renowned brands, Peugeot, Citroën and DS, PSA Peugeot Citroën sold 2.8 million vehicles worldwide in 2013, of which 42% outside Europe. The second largest carmaker in Europe, PSA Peugeot Citroën recorded sales and revenue of €54 billion in 2013. The Group is the European leader in low-carbon vehicles, with average emissions of 115.9 grams of CO₂ per km in 2013. PSA Peugeot Citroën has sales operations in 160 countries. It is also involved in financing activities (Banque PSA Finance) and automotive equipment (Faurecia).

For more information, please visit psa-peugeot-citroen.com.