

## Notice

***NOT FOR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED IN REGULATIONS UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED) OR IN OR INTO THE UNITED STATES OF AMERICA OR IN ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS DOCUMENT.***

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**

10 Harewood Avenue  
London NW1 6AA  
United Kingdom

Attn: Liability Management Group

Tel: +44 20 7595 8668

Fax: +44 207 595 5095

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

##### **HSBC Bank plc**

8 Canada Square  
London E14 5HQ  
United Kingdom

Attn: Liability Management

Tel: +44 207 992 6237

Email: [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com)

##### **Société Générale**

17, cours Valmy  
92987 Paris La Défense  
France

Attn: Liability Management

Tel: +33 1 58 98 45 81

Email: [liability.management@sgcib.com](mailto:liability.management@sgcib.com)

#### **Co-Lead Dealer Manager**

##### **Raiffeisen Bank International AG**

Am Stadtpark 9  
1030 Vienna  
Republic of Austria

Attn: Debt Syndication

Tel: +43 1 71707 1491

Email: [syndication@rbinternational.com](mailto:syndication@rbinternational.com)

The Tender Agent for the Tender Offer is:

**BNP Paribas Securities Services**  
9, rue du débarcadère  
93500 Pantin  
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](mailto:paris.bp2s.ost.ope.tcinbox@bnpparibas.com)

The Information Agent for the Tender Offer is:

**BNP Paribas Securities Services**  
9, rue du débarcadère  
93500 Pantin  
France  
Attn: Corporate Trust Services  
Tel: +33 1 57 43 10 77  
Email: [paris.bp2s.information.agent@bnpparibas.com](mailto: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.