SECOND PROSPECTUS SUPPLEMENT DATED 2 NOVEMBER 2016 TO THE BASE PROSPECTUS DATED 26 MAY 2016

Peugeot S.A.

(A *société anonyme* established under the laws of the Republic of France)

€5,000,000,000 Euro Medium Term Note Programme

guaranteed by GIE PSA Trésorerie

This supplement (the **Second Prospectus Supplement**) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 26 May 2016 (the **Base Prospectus**), supplemented by a first supplement dated 14 September 2016 (the **First Prospectus Supplement**) prepared in relation to the €5,000,000,000 Euro Medium Term Note Programme of Peugeot S.A. (**PSA** or the **Issuer**) guaranteed by GIE PSA Trésorerie (the **Programme**). The Base Prospectus constitutes a base prospectus for the purpose of the Directive 2003/71/EC as amended (the **Prospectus Directive**). The *Autorité des marchés financiers* (the **AMF**) has granted visa no. 16-0208 on 26 May 2016 on the Base Prospectus and has granted visa no. 16-432 on 14 September 2016 on the First Prospectus Supplement.

Application has been made for approval of this Second Prospectus Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This Second Prospectus Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared for the purposes of incorporating certain recent events in connection with the Issuer. As a result, certain modifications to the sections "Summary", "*Résumé en Français* (Summary in French)", "Description of the Issuer" and "Recent Developments" of the Base Prospectus have been made.

Save as disclosed in this Second Prospectus Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is material in the context of the Programme since the publication of the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Second Prospectus Supplement. To the extent that there is any inconsistency between (a) any statement in this Second Prospectus Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Copies of this Second Prospectus Supplement (a) may be obtained, free of charge, at the registered office of the Issuer during normal business hours, (b) will be available on the website of the Issuer (www.psa-peugeot-citroen.com), (c) will be available on the website of the AMF (www.amf-france.org) and (d) will be available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for collection at the offices of the Fiscal Agent and the Paying Agent(s) so long as any of the Notes are outstanding.

This Second Prospectus Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 212-25 of the AMF's *Règlement Général* for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Notes to the public, investors who have already agreed to purchase or subscribe for Notes issued under the Programme before this Second Prospectus Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Second Prospectus Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 7 November 2016.

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SUMMARY

The "Issuer" section in Element B.13 of the section "**SUMMARY**" appearing on page 14 of the Base Prospectus is supplemented with the following:

B.13	**Recent material events relating to the Issuer's and the Guarantor's solvency**	**Issuer:** The Group's third quarter 2016 revenue amounts to €39,183 million, of which €26,732 million for the Automotive division and €13,733 million for Faurecia. The Group's third quarter 2015 revenue amounted to €40,052 million.

RÉSUMÉ EN FRANÇAIS (SUMMARY IN FRENCH)

The "Issuer" section in Element B.13 of the section "***RÉSUMÉ EN FRANÇAIS*** **(SUMMARY IN FRENCH)**" appearing on pages 40 to 41 of the Base Prospectus is supplemented with the following:

B.13	**Evénement récent relatif à l'Emetteur et au Garant présentant un intérêt significatif pour l'évaluation de sa solvabilité**	**Emetteur :** Le chiffre d'affaires du Groupe au troisième trimestre 2016 s'élève à 39 183 M€, dont 26 732 M€ pour la division Automobile et à 13 773 M€ pour Faurecia. Le chiffre d'affaires du Groupe au troisième trimestre 2015 s'est élevé à 40 052 M€.

DESCRIPTION OF THE ISSUER

The section "**DESCRIPTION OF THE ISSUER**", appearing on page 135 of the Base Prospectus is supplemented by the addition of the following paragraph:

"Information about current Managing Board and Supervisory Board members:

The Supervisory Board accepted the resignation of Mr. Bruno Bézard and decided, on the recommendation of the French State, to appoint Mr. Jack Azoulay as member and Vice-Chairman of the Supervisory Board.

The directorships and positions of Mr Maxime Picat are updated as follows:

Maxime Picat	
<u>Business address:</u> PSA 75 avenue de la Grande-Armée 75116 Paris France	**Member of the Managing Board of Peugeot S.A.**
	Other current directorships and positions: • Directorships currently held within the PSA Group: *In France:* Fondation PSA (director) *Abroad:* Dongfeng Peugeot Citroën Automobiles Company Ltd (director) Dongfeng Peugeot Citroën Automobiles Sales Company Ltd (director) Peugeot España SA (director) Peugeot Motor Company Plc (Chairman of the Board of Directors) • Directorships currently held outside the PSA Group: Peugeot Motocycles (member of the Supervisory Board)
Jack Azoulay	
<u>Business address:</u> Ministère des Finances et des Comptes Publics Ministère de l'Economie, de l'Industrie et du Numérique Agence des Participations de l'Etat	**Member and Vice-Chairman of the Supervisory Board of Peugeot S.A.**
	Other current directorships and positions: • Directorships currently held within the PSA Group: Representative of the French State within Peugeot S.A. Member of the Appointments, Compensation and Governance

139 rue de Bercy 75572 Paris Cedex 12 France	Committee of Peugeot S.A Member of the Strategy Committee of Peugeot S.A. • Directorships currently held outside the PSA Group: Head of Industrial Shareholdings at the French State's shareholdings agency Agence des Participations de l'Etat (APE). DCNS (Director and Representative of the French State) STX France (Director and Representative of the French State) KNDS (Director and Representative of the French State)

Conflicts of Interest:

No conflicts of interest exist between the obligations of Mr. Maxime Picat and Mr. Jack Azoulay to Peugeot S.A. and their personal interests or other obligations.

RECENT DEVELOPMENTS OF THE ISSUER

The section "**RECENT DEVELOPMENTS**", appearing on pages 140 to 150 of the Base Prospectus is supplemented by the following press releases published by the Issuer on 23 September 2016, 27 September 2016, 28 September 2016, 30 September 2016, 6 October 2016, 10 October 2016, 17 October 2016 and 26 October 2016:

Paris, 23 September 2016

Jack Azoulay appointed to the Supervisory Board

At today's meeting, the Supervisory Board, based on the advice of the Appointments, Compensation and Governance Committee, accepted the resignation of Bruno Bézard and decided, on the recommendation of the French State, to appoint Jack Azoulay as member and Vice-Chairman of the Supervisory Board.

The appointment of Jack Azoulay will be submitted to shareholder ratification at the next Shareholders' Meeting.

Jack Azoulay currently serves as Head of Industrial Shareholdings at the French State's shareholdings agency Agence des Participations de l'Etat (APE).

Paris, 27 September 2016

PSA Group extends its partnership with Bolloré in car-sharing services in Lyon (Bluely) and Bordeaux (Bluecub)

The PSA Group, which holds a 24% interest in Blue Alliance*, will be expanding the Bluely and Bluecub car-sharing fleets in Lyon and Bordeaux, France in November. A total of 30 Citroën C-Zéro pure electric four-seaters will be added to the Bluely service and 20 vehicles will be introduced to the Bluecub fleet.

This delivery of Citroën vehicles represents a new step in the strategic partnership forged between the PSA Group and Bolloré in June 2015. The partners are focused on promoting electric mobility through the production and distribution of a Bolloré-inspired electric vehicle (Bluesummer and E-MEHARI) at the PSA Group's Rennes plant and through the development of shared mobility solutions such as car-sharing schemes.

The 5-door, 4-seat C-Zéro EV will diversify the range of vehicles on offer and provide car-share members with a new driving solution. The C-Zéros will be fully incorporated into the fleets and available for rental and reservation at any time, just like Bolloré's 4-seat Bluecar compacts. They will also benefit from 24/7 assistance and free parking, allowing users to take to the road with complete peace of mind.

By developing new, eco-responsible products and services, this alliance between Bolloré and PSA in the area of electric mobility is providing a tangible response to today's environmental challenges. It confirms the success of the car-sharing schemes developed by Bolloré in France and the PSA Group's active involvement in mobility, as outlined in its Push to Pass strategic plan.

** Blue Alliance is owned by Bluecarsharing (51%), Renault (25%) and Automobiles Citroën (24%).*

It holds 100% of Bluecub and 95% of Bluely, alongside CNR-Compagnie Nationale du Rhône (5%).

Paris, 27 September 2016

PSA Group partners with Masternaut to provide telematics to fleets of connected vehicles

Partnership with leading telematics provider Masternaut adds a new dimension in the way enterprises and PSA customers manage connected vehicles

The PSA Group and Masternaut have partnered to help businesses run safer, cleaner and more productive fleets. The partnership will see Masternaut Connect telematics platform more easily accessible to European Peugeot, Citroën, DS connected cars and light commercial vehicles from early 2017.

Customers will benefit from Masternaut’s next generation telematics services to optimise the cost per mile of their vehicle, boost productivity, improve driver safety and reduce the fleet’s carbon footprint.

Masternaut is one of the leading providers of fleet telematics and vehicle tracking services in Europe. Masternaut’s services will be available for all PSA Group vehicles through the “Connect Fleet Management” program, using PSA Group telematics technology. Masternaut ’s services can also be used in fleets com prised of other automotive brands, using Masternaut ’s nonintrusive, patented CANBus telematics technology.

Data from all vehicles is fed back over the air in realtime to the Masternaut Connect online platform. Fleet managers can reduce the total cost of ownership of their fleet through the monitoring of fuel consumption, driver behaviour, emissions or geofencing in a consistent and effective way.

Dhruv Parekh, CEO of Masternaut, commented, “ Masternaut’s partnership with PSA will improve the customer experience and reduce barriers for telematics adoption. It gives our customers choice and reduces the hassle of deploying telematics. We are excited to work with PSA Group to increase the usage of telematics so we can help improve safety on the roads and the CO2 emissions in our communities.”

Brigitte Courtehoux, Head of the Connected Services and New Mobility Solutions business unit of PSA Group, commented, “the PSA Group wants to enable corporate customers to optimise their connected cars through the “Connect Fleet Management” program, and by working in association with Masternaut, we are providing a way for fleet managers to reduce their vehicle’s total cost of ownership. Our partnership allows PSA Group to offer market-leading services in Europe, which is a significant step in PSA Group’s strategy in mobility services.”

Paris/Montreal, 28 September 2016

The PSA Group and MKB invest in Communauto, a leader in the North American car-sharing market

The PSA Group and Montreal-based merchant bank MacKinnon, Bennett & Co. (MKB) today announced that they have acquired a stake in the capital of Communauto, a major player in North America's car-sharing market for the past 22 years, with operations in 7 cities in Canada as well as in Paris.

The investment was carried out jointly by the PSA Group and MKB, a merchant bank specializing in private investments in the renewable energy and smart cities sector.

The strategic partnership will allow an innovative and profitable car-sharing model to be exported internationally. In particular, it will enable the partners to pool together their assets, networks and areas of expertise.

The transaction will help Communauto to speed up its international expansion, consolidate its leadership position in North America and roll out its electrification strategy.

This partnership with a long-standing player in the North American car-sharing market is part of the PSA Group's "Push to Pass" strategic plan. By helping the Group to meet its customers' various mobility needs, particularly through car-sharing, and enabling it to offer mobility services to the North American market, the partnership fulfils a dual objective.

Commenting, Brigitte Courtehoux, Senior Vice-President of the Connected Services and New Mobility Solutions business unit for the PSA Group, said: "Driven by changing user practices and consumer behaviours, the mobility revolution is transforming our ecosystem, and Communauto's strategy is aimed directly at this paradigm shift. We are now in a position to offer a full range of mobility services and solutions that suit every need."

Kenneth MacKinnon, President and CEO of MacKinnon, Bennett & Co., said: "Car-sharing is becoming a high-potential segment. Led by its experienced CEO, Benoit Robert, the Communauto team has already proved its worth and is at the forefront of this (r)evolution, with its unique business model offering both station-to-station and free-floating car-sharing services, a fleet of vehicles that includes EVs, hybrids and petrol-driven cars, and the possibility to connect with public transport. This very appealing combination is going to significantly improve the urban transport landscape."

Benoît Robert, founder and CEO of Communauto, added: "This strategic alliance gives us direct access to both a global carmaker and a major player in the financing of renewable energies and urban infrastructure. This combination of our know-how with financial backing and a manufacturing base will finally give us the means we need to achieve our ambitions."

Paris, 28 September 2016

The PSA Group reaches a new strategic milestone as a mobility services provider

In response to new mobility challenges, the PSA Group is continuing to deploy its Push to Pass plan by building an ecosystem of some 15 partners and developers, all of whom will be attending the Group's Mobility Days event on 28 and 29 September in Paris.

With the goal of offering sustainable, smart, safe and shared mobility solutions that guarantee freedom of movement for all, the Group's strategy is being demonstrated today with:

- the launch of **Free2Move**, a brand of new transport solutions that will unite the entire mobility and smart services offering;
- the creation of a **Mobility Services Department**, which will coordinate the cross-functional management of all of the operations defined in the Push to Pass plan;
- new agreements in the carsharing segment, including:
    - a stake in the capital of **Communauto**, a carsharing pioneer in North America,
    - a collaboration with the **Bolloré group**, which will use Citroën C-Zéro electric vehicles to round out its current offering in Lyon (**Bluely**) and Bordeaux (**Bluecub**);
- a connected fleet management services partnership with **Masternaut**, Europe's second-largest provider of telematics solutions.

All of these announcements follow:

- the acquisition of a stake in two start-ups specialised in peer-to-peer car rentals: **Koolicar** and **TravelCar**. The PSA Group has set aside €100m to invest in these new businesses and prepare for the future;
- a partnership with **IBM** as part of the Smarter Cities project currently deployed in the Nice Côte d'Azur metropolitan area and in Wallonia (Belgium);
- a connected fleet management services partnership with TomTom Telematics.

Commenting on the Mobility Days event, Carlos Tavares said: "We are committed to helping our customers choose the right mobility solution for their needs. We are rolling out a wide variety of solutions that guarantee freedom of movement for all. This demonstrates our ambition to become the favourite mobility provider of all our customers, both now and in the future."

Paris, 30th September 2016

PSA is unveiling DISTRIGO, its multi-brand parts distribution brand

To reinforce the visibility of the multi-brand IAM (Independent Aftermarket) parts distribution activity, the PSA Group is creating a new brand: DISTRIGO.

This name reflects our commercial dynamism and our logistics and distribution expertise.

With DISTRIGO, the PSA Group becomes the multi-brand replacement parts "one stop shop", with the aim of enabling repairers to find the best multi-brand product on the market.

The PSA Group launched its multi-brand manufacturer's parts distribution activity on 4th July 2016 in France, Belgium and Luxembourg. This new activity is based on the spare parts distribution plaques which will cover the whole of Europe by mid-2017.

This launch gives form to its new multi-brand after sales strategy, which is one of the pillars of the Push to Pass strategic plan. PSA Aftermarket wishes to fulfil the expectations of all international customer types, regardless of the make and age of their vehicle, the distribution channel chosen (authorised repairer, independent repairer, internet) and regardless of their expectations in terms of service and price.

The DISTRIGO brand will be launched in the main markets in the coming months. The PSA Group launched this year a huge offensive in multi-brand aftermarket business, by shifting the focus of our offering from OEM parts and our three brands to something massively bigger, encompassing the entire independent auto repair market for all vehicles worldwide.

Christophe Musy, Vice President, Aftermarket, said: "We aim to increase our sales in this market by 10% between now and 2018, and by 25% between now and 2021. Our new Brand Distrigo will enable us to conquer market share and reach our objective. The PSA Group is clearly positioning itself as a leader of the multi-brand aftermarket".

Paris, 30 September 2016

Partnership between Banque PSA Finance and Santander Consumer Finance now fully Operational

- **The joint venture in Poland began operating on 3 October 2016.**
- **The partnership is now operational in all 11 European countries.[6]**

Following the 10 July 2014 announcement that a framework partnership agreement had been signed between Banque PSA Finance and Santander Consumer Finance, the joint venture in Poland began operating 3 October 2016.

The joint venture will provide wholesale financing to Peugeot, Citroën and DS dealers in Poland, as well as retail financing to the dealers' customers.

The partnership is now operational in all 11 European countries.[7]

Launched successively since February 2015, the joint ventures in Europe have already helped to boost the Group's competitiveness and improve its results across the continent.

With the partnership now fully operational, Banque PSA Finance can benefit from particularly favourable refinancing conditions and offer highly competitive rates to Peugeot, Citroën and DS customers.

The partnership between Banque PSA Finance and the Santander Group was extended to Brazil in August 2016.

Paris, 6 October 2016

PSA Group and SAIPA finalize their agreement joint-venture for Citroën in Iran

PSA Group and SAIPA, Citroën's historic partner in Iran since 1966, have signed today a joint-venture agreement to produce and sell Citroën vehicles in Iran.

This 50/50 joint-venture lays the foundations for a strategic partnership between the two companies. It will cover the entire value chain, from the design stage right through to vehicle marketing, including purchasing. Manufacturing will take place at the Kashan plant in Iran, which will be 50%-owned by PSA Group. This industrial site is the most modern of Iran with a flexible industrial process at the highest level of environmental standards (water-soluble paints for example).

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[6] The scope represents 94% of the total financing of Banque PSA Finance at end-2015.

[7] In all, the framework agreement saw the creation of ten joint ventures and one commercial partnership in Europe. The first two joint ventures were launched in France and the United Kingdom in February 2015. This was followed by the launch of a white label agreement in Portugal in August 2015 and another two joint ventures in Spain and Switzerland in October of the same year. Then, in 2016, joint ventures were launched in Italy in January, the Netherlands in February, Belgium in May, Germany and Austria in July and, finally, Poland in October.

The joint-venture will invest more than €300 million in manufacturing and R&D capacity over the next five years. The agreement will be backed up by technology transfers and a significant level of local content.

Consistent with the core model strategy deployed in the Push to Pass plan, the production in Kashan of three vehicles adapted to the heart of Iranian market will start in 2018. From early 2017, imported vehicles will be staging Citroën’s comeback in the country.

Citroën models will be sold throughout the country via a network dedicated exclusively to the brand. No less than 150 Citroën outlets will open in the next 5 years.

Commenting on the new agreement, Carlos Tavares, Chairman of the PSA Group Managing Board, said: "With more than 50 years of presence in Iran, PSA Group through this new strategic partnership is clearly committed to the deployment of a rich product plan that meets the expectations of Iranian clients."

Paris, 10 October 2016

The PSA Group, NGOs T&E and FNE, and Bureau Veritas publish the protocol for measuring real-world fuel consumption

Following the official release of real-world fuel consumption figures for 30 Peugeot, Citroën and DS models in July 2016, the PSA Group, Transport & Environment (T&E), France Nature Environnement (FNE) and Bureau Veritas are fulfilling their commitments and publishing the test protocol, a reliable framework based on a robust scientific approach.

The protocol for measuring real-world fuel consumption defines the means (necessary equipment) and methods (measurement and processing) that should be systematically applied to calculate the average real-life fuel consumption of the average customer. The protocol breaks down into the following three steps:

- selecting and checking the vehicle
- driving the vehicle and performing the measurement
- processing the measurement results

The measurements should be taken when the car is being driven by a non-professional driver on public roads open to traffic and under real-life driving conditions, with normal use of air-conditioning systems, passenger and luggage loads and road gradients.

In addition to the results already published in July 2016, Peugeot and Citroën will release the real-world fuel consumption figures of another 10 models (including the new Peugeot 3008 and Citroën C3) on their website in time for the 2016 Paris Motor Show.

By the end of 2016, real-world fuel consumption figures for 50 models tested during the year will be published on the Peugeot, Citroën and DS website. At the same time, a simulator to enable customers to predict their vehicles' fuel consumption based on driving style and conditions will also be released online.

In 2017, the PSA Group, Transport & Environment, France Nature Environnement and Bureau Veritas will extend the same procedure to the measurement of real-world nitrous oxide emissions.

Gilles Le Borgne, Executive Vice President, Quality and Engineering, for the PSA Group, said: "*This robust protocol is the result of unprecedented and successful cooperation between a manufacturer, NGOs and a certification organisation. It is now available for all to see and to use as inspiration to encourage greater customer transparency.*"

Greg Archer, Clean Vehicles Director at Transport & Environment, said: "*The real-world test developed with PSA Group provides full transparency towards customers and more representative information to drivers than the new laboratory test, helping them choose the most fuel-efficient cars. This scientific approach is robust, reproducible and reliable in measuring real carbon emissions. Thus, we urge the European Commission and all carmakers to use this test for regulatory and advertising purposes.*"

Paris, 17 October 2016

PSA Group launches an offensive in the used-car market

Driven by the ambition expressed in its strategic Push to Pass plan for profitable growth, the PSA Group is putting in place a number of initiatives to expand its presence in the used-car market.

The first concrete step of the Group's new used-car sales strategy was the creation on 1 September 2016 of a dedicated Used-Car Business Unit with an international scope. Headed by Marc Lechantre, the unit will be responsible for defining the strategy and implementing the action plans required to meet the Group's sales and margin objectives across used-car sales channels.

The unit's work covers three channels:

- B2B market: handling the marketing of the Group's "buyback" cars and finding new ways to source used cars to achieve the highest possible margins in the used-car remarketing business.
- B2C market: stepping up sales to end customers through the Peugeot Occasion du Lion and Citroën Select labels and through independent networks, and developing a multi-brand online sales business.
- C2C market: selling services to customers in the peer-to-peer market, notably through offerings linked to online platforms.

To seize opportunities in this rapidly changing market where newcomers are leading the charge, the PSA Group intends to leverage its network (its main partner) to develop used-car sales and related business activities. The Group will be speeding up development of its Peugeot Occasions du Lion and Citroën Select used-car labels and is working to create a similar label for the DS brand. These labels are designed to ensure that the Group's networks worldwide are providing customers with a high-quality offering of used cars and services.

To step up growth across distribution channels, the PSA Group is currently expanding its operations in online used-car sales. The PSA Group and Aramisauto, the French leader in online used-car sales, today announced they have entered into exclusive negotiations in order to conclude a strategic capital alliance to boost the development of online used-car sales and related services. The alliance would allow the PSA Group to enter the online used-car sales market alongside a leader in the field and offer its financing, insurance, warranty and used-car maintenance solutions to Aramisauto's customers.

For the PSA Group, mobility means providing customers with a broad spectrum of transport solutions and smart services that respond to all the diverse new ways of using automobiles. These solutions are united under a single brand, Free2Move.

The PSA Group aims to give customers access to a full palette of car-related mobility services, ranging from multi-brand after-sales service and finance leasing to new mobility services and used-car sales.

Carlos Tavares, Chairman of the Managing Board said: "With the Push to Pass plan, we are going to seize every opportunity in the area of car-related mobility while providing our customers with an innovative solution to their needs in the used-car market. Our goal is to virtually double our used-car sales to 800,000 units by 2021 and achieve a four-fold increase in profit from the business."

Paris, 17 October 2016

PSA Group and Aramisauto announce they have entered into exclusive negotiations to conclude a strategic alliance

- The PSA Group and Aramisauto, the French leader in online used-car sales, have entered into exclusive negotiations in order to conclude a strategic capital alliance to boost the development of online used-car sales and related services
- As part of its Push to Pass strategic plan, the PSA Group aims to become a global player in the multi-brand used-car market
- Aramisauto is a multi-brand digital-sector player that markets used cars to retail customers on the Internet

The alliance would allow the PSA Group to enter the online used-car sales market alongside a leader in the field and offer its financing, insurance, warranty and used-car maintenance solutions to Aramisauto's customers.

This alliance, under which Aramisauto will remain fully independent, will also help Aramisauto to achieve faster growth and develop outside France with a view to doubling its revenue in less than five years, mainly by extending its services to several European markets over the next three years. In addition, its profitability will be enhanced by the synergies that will be unlocked in used-car purchases in particular.

Founded in 2001, Aramisauto is a pioneer in online car sales and the first platform to offer its customers used cars reconditioned in a dedicated plant, a "satisfied or your money back" guarantee and recently an application to arrange home delivery and pick-up.

Its website has more than 1,000,000 unique visitors per month and is expected to sell 32,000 cars in 2016 for total revenue of €360m.

The project underscores the opportunity that the fast changing used-car market represents.

The market is ripe for thorough transformation and digitisation, a process with which the PSA Group-Aramisauto alliance will be fully aligned. The partners aim to revolutionize the customer experience by creating the leading platform for used-car purchases and sales, based on Aramisauto's unique model that covers the entire value chain, thus guaranteeing the quality of the car and shaping the consumer's decision-making process.

This project of alliance is subject to the approval of employee representative bodies and remains subject to the authorization of the competition authorities.

Commenting on the announcement, Marc Lechantre, Vice-President of the PSA Group's Used Car Business Unit, said: "*This alliance between two European leaders in their respective markets will give both partners access to the considerable growth potential of a used-car market that is double the size of the new car market, and in which the PSA Group has until now had little involvement.*"

Nicolas Chartier, co-founder of Aramisauto, said: "*For us, the alliance with the PSA Group will be an enabler of enhanced competitiveness and growth*," and Guillaume Paoli, co founder of Aramisauto, added: "*Our ambition is to become the consumer's preferred solution for buying and selling used cars in Europe*."

Paris, 26 October 2016

Volume growth thanks to Middle East Africa, ahead of product offensive

- 2016 Group cumulated revenue up 1.3% at €39.2 billion[8] at constant exchange rate
- Continued improvement of pricing power in Europe
- Start of the product offensive: launch of Peugeot Expert and Citroën Jumpy in June, Peugeot 3008 in October and Citroën C3 in November
- Faster international expansion: partnerships signed in Iran with Iran Khodro for Peugeot and Saipa for Citroën
- Enlarge customer base: online multi-brand used vehicle sales and rollout of mobility services

Group Q3 2016 revenue totalled €11,404 million, compared with €12,016 million in Q3 2015. In the first nine months, Group revenue reached €39,183 million, compared with €40,052 million in 2015, up 1.3% at constant exchange rates.

[8] As of 30 September 2016, growth at constant exchange rates (2015) versus cumulated revenue as of 30 September 2015.

Automotive division revenue was €7,542 million, compared with €8,052 million in Q3 2015. Negative exchange rate effects (-4.7%) were partially offset by the positive price impact (+1.8%), reflecting the policy of improving the price positioning of the three brands, Peugeot, Citroën and DS.

Consolidated worldwide sales were up 10.6%[9]. Ahead of major product launches in the fourth quarter, which are not yet visible in registrations, sales volumes declined in Europe (-4.3%) and China (-16.5%). In Latin America, they were up 22.6%. In Africa Middle East, volumes increased, driven by sales of vehicles manufactured in Iran under Peugeot licence[10].

As of end-September 2016, inventories totalled 400,000 vehicles[11] (382,000 in the same period last year).

Jean-Baptiste de Chatillon, Chief Financial Officer of the PSA Group and member of the Managing Board, said: "*The levers of the Back in the Race plan, especially pricing power and cost reduction, make us confident that we will achieve the objectives of the Push to Pass plan, despite a more challenging external environment, particularly in respect of exchange rates*."

Market outlook

For 2016, the Group expects the automotive market to grow by about 6% in Europe and 15% in China, and to shrink by around 6% in Latin America and 15% in Russia.

Operational targets

The Push to Pass plan, has set the following targets:

- Reach an average 4% automotive recurring operating margin in 2016-2018, and target 6% by 2021;
- Deliver 10% Group revenue growth by 20184 vs 2015, and target additional 15% by 2021[12].

Financial Calendar – 23 February 2017: 2016 Annual Results

Appendix
Revenue YTD September 2016 versus YTD September 2015

In million euros	9M 2015*	9M 2016	Change
Automotive	27,461	26,732	-729
Faurecia	13,811	13,773	-38
Other businesses and eliminations**	(1,220)	(1,322)	-102

9 O/w 105 kunits produced in Iran under Peugeot licence

10 O/w 105 kunits produced in Iran under Peugeot licence

11 Excluding China, including independent dealers.

12 At constant (2015) exchange rates

Group revenue	40,052	39,183	-869

Revenue Q3 2016 versus Q3 2015

In million euros	Q3 2015*	Q3 2016	Change
Automotive	8,052	7,542	-510
Faurecia	4,323	4,241	-82
Other businesses and eliminations**	(359)	(379)	-20
Group revenue	12,016	11,404	-612

* restated according to IFRS5 (Faurecia Exteriors division)
** Including remaining activities of PSA Finance

Appendix
Worldwide unit sales*

Consolidated World Sales (in thousands)		Q3 2015	2015 YTD Sept.	Q3 2016	2016 YTD Sept.	Δ 16/15 Q3	Δ 16/15 YTD Sept.
China - South East Asia	Peugeot	84,2	291,7	70,1	232,6	*-16.8%*	*-20,2%*
	Citroën	60,8	210,6	52,5	177,7	*-13.7%*	*-15,6%*
	DS	5,7	16,4	3,3	12,0	*-42.0%*	*-26,8%*
	PSA	**150,7**	**518,7**	**125,9**	**422,4**	***-16,5%***	***-18,6%***
Eurasia	Peugeot	2,1	5,0	1,2	3,9	*-42.5%*	*-20.4%*
	Citroën	1,7	4,0	1,0	3,4	*-41.7%*	*-15.5%*
	DS	0,0	0,1	0,0	0,1	*120.0%*	*48.2%*
	PSA	**3,9**	**9,0**	**2,3**	**7,4**	***-41.5%***	***-17.8%***
Europe	Peugeot	214,4	771,6	213,0	814,3	*-0.7%*	*5.5%*
	Citroën	154,9	540,6	144,2	557,8	*-6.9%*	*3.2%*
	DS	15,2	55,9	11,0	51,9	*-27.8%*	*-7.1%*
	PSA	**384,6**	**1 368,1**	**368,2**	**1 424,0**	***-4.3%***	***4.1%***
India - Pacific	Peugeot	2,6	13,0	2,7	10,7	*6.5%*	*-17.7%*
	Citroën	1,0	3,0	1,1	2,7	*8.6%*	*-8.9%*
	DS	0,3	0,8	0,3	1,1	*5.9%*	*38.0%*
	PSA	**3,8**	**16,8**	**4,1**	**14,5**	***7.0%***	***-13.6%***
Latin America	Peugeot	23,6	70,6	30,1	89,5	*27.6%*	*26.7%*
	Citroën	12,6	41,3	14,4	43,4	*13.7%*	*5.1%*
	DS	0,3	0,9	0,3	0,8	*7.0%*	*-20.4%*
	PSA	**36,6**	**112,8**	**44,8**	**133,6**	***22.6%***	***18.4%***
Middle East - Africa **	Peugeot	24,4	86,1	124,2	181,6	*408.8%*	*110.9%*
	Citroën	11,5	49,9	11,4	40,5	*-0.8%*	*-18.7%*
	DS	0,4	1,2	0,3	1,3	*-17.4%*	*4.6%*
	PSA	**36,3**	**137,2**	**136,0**	**223,4**	***274.3%***	***62.8%***
Total Consolidated World Sales	Peugeot	351,4	1 238,0	441,3	1 332,7	*25.6%*	*7.6%*
	Citroën	242,6	849,4	224,6	825,5	*-7.4%*	*-2.8%*
	DS	21,9	75,3	15,2	67,2	*-30.3%*	*-10.8%*
	PSA	**615,8**	**2 162,7**	**681,1**	**2 225,3**	***10.6%***	***2.9%***

* Assembled vehicles, CKD's and vehicles sold under licence
** Including vehicles produced in Iran under Peugeot licence : 105kunits in Q3 2016, 115,5 kunits YTD

PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SECOND PROSPECTUS SUPPLEMENT

The Issuer accepts responsibility for the information contained in this Second Prospectus Supplement. The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Second Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 2 November 2016
Peugeot S.A.
75, avenue de la Grande Armée
75016 Paris France
Duly represented by: Mr Jean-Baptiste Chasseloup de Chatillon
Membre du Directoire

The Guarantor accepts responsibility for the information contained in this Second Prospectus Supplement. The Guarantor, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Second Prospectus Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 2 November 2016
GIE PSA Trésorerie
75, avenue de la Grande Armée
75016 Paris
France

Duly represented by: Mr Jean-Baptiste Chasseloup de Chatillon and Mr Laurent Fabre

Autorité des marchés financiers

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Réglement Général*) of the *Autorité des marchés financiers* ("**AMF**"), in particular Articles 212-31 to 212-33, the AMF has granted to this Second Prospectus Supplement the visa no. 16-509 on 2 November 2016. This document and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information it contains is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.