

Paris, 21 May 2014

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**Successful completion of PSA Peugeot Citroën's €1,953 million capital increase with preferential subscription rights**

The share capital increase with preferential subscription rights launched by PSA Peugeot Citroën on 29 April 2014 has been successfully concluded. The final gross proceeds amount to €1,953,187,996.27, corresponding to the issue of 288,506,351 new shares.

At the end of the subscription period, which ended on 14 May 2014, total subscription orders amounted to approximately €2.82 billion, representing a subscription ratio of 145%:

- 284,720,744 new shares were subscribed by irrevocable entitlement (*à titre irréductible*), representing approximately 98.7% of the total number of new shares;
- 132,262,294 new shares were requested on a basis subject to reduction (*à titre réductible*), and will, as a result, only be satisfied in part, in the amount of 3,785,607 new shares.

«PSA Peugeot Citroën is pleased by the success of this offering, which will permit to fund key investments in the implementation of its "Back in the Race" plan, while strengthening its competitive positioning in Europe, its technology and its globalization strategy», declared Carlos Tavares, CEO.

Settlement and delivery of the new shares and listing on Euronext Paris (Compartment A) will take place on 23 May 2014. The new shares will be immediately fungible with and trade on the same ISIN as the existing shares (FR0000121501). As from this date, the share capital of Peugeot will be composed of 783,088,675 shares with a nominal value of €1 each.

This transaction was combined with the two reserved capital increases to the benefit of Dongfeng Motor Group via Dongfeng Motor (Hong Kong) International Co., Limited ("DMHK") and SOGEPA (a company wholly owned by the French Republic) for a total amount of €1.048 billion, a free allocation of warrants and with a renewal of a €3.0 billion confirmed credit facility. Through the reserved capital increases and their participation in the transaction, DMHK and SOGEPA each invested approximately €800 million in PSA Peugeot Citroën and become PSA Peugeot Citroën key shareholders alongside with FFP and Etablissements Peugeot Frères, which also subscribed for an amount of €142 million under the transaction. Following the transaction, DMHK, SOGEPA and FFP/Etablissements Peugeot Frères will each hold a 14.1% stake in the share capital of Peugeot.

PSA Peugeot Citroën, DMHK, SOGEPA, FFP and Etablissements Peugeot Frères are bound by a lock-up subject to certain exceptions, during a period of 180 days after the settlement-delivery date of the transaction.

## Forward-Looking Statements

*This press release includes forward-looking statements. These statements are sometimes identified by the use of the future tense or conditional mode, as well as terms such as “estimate”, “believe”, “have the objective of”, “intend to”, “expect”, “result in”, “should” and other similar expressions. It should be noted that the realisation of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by PSA Peugeot Citroën. These factors may include changes in the economic and geopolitical situation and more generally those detailed in Chapter 4 of the reference document filed with the Autorité des marchés financiers (the “AMF”) on 2 April 2014 under no. D.14-0269.*

## Information available to the public

A Prospectus approved by the AMF on 28 April 2014 under number 14-162 is comprised of (i) a Document de Référence filed with the AMF under number D.14-0269 on 2 April 2014 (the “Document de référence”), (ii) an Actualisation du Document de Référence filed with the AMF under number D.14-0269-A01 on 28 April 2014, (iii) a Note d’Opération (the “Note d’opération”) and (iv) a summary of the Prospectus (included in the Note d’Opération). The prospectus is available, without charge and upon request to PSA Peugeot Citroën at 75 avenue de la Grande Armée – 75116 Paris, as well as on the websites of PSA Peugeot Citroën ([www.psa-peugeotcitroen.com](http://www.psa-peugeotcitroen.com)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)).

PSA Peugeot Citroën draws the public’s attention to Chapter 4 “Risk Factors” of the Document de Référence and to Chapter 2 of the Note d’Opération.

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*This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase the PSA Peugeot Citroën shares or preferential subscription rights.*

*No communication and no information in respect of this transaction may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The subscription for shares or the purchase of PSA Peugeot Citroën’s shares or preferential subscription rights may be subject to specific legal or regulatory restrictions in certain jurisdictions. PSA Peugeot Citroën assumes no responsibility for any violation of any such restrictions by any person.*

## European Economic Area

*This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended, in particular by Directive 2010/73/EU to the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the “**Prospectus Directive**”).*

*The offer is opened to the public only in France. With respect to the member States of the European Economic Area which have implemented the Prospectus Directive (each, a “**relevant member State**”), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any relevant member State. As a result, the new shares and the preferential subscription rights of PSA Peugeot Citroën may only be offered in relevant member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) in any other circumstances, not requiring PSA Peugeot Citroën to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, “**Securities offered to the public**” in a given Member State, means, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.*

*This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.*

## United Kingdom

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#### Canada, Australia and Japan

The new shares and the preferential subscription rights may not be offered, sold or purchased in Australia, Japan or, subject to certain exceptions, Canada.

The distribution of this document in certain countries may constitute a breach of applicable law.

#### Stabilization

Not applicable.

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#### 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 confirms its position of European leader in terms of CO2 emissions, with an average of 115.9 grams of CO2/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 go to <http://www.psa-peugeot-citroen.com>