

**Certificate of Approval of a Prospectus
in accordance with Articles 17 and 18 of Directive 2003/71/EC**

To :

FINANCIAL SERVICES AUTHORITY (FSA)
BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT (BAFIN)
FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA)
CENTRAL BANK OF IRELAND
AUTORITEIT FINANCIËLE MARKTEN (AFM)
FINANZMARKTAUFSICHT (FMA)

From :

Autorité des marchés financiers (AMF)
17, place de la Bourse
75002 PARIS
FRANCE

We hereby certify that the base prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC and was approved by us on May 16, 2011.

Name of Issuer : PEUGEOT SA

Registered Office : 75 avenue de la Grande Armée 75016 Paris

Type of Securities (references to the annexes of regulation EC 809/2004 according to which the prospectus was drawn up) : Annexes 4, 5, 9 and 12

Guarantor : not applicable

Date : May 16, 2011
Référence : 11-159/056-11


Thierry FRANCO
Secrétaire Général
Autorité des marchés financiers
(AMF)
17, place de la Bourse
75002 PARIS

Attachment :

(1) Base prospectus approved on May 16, 2011.