

FFP

A *société anonyme* established under the laws of the Republic of France
having a share capital of €24,922,589.00
66 avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, France
562 075 390 RCS Nanterre

**APPROVAL OF THE PROPOSED PARTIAL ASSET CONTRIBUTION BY THE HOLDERS OF
THE FOLLOWING NOTES**

€300,000,000 1.875 per cent. Notes due 30 October 2026 issued on 30 October 2019
ISIN: FR0013457405 – Common Code: 207381756
(the “Notes”)

issued by FFP
(the “Company”)

Neuilly-sur-Seine, France, on 23 July 2020

The Company hereby announces that the proposed partial asset contribution governed by the French legal regime for spin-offs (*apport partiel d'actifs placé sous le régime juridique des scissions*) granted by the Company to its subsidiary MAILLOT I (a French *société par actions simplifiée*, with a share capital of €50,000 having its registered office at 66, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, registered with the *Registre du commerce et des sociétés* of Nanterre under number 528 818 073), whereby the Company undertakes to contribute to MAILLOT I notably the Peugeot S.A. shares it holds (as more fully described in the convening notice dated 8 July 2020), in consideration for shares to be issued by MAILLOT I, has been approved, in accordance with Articles L. 228-65, I, 3° and L. 236-18 of the French *Code de commerce*, by the general meeting of the holders of the Notes (individually a “**Noteholder**” and collectively the “**Noteholders**”) held on 23 July 2020 on first convocation (the “**General Meeting**”).

The resolutions (the “**Resolutions**”) submitted to, and approved by, the General Meeting, are the following:

- approval of the proposed partial asset contribution governed by the French legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) made by FFP to its subsidiary MAILLOT I, remunerated by the allocation of shares of MAILLOT I in accordance with article L. 236-18 of the French *Code de commerce*; and
- filing at FFP's registered office of the attendance sheet, the relevant powers of represented noteholders set out in the Participation Form and the minutes of the General Meeting.

The Company will pay to each Noteholder an amount in cash in euros (the “**Consent Fee**”) equal to 0.05% of the aggregate nominal amount of the Notes held by such Noteholder.

For the avoidance of doubt, any and all Noteholders shall be entitled to receive the Consent Fee, whether or not they voted in favour of the Resolutions.

Subject to and as provided above, the right of each Noteholder to receive the Consent Fee will be evidenced by the entries in the books of the relevant intermediary institution entitled to hold, directly or indirectly, accounts on behalf of its customers with Euroclear France and includes Euroclear Bank S.A./N.V. and Clearstream Banking S.A. of the name of such Noteholder on the second business day in Paris preceding the date set for the General Meeting (i.e. on 21 July 2020 at 00.00 (midnight) Paris Time)

The payment of the Consent Fee is expected to take place on or about 27 July 2020 It is also specified that if the conditions relating to the payment of the Consent Fee (as detailed above) are met, the Consent Fee will only be paid to each Noteholder up to the amount of the votes cast at the General Meeting.

For all additional information about this communication, in addition to FFP, the following Centralizing Agent can be contacted:

FFP

66 Avenue Charles de Gaulle,
92200 Neuilly-sur-Seine,
France
Tel: +33 1 84 13 87 36
Attention: Mr Frédéric Villain
Email: frederic.villain@groupe-ffp.fr

**CENTRALIZING
AGENT**

Société Générale Securities Services
32, rue du champ de tir
CS 30812
44308 NANTES Cedex 03
Tel: +33 2 51 85 65 93
agobligataire.fr@socgen.com