

**FORM OF TRANSFER CERTIFICATE – RULE 144A GLOBAL NOTE TO  
REGULATION S GLOBAL NOTE**

[DATE]

To: Citibank, N.A.  
(as Fiscal Agent, Paying Agent, Transfer Agent, Calculation Agent and Registrar)  
Agency & Trust  
Citigroup Centre  
Canary Wharf  
London, E14 5LB  
United Kingdom  
Attention: [•]

Banque PSA Finance  
75, avenue de la Grande Armée  
75116 Paris  
France  
Attention: Back Office

**BANQUE PSA FINANCE**  
(the “Issuer”)  
US\$ [•] [%] Notes due [•] (the “Notes”)

Reference is made to the terms and conditions of the Notes (the “Conditions”) set out in a Global Rule 144A Note Certificate, and reference is further made to the fiscal agency agreement (the “Fiscal Agency Agreement”) dated as of April 4, 2011, as amended or supplemented, between Banque PSA Finance and Citibank, N.A., and the other Agents named therein. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

This certificate relates to US\$[•] of Notes, represented by CUSIP number [•], which represents an interest in a Rule 144A Global Note beneficially owned by the undersigned (the “Transferor”) to effect the transfer of such Notes in exchange for an equivalent beneficial interest in the Regulation S Global Note, represented by CUSIP number [•], to [transferee], with [Euroclear account number [•]] [Clearstream account number [•]].

In connection with such request, and with respect to such Notes, the Transferor does hereby certify that:

- (a) the offer of the Notes was not made to a person in the United States;
- (b) either (i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States or (ii) the transaction was executed in, on or through the facilities of a designated off-shore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction has been pre-arranged with a buyer in the United States;
- (c) no directed selling efforts have been made in the United States in contravention of the requirements of Rule 903 or 904(b) or Rule 904(b) of Regulation S, as applicable;

(d) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and

(e) the Transferor is the beneficial owner of the principal amount of Notes being transferred.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this letter have the meanings set forth in Regulation S.

*[Insert name of Transferor]*

By: \_\_\_\_\_

Name:

Title:

**FORM OF CERTIFICATION FOR TRANSFER PURSUANT TO RULE 144**

[DATE]

To: Citibank, N.A.  
(as Fiscal Agent, Paying Agent, Transfer Agent, Calculation Agent and Registrar)  
Agency & Trust  
Citigroup Centre  
Canary Wharf  
London, E14 5LB  
United Kingdom  
Attention: [•]

Banque PSA Finance  
75, avenue de la Grande Armée  
75116 Paris  
France  
Attention: Back Office

**BANQUE PSA FINANCE**  
(the "Issuer")  
US\$ [•] [•]% Notes due [•]

Reference is made to the terms and conditions of the Notes (the "Conditions") set out in the Rule 144A Global Note Certificate, and reference is further made to the fiscal agency agreement (the "Fiscal Agency Agreement") dated as of April [•], 2011, as amended or supplemented, between Banque PSA Finance and Citibank, N.A., and the other Agents named therein. Terms defined in the Conditions or the Fiscal Agency Agreement shall have the same meanings when used in this certificate unless otherwise stated.

In connection with the proposed sale of US\$[•] aggregate principal amount of the Notes, which represent [an interest in a 144A Global Note, CUSIP number [•],][a Regulation S Global Note, CUSIP number [•],] beneficially owned by the undersigned ("Transferor"), the undersigned confirms that such sale has been effected pursuant to and in accordance with Rule 144 under the Securities Act.

The Transferor understands that this certificate is required in connection with certain securities or other legislation in the United States and/or in connection with the Notes being eligible for clearance in one or more clearance systems. If administrative or legal proceedings are commenced or threatened in connection with which this certificate is or might be relevant, the Transferor irrevocably authorizes each entity to which this certificate is addressed to produce this certificate or a copy hereof to any interested party in such proceedings.

The Fiscal Agent and the Issuer are entitled to conclusively rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert name of Transferor]

By: \_\_\_\_\_  
Name: