

## EXECUTION VERSION

### FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**SINGAPORE SFA PRODUCT CLASSIFICATION** - In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

28 March 2022

STELLANTIS N.V.

Stellantis N.V. Legal Entity Identifier (LEI) : 549300LKT9PW7ZIBDF31

Issue of €1,000,000,000 2.750 per cent. Notes due 1 April 2032 (the “Notes”)  
under the €30,000,000,000  
Euro Medium Term Note Programme

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated March 15, 2022 and the supplement to the Base Prospectus dated March 23, 2022 (together, the “**Base Prospectus**”) which constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms are available for viewing at <https://www.stellantis.com/en/investors/bond-info> and copies may be obtained from the Issuer at its principal executive and registered offices. Stellantis N.V.’s website, as well as its content (except for any documents available at the links referred to in the Base Prospectus to the extent incorporated by reference therein) does not form part of the Base Prospectus or of these Final Terms.

- |    |       |  |  |
|----|-------|--|--|
| 1. | (i)   | Issuer:  | Stellantis N.V.  |
|    | (ii)  | Guarantor:   | Not Applicable   |
| 2. | (i)   | Series Number:   | STLA004  |
|    | (ii)  | Tranche Number:  | 1  |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series:   | Not Applicable   |
| 3. |       | Specified Currency or Currencies:  | Euro (€)   |
| 4. |       | Aggregate Nominal Amount:  |  |
|    | (i)   | Series:  | €1,000,000,000   |
|    | (ii)  | Tranche:   | €1,000,000,000   |
| 5. |       | Issue Price:   | 99.896 per cent. of the Aggregate Nominal Amount   |
| 6. | (i)   | Specified Denominations:   | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
|    | (ii)  | Calculation Amount for Notes in definitive form ( <i>in relation to calculation of interest for Notes in global form - see Conditions</i> ): | €1,000   |
| 7. | (i)   | Issue Date:  | 1 April 2022   |
|    | (ii)  | Interest Commencement Date:  | Issue Date   |
| 8. |       | Maturity Date:   | 1 April 2032   |
| 9. |       | Interest Basis:  | 2.750 per cent. Fixed Rate<br>(see paragraph 16 below)   |

|   |   |
|---|---|
| 10. Redemption/Payment Basis:   | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 percent of their nominal amount. |
| 11. Change of Interest Basis:   | Not Applicable  |
| 12. Alternative Currency Equivalent:                                  | Not Applicable  |
| 13. Put/Call Options:   | Make-whole Call<br>Issuer Maturity Par Call<br>Clean-Up Call<br>(see paragraphs 20, 21 and 22 below)  |
| 14. Date board of directors' approval for issuance of Notes obtained: | 2 March 2021  |
| 15. Method of distribution:   | Syndicated  |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|  |   |
|--|---|
| 16. Fixed Rate Note Provisions:  | Applicable  |
| (i) Rate(s) of Interest:   | 2.750 per cent. per annum payable annually in arrear.                                   |
| (ii) Interest Payment Date(s):   | 1 April in each year up to and including the Maturity Date, commencing on 1 April 2023. |
| (iii) Fixed Coupon Amount(s) for Notes in definitive form ( <i>and in relation to Notes in global form - see Conditions</i> ): | €27.50 per Calculation Amount   |
| (iv) Broken Amount(s) for Notes in definitive form ( <i>and in relation to Notes in global form - see Conditions</i> ):        | Not Applicable  |
| (v) Day Count Fraction:  | Actual/Actual (ICMA)  |
| (vi) Determination Date(s):  | 1 April in each year  |
| 17. Floating Rate Note Provisions:   | Not Applicable  |
| 18. Zero Coupon Note Provisions:   | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

|                             |                 |
|-----------------------------|-----------------|
| 19. Issuer Call Option:     | Not Applicable  |
| 20. Make-whole Call Option: | Applicable      |
| (i) Reference Bond:         | DBR 0% Feb-2032 |
| (ii) Make-whole Margin:     | 0.35 per cent.  |

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|-------|---|--|
| (iii) | Notice period (if other than as set out in the Conditions):   | Not Applicable   |
| (iv)  | Parties to be notified (if other than the Principal Paying Agent and the Make-whole Calculation Agent)  | Not Applicable   |
| (v)   | Make-whole Calculation Agent (which shall not be the Principal Paying Agent):                           | DIIS GROUP, with registered office at 12 rue Vivienne, 75002 Paris, France |
| 21.   | Issuer Maturity Par Call Option   | Applicable   |
|       | Notice periods (if other than as set out in the Conditions):  | Not Applicable   |
| 22.   | Clean-up Call Option:   | Applicable   |
|       | Clean-Up Percentage (if other than as set out in the Conditions):                                       | Not Applicable   |
|       | Notice periods (if other than as set out in the Conditions):  | Not Applicable   |
| 23.   | Investor Put:   | Not Applicable   |
| 24.   | Final Redemption Amount:  | €1,000 per Calculation Amount  |
| 25.   | Early Redemption Amount of each note payable on redemption for taxation reasons or on event of default: | €1,000 per Calculation Amount  |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |   |  |
|-----|---|--|
| 26. | Form of Notes:  | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event. |
| 27. | New Global Note:  | Yes  |
| 28. | Additional Financial Centre(s):   | Not Applicable   |
| 29. | Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature): | No.  |

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of Euronext Dublin of the Notes described herein pursuant to the €30,000,000,000 Euro Medium Term Note Programme of Fiat Chrysler Finance Europe *société en nom collectif* acting through its Dutch Branch as Issuer and Stellantis N.V. as Issuer and Guarantor.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |   |
|-------|---|---|
| (i)   | Listing:  | Irish Stock Exchange plc trading as Euronext Dublin.  |
| (ii)  | Admission to trading:                                       | Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from 1 April 2022. |
| (iii) | Estimate of total expenses related to admission to trading: | €1,000  |

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

|          |      |
|----------|------|
| S&P:     | BBB  |
| Moody's: | Baa3 |
| Fitch:   | BBB- |
| DBRS:    | BBB  |

Each of S&P Global Ratings Europe Limited (“**S&P**”) and Moody’s Deutschland GmbH (“**Moody’s**”) and Fitch Ratings Ireland Limited (Spanish Branch) (“**Fitch**”) is established in the European Union and is registered under Regulation (EC) No. 1060/2009/EC (as amended, the “**CRA Regulation**”), and is included in the list of registered and certified credit ratings agencies published on the website of the European Securities and Markets Authority (“**ESMA**”) in accordance with the CRA Regulation. The ESMA’s website and its content do not form part of the Base Prospectus or of these Final Terms.

DBRS Ratings Limited (“**DBRS**”) is not established in the European Union and is not registered or certified under the CRA Regulation.

In general, and subject to certain exceptions, European regulated investors are restricted from using a credit rating for regulatory purposes if such credit rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation.

Subject to the fulfilment of the conditions set out in Article 4(3) of the CRA Regulation, a credit rating agency established in the European Union and registered in accordance with the CRA Regulation (an “**EU CRA**”) may endorse (for regulatory purposes in the European Union) credit ratings issued outside the European Union where (i) the credit rating activities resulting in the issuing of the credit rating are undertaken in whole or in part by a credit rating agency or credit rating agencies belonging to the same group (a “non-EU CRA”); and (ii) the EU CRA has verified and is able to demonstrate on an on-going basis to ESMA that the conduct of the credit rating activities by the non-EU CRA resulting in the issuing of the

credit rating to be endorsed fulfils requirements which are “at least as stringent as” the requirements of the CRA Regulation.

On 15 March 2012, ESMA announced that it considers the regulatory framework for credit rating agencies established in Canada to be “as stringent as” the requirements of the CRA Regulation. DBRS Ratings GmbH (“**DBRS RG**”) currently endorses credit ratings issued by DBRS respectively for regulatory purposes in the European Union. DBRS RG has been registered under the CRA Regulation and appears on the list of registered credit rating agencies on ESMA’s website. The ESMA’s website and its content do not form part of the Base Prospectus or of these Final Terms. There can be no assurance that DBRS RG will continue to endorse credit ratings issued by DBRS.

In addition, subject to the fulfilment of the conditions set out in Article 5 and elsewhere in the CRA Regulation, credit ratings that are related to entities established or financial instruments issued in countries outside the European Union and that are issued by a credit rating agency established in a country outside the European Union may only be used for regulatory purposes within the European Union without being endorsed under Article 4(3) of the CRA Regulation if (amongst other requirements) the European Commission has adopted an equivalence decision in accordance with Article 5(6) of the CRA Regulation, recognising the legal and supervisory framework of the relevant country as equivalent to the requirements of the CRA Regulation.

Each of S&P, Moody’s, Fitch and DBRS is not established in the UK and is not registered or certified under the Regulation (EC) No. 1060/2009/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 and as amended by the Credit Rating Agencies (Amendment etc.) (EU Exit) Regulations 2019 (the “**UK CRA Regulation**”).

In general, and subject to certain exceptions, United Kingdom regulated investors are restricted from using a credit rating for regulatory purposes if such credit rating is not issued by a credit rating agency established in the United Kingdom and registered under the UK CRA Regulation.

Subject to the fulfilment of the conditions set out in Article 4(3) of the UK CRA Regulation, a credit rating agency established in the United Kingdom and registered in accordance with the UK CRA Regulation (a “**UK CRA**”) may endorse (for regulatory purposes in the United Kingdom) credit ratings issued outside the United Kingdom where (i) the credit rating activities resulting in the issuing of the credit rating are undertaken in whole or in part by a credit rating agency or credit rating agencies belonging to the same group (a “**non-UK CRA**”); and (ii) the UK CRA has verified and is able to demonstrate on an ongoing basis to the Financial Conduct Authority that the conduct of the credit rating activities by the non-UK CRA resulting in the issuing of the credit rating to be

endorsed fulfils requirements which are “at least as stringent as” the requirements of the UK CRA Regulation.

On 15 March 2019, the Financial Conduct Authority announced that it considers the regulatory framework for credit rating agencies established in each of the EEA countries to be “as stringent as” the requirements of the UK CRA Regulation and as of 15 March 2019 the Financial Conduct Authority has declared that it considers the regulatory framework for credit rating agencies established in Canada to meet the conditions for endorsement of credit ratings into UK. S&P Global Ratings UK Limited (“**S&P UK**”), Moody’s Investors Service Ltd (“**Moody’s UK**”), Fitch Ratings Limited (“**Fitch UK**”) and DBRS Ratings Limited (“**DBRS UK**”) currently endorse credit ratings issued by S&P, Moody’s, Fitch and DBRS, respectively, for regulatory purposes in the United Kingdom. Each of S&P UK, Moody’s UK, Fitch UK and DBRS UK has been registered under the UK CRA Regulation and appears on the list of registered credit rating agencies on the Financial Conduct Authority’s website. The Financial Conduct Authority’s website and its content do not form part of the Base Prospectus or of these Final Terms and have not been scrutinised or approved by the Central Bank of Ireland. There can be no assurance that S&P UK, Moody’s UK, Fitch UK and DBRS UK will continue to endorse credit ratings issued by S&P, Moody’s, Fitch and DBRS, respectively.

### 3. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: See “Use of Proceeds” in the Base Prospectus

Estimated net proceeds: €994,960,000

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in lending and in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 5. YIELD (*Fixed Rate Notes only*)

Indication of yield: 2.762 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. DISTRIBUTION

- (i) If syndicated, name of Managers: BNP Paribas  
Crédit Agricole Corporate and Investment Bank  
Crédit Industriel et Commercial S.A.  
Goldman Sachs Bank Europe SE  
Intesa Sanpaolo S.p.A.  
Natixis
- (ii) Stabilising Manager(s) (if any): Not Applicable



|       |   |  |
|-------|---|--|
| (iii) | If non-syndicated, name of relevant Dealer:   | Not Applicable                           |
| (iv)  | U.S. selling restrictions:                    | Reg. S Compliance Category: 2<br>TEFRA D |
| (v)   | Prohibition of Sales to EEA Retail Investors: | Applicable                               |
| (vi)  | Prohibition of Sales to UK Retail Investors   | Applicable                               |
| (vii) | Prohibition of Sales to Belgian Consumers:    | Applicable                               |

## 7. OPERATIONAL INFORMATION

|        |   |  |
|--------|---|--|
| (i)    | ISIN Code:  | XS2464732770   |
| (ii)   | Common Code:  | 246473277  |
| (iii)  | CMU Instrument Number:  | Not Applicable   |
| (iv)   | CFI:  | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN Code.                |
| (v)    | FISN:   | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN Code.                |
| (vi)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable   |
| (vi)   | Delivery:   | Delivery against payment   |
| (vii)  | Names and addresses of Paying Agent(s):   | Citibank N.A., London Branch<br>Citigroup Centre<br>Canada Square<br>Canary Wharf<br>London E14 5JB<br>United Kingdom<br><br>Citibank Europe PLC<br>1 North Wall Quay<br>Dublin 1<br>Ireland |
| (viii) | Names and addresses of additional Paying Agent(s), if any:  | Not Applicable   |

- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra- day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.