

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 the following: (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 the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as amended as it forms part of UK 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 amended as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as amended as it forms part of UK 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.

SINGAPORE SFA PRODUCT CLASSIFICATION - In connection with Section 309B of the Securities and Futures Act 2001 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).

12 June 2023

Stellantis N.V.

Legal Entity Identifier (LEI) : 549300LKT9PW7ZIBDF31

Issue of €1,250,000,000 4.250 per cent. Notes due 16 June 2031 (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 April 5, 2023 and the supplement dated 1 June 2023 (together, the “**Base Prospectus**”) which together 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 office. 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.	Issuer:	Stellantis N.V.
2.	(i) Series Number:	STLA006
	(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:	€1,250,000,000
	(ii) Tranche:	€1,250,000,000
5.	Issue Price:	99.297 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:	16 June 2023
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	16 June 2031
9.	Interest Basis:	4.250 per cent. Fixed Rate (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 per cent. of their nominal amount.
11.	Change of Interest Basis:	Not Applicable
12.	Alternative Currency Equivalent:	Not Applicable
13.	Put/Call Options:	Make-whole Call Issuer Maturity Par Call

Clean-Up Call
(see paragraphs 20, 21 and 22 below)

14. Date board of directors' approval for issuance of Notes obtained: 5 October 2022

15. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16. Fixed Rate Note Provisions: Applicable
- (i) Rate(s) of Interest: 4.250 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 16 June in each year commencing on 16 June 2024, up to, and including, the Maturity Date
 - (iii) Fixed Coupon Amount(s) for Notes in definitive form (*and in relation to Notes in global form - see Conditions*): €42.50 per Calculation Amount
 - (iv) Broken Amount(s) for Notes in definitive form (*and in relation to Notes in global form - see Conditions*): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Date(s): 16 June 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% 15 February 2031 (DE0001102531)
 - (ii) Make-whole Margin: 0.35 per cent.
 - (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 the 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 Stellantis N.V. as Issuer.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. The explanation of the meaning of the ratings set out in paragraph 2 of Part B below has been extracted from the respective websites of Moody's and S&P (each as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody's and S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

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 16 June 2023. |
| (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:

Moody's:	Baa2
S&P:	BBB

Each of Moody's Deutschland GmbH ("**Moody's**") and S&P Global Ratings Europe Limited ("**S&P**") 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.

According to Moody's, obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. Additionally, a (hyb) indicator is appended to all ratings of hybrid securities issued by banks, insurers, finance companies, and securities firms (source: <https://ratings.moodys.com/rating-definitions>).

According to S&P, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation (source: <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>).

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.

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.

None of Moody’s and S&P is established in the UK and is registered or certified under 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. Moody’s Investors Service Ltd (“**Moody’s UK**”) and S&P Global Ratings UK Limited (“**S&P UK**”) currently endorse credit ratings issued by Moody’s and S&P, respectively, for regulatory purposes in the United Kingdom. Each of Moody’s UK and S&P 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 Moody’s UK and S&P UK will continue to endorse credit ratings issued by Moody’s and S&P, respectively.

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

3. REASONS FOR THE ISSUE AND ESTIMATED NET PROCEEDS

Reasons for the issue: The net proceeds from the issue of the Notes will be used to finance the activities of the Issuer, which may include repayment or refinancing of other indebtedness

See “Use of Proceeds” in the Base Prospectus

Estimated net proceeds: €1,236,212,500

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: 4.356 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: | Barclays Bank Ireland PLC
Crédit Agricole Corporate and Investment Bank
Crédit Industriel et Commercial S.A.
ING Bank N.V.
Intesa Sanpaolo S.p.A.
Mizuho Securities Europe GmbH
Natixis
Société Générale |
| (ii) | Stabilisation Manager(s) (if any): | Société Générale |
| (iii) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (iv) | U.S. selling restrictions: | Reg. S Compliance Category: 2

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

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|-------|--|--|
| (i) | ISIN Code: | XS2634690114 |
| (ii) | Common Code: | 263469011 |
| (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 | Not Applicable |

the relevant identification number(s):

- | | | |
|--------|---|--|
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of Paying Agent(s): | Citibank N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5JB
United Kingdom

Citibank Europe PLC
1 North Wall Quay
Dublin 1
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. |