
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2023
Commission File No. 001-36675

STELLANTIS N.V.
(Translation of Registrant's Name Into English)

**Taurusavenue 1
2132LS, Hoofddorp
The Netherlands
Tel. No.: +31 237001511
(Address of Principal Executive Offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

The following exhibits are furnished herewith:

- Exhibit 99.1 Press release issued by Stellantis N.V. dated March 2, 2023.
- Exhibit 99.2 Notice of Annual General Meeting
- Exhibit 99.3 Agenda and Explanatory Notes
- Exhibit 99.4 Bio of Benoit Ribadeau-Dumas
- Exhibit 99.5 Letter to Stellantis Shareholders from the Chair of the Remuneration Committee
- Exhibit 99.6 Remuneration Policy
- Exhibit 99.7 Corporate Governance Statement
- Exhibit 99.8 Outstanding share capital and voting rights at the date of the notice
- Exhibit 99.9 Shares registered in the United States - Proxy card

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 6, 2023

STELLANTIS N.V.

By: /s/ Richard K. Palmer

Name: Richard K. Palmer

Title: Chief Financial Officer

Index of Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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99.5	Letter to Stellantis Shareholders from the Chair of the Remuneration Committee
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99.9	Shares registered in the United States - Proxy card

Stellantis Publishes Agenda for 2023 AGM

AMSTERDAM, March 2, 2023 – Stellantis N.V. announced today it has published the agenda and explanatory notes for the 2023 Annual General Meeting of Shareholders (AGM), which will take place on April 13, 2023 in Amsterdam.

Stellantis' AGM notice and explanatory notes, other AGM materials and instructions for voting, are available under the Investors section of the Stellantis corporate website at www.stellantis.com, where they can be viewed and downloaded. Shareholders may request a hard copy of these materials, which include Stellantis' audited financial statements for the fiscal year ended December 31, 2022, free of charge, through the contact below.

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About Stellantis

Stellantis N.V. (NYSE: STLA / Euronext Milan: STLAM / Euronext Paris: STLAP) is one of the world's leading automakers and a mobility provider. Its storied and iconic brands embody the passion of their visionary founders and today's customers in their innovative products and services, including Abarth, Alfa Romeo, Chrysler, Citroën, Dodge, DS Automobiles, Fiat, Jeep®, Lancia, Maserati, Opel, Peugeot, Ram, Vauxhall, Free2move and Leasys. Powered by our diversity, we lead the way the world moves – aspiring to become the greatest sustainable mobility tech company, not the biggest, while creating added value for all stakeholders as well as the communities in which it operates. For more information, visit www.stellantis.com.



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Stellantis

For more information, contact:

communications@stellantis.com

www.stellantis.com

NOTICE OF THE ANNUAL GENERAL MEETING STELLANTIS N.V.

The annual general meeting of shareholders (the "**AGM**") of Stellantis N.V. (the "**Company**" or "**Stellantis**") will be held on April 13, 2023 at 12:00 noon CEST.

The AGM will be held at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskyalaan 10, 1077 XZ Amsterdam, the Netherlands, subject to applicable restrictions on in-person visits, if any. The AGM will be held in English.

AGENDA

1 Opening

2 Annual Report 2022

- a. Report of the Board of Directors for the financial year 2022 (*discussion*)
- b. Policy on additions to reserves and on dividends (*discussion*)
- c. Remuneration Report 2022 excluding pre-merger legacy matters (*advisory voting*)
- d. Remuneration Report 2022 on the pre-merger legacy matters (*advisory voting*)
- e. Adoption of the Annual Accounts 2022 (*voting*)
- f. Approval of 2022 dividend (*voting*)
- g. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2022 (*voting*)

3 Appointment of Non-Executive Director

Proposal to appoint Mr. Benoît Ribadeau-Dumas as Non-Executive Director (*voting*)

4 Appointment of the Independent Auditor(s)

- a. Proposal to appoint Ernst & Young Accountants LLP as the Company's independent auditor for the financial year 2023 (*voting*)
- b. Proposal to appoint Deloitte Accountants B.V. as the Company's independent auditor for the financial year 2024 (*voting*)

5 Amendment to Remuneration Policy

Proposal to amend paragraph 6 of the Remuneration Policy for the Board of Directors (*voting*)

6 Delegation to the Board of Directors of the authority to issue shares in the capital of the Company and to limit or to exclude pre-emptive rights

- a. Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 7 of the Company's articles of association (*voting*)
- b. Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 8 of the Company's articles of association (*voting*)

7 Delegation to the Board of Directors of the authority to acquire common shares in the Company's capital

Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital in accordance with article 9 of the Company's articles of association (*voting*)

8 Cancellation of shares in the capital of the Company

Proposal to cancel common shares held by the Company in its own share capital as specified in article 10 of the Company's articles of association (*voting*)

9 Closing

AGM DOCUMENTS

This notice, the agenda with explanatory notes, the Annual Report 2022 (including the financial statements), and other documents relevant for the AGM are available on the Company's website (www.stellantis.com).

The relevant AGM materials are also available at the Company's offices (Taurusavenue 1, 2132 LS Hoofddorp, the Netherlands) for shareholders and other persons entitled to attend the meeting who will receive a copy free of charge upon request.

HOLDING SHARES IN STELLANTIS' CAPITAL

Stellantis' shareholders can hold their shares in Stellantis as follows:

- 1) **Loyalty register.** Shareholders holding special voting shares and common shares or shareholders holding common shares electing to receive special voting shares upon completion of the required holding period (the "**Loyalty Shareholders**") registered in the Company's loyalty register (the "**Loyalty Register**").

The Loyalty Register is maintained on the Company's behalf in the records of the Company's agents being Computershare Trust Co. NA, Computershare S.p.A. and Société Générale Securities Services France (the "**Agents**" and each the "**Agent**");

- 2) **Euroclear France.** Shareholders holding common shares in an intermediary account with a participant in the Euroclear France system (the "**Euroclear France Participant Account**");
- 3) **Monte Titoli.** Shareholders holding common shares in an intermediary account with a participant in the Monte Titoli system (the "**Monte Titoli Participant Account**");
- 4) **DTC.** Shareholders holding common shares in a bank, brokerage or other intermediary account with a participant in the Depository Trust Company system (the "**DTC Participant Account**"); and

- 5) **Registered shareholders.** Shareholders holding common shares in registered form (the "**Registered Shareholders**") in the Company's shareholders register (the "**Shareholders Register**"), maintained by Computershare Trust Co. NA, as the Company's transfer agent (the "**Transfer Agent**" and together with the Agents, the "**AGM Agents**").

RECORD DATE AND FINAL REGISTRATION DATE

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders and other persons entitled to attend the AGM, must (i) be registered as of **Thursday March 16, 2023** (the "**Record Date**"), in the register established for that purpose by the Board of Directors (the "**AGM Register**") after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) request registration in the manner mentioned below.

The AGM Register established by the Board of Directors is: (i) in respect of Loyalty Shareholders, the Loyalty Register, (ii) in respect of shareholders holding common shares in (a) a Euroclear France Participant Account, (b) a Monte Titoli Participant Account or (c) a DTC Participant Account, the administration of the relevant bank, brokerage or other intermediary (the "**Intermediary**") and (iii) in respect of Registered Shareholders, the Shareholders Register.

The **Final Registration Date** (as referred to in the Company's articles of association) for this AGM is **Thursday April 6, 2023** at 5 p.m. CEST.

ATTENDANCE AND VOTING

Ad (i). Loyalty shareholders

The AGM Agents will send the AGM documentation to Loyalty Shareholders at the email addresses of such shareholders as they appear from the records maintained by the relevant AGM Agent, including instructions that allows them to attend the AGM or to give their voting instructions by proxy or online vote.

Loyalty Shareholders should give their voting instructions to the relevant AGM Agent by 5 p.m. CEST on the Final Registration Date in writing (contact details below) or electronically via the web procedure made available by the relevant Agent.

Ad (ii)(a). Shareholders holding common shares via Euroclear France

Shareholders holding common shares in a Euroclear France Participant Account (the "**EFR Investors**") who wish to attend the AGM, provide instructions or grant a power of attorney to vote on their behalf should use their banking institution website allowing access to the VOTACCESS platform from Friday, March 17, 2023 at 9 a.m. CET and until Final Registration Date at 5 p.m. CEST.

Shareholders holding registered shares wishing to attend the AGM, provide instructions or grant a power of attorney to vote on their behalf will have to connect, with their usual access codes or their email address, if their Sharinbox by SG Markets account is already activated, to the Sharinbox platform

(www.sharinbox.societegenerale.com) to access to the VOTACCESS platform from Friday, March 17, 2023 at 9 a.m. CET and until Final Registration Date at 5 p.m. CEST.

Ad (ii)(b). Shareholders holding common shares in a Monte Titoli Participant Account

Shareholders holding common shares in a Monte Titoli Participant Account (the "**MT Investors**") who wish to attend or vote at the AGM by proxy should request their Intermediary to issue a statement (the "**Notification of participation**") confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit the Notification of participation no later than on the Final Registration Date at 5 p.m. CEST to Computershare S.p.A. The MT Investors may also give their voting instructions through the relevant proxy form published on the Company's website (www.stellantis.com). They can also cast their votes in advance of the AGM via the web procedure made available to MT Investors by Computershare S.p.A. through the Company's website.

Ad (ii)(c). Shareholders holding common shares in a DTC Participant Account

Shareholders holding common shares in a DTC Participant Account should give instructions to their Intermediary, as the record holder of their shares, who is required to vote their shares according to their instructions. In order to vote their shares or to attend at the AGM, they will need to follow the directions provided by their Intermediary.

Ad (iii). Registered Shareholders

The Transfer Agent will send the AGM documentation to Registered Shareholders at the addresses of such shareholders as they appear from the Shareholders Register, including the Proxy Card with the instructions that allows them to attend at the AGM or give their voting instructions by telephone at +1-800-652-VOTE or internet at www.investorvote.com/STLA. Such Proxy Card will also be available on the Company's website (www.stellantis.com).

VOTE BY PROXY

Subject to compliance with the paragraphs referred to above, shareholders can vote at the AGM by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the relevant AGM Agent (contact details below) by 5 p.m. CEST on the Final Registration Date in writing or electronically pursuant to instructions contained in the proxy forms. All votes shall be cast electronically or in writing ahead of the AGM in accordance with the proxy and voting instructions.

ATTENDANCE

Shareholders holding common shares who wish to attend the AGM (either in person or by proxy) (a) must have registered his or her shares as set out above and (b) should request their Intermediary to submit an attendance request no later than 5:00 p.m. CEST on the Final Registration date to the relevant Agent.

These shareholders will receive an attendance card issued in their name (the "**Attendance Card**"). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the

Attendance Card at the AGM to enter the AGM. For this purpose the Attendance Card also contains a proxy form section. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

VOTING LIMITATION AND NOTIFICATION OBLIGATION

As further set out in the Company's articles of association, no shareholder, acting alone or in concert, together with votes exercised by affiliates of such shareholder or pursuant to proxies or other arrangements conferring the right to vote, may be able to exercise, directly or indirectly, 30 percent (the "**Maximum Voting Threshold**") or more of the votes that could be cast at a general meeting of the Company. Any voting right of such shareholder in excess of the Maximum Voting Threshold for a general meeting will be suspended by the Company. This voting limitation also applies with respect to the AGM. The Maximum Voting Threshold with respect to the AGM will be published on the Company's website on the day following the Final Registration Date.

Furthermore, the Company's articles of association provide that, before each general meeting, any shareholder holding voting rights in excess of the Maximum Voting Threshold is required to notify the Company, in writing, of its shareholding and total voting rights in the Company and provide, upon written request by the Company, any information necessary to ascertain the composition, nature and size of its shareholding and any other person acting in concert with it. This notification obligation also applies with respect to the AGM.

CONTACT DETAILS OF AGENTS

- 1) Computershare S.p.A.
Via Nizza 262/73, 10126 Torino Italy
e-mail: stellantis@computershare.it
- 2) Computershare Trust Company NA
P.O. BOX 505000
Louisville, KY 40233-5000
email: web.queries@computershare.com

By Overnight Delivery:

Computershare
462 South 4th Street Suite 1600
Louisville, KY 40202

- 3) Société Générale Securities Services France
Assemblées Générales
32 Rue du Champ de Tir
CS 30812 – 44308 NANTES cedex 3 France
email: service.assemblee-generale@sgss.socgen.com

March 2, 2023
Stellantis N.V.
The Board of Directors

**AGENDA AND EXPLANATORY NOTES
FOR THE ANNUAL GENERAL MEETING OF STELLANTIS N.V.**

To be held on Thursday April 13, 2023 at 12:00 noon CEST at
the offices of Freshfields Bruckhaus Deringer LLP,
Strawinskylaan 10, 1077 XZ, Amsterdam,
The Netherlands

AGENDA FOR THE 2023 ANNUAL GENERAL MEETING OF STELLANTIS N.V. ("STELLANTIS" OR "COMPANY")

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1 Opening

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- b. Policy on additions to reserves and on dividends (*discussion*)
- c. Remuneration Report 2022 excluding pre-merger legacy matters (*advisory voting*)
- d. Remuneration Report 2022 on the pre-merger legacy matters (*advisory voting*)
- e. Adoption of the Annual Accounts 2022 (*voting*)
- f. Approval of 2022 dividend (*voting*)
- g. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2022 (*voting*)

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Proposal to appoint Mr. Benoît Ribadeau-Dumas as Non-Executive Director (*voting*)

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6 Delegation to the Board of Directors of the authority to issue shares in the capital of the Company and to limit or to exclude pre-emptive rights

- a. Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 7 of the Company's articles of association (*voting*)

- b. Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 8 of the Company's articles of association (*voting*)

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Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital in accordance with article 9 of the Company's articles of association (*voting*)

8 Cancellation of shares in the capital of the Company

Proposal to cancel common shares held by the Company in its own share capital as specified in article 10 of the Company's articles of association (*voting*)

9 Closing

EXPLANATORY NOTES TO THE AGENDA FOR THE 2023 AGM OF STELLANTIS

1. Opening

The chairperson of the meeting will open the meeting.

2. Annual Report 2022

A. Report of the Board of Directors for the financial year 2022 (*discussion*)

The Report on Operations of the Company is contained in the Company's Annual Report 2022. For further details please refer to the "Report on Operations" section of the Annual Report.

B. Policy on additions to reserves and on dividends (*discussion*)

The Company's dividend policy as referred to below contemplates an annual ordinary dividend to be distributed by the Company to the holders of common shares.

Common shares

The Company's dividend policy contemplates an annual ordinary dividend to the holders of common shares targeting a payout ratio of 25%-30% of the Company's Net Profit for the relevant prior financial year.

The actual level of dividend to be distributed by the Company will be determined by the Board of Directors in its sole discretion and will be subject to earnings, cash balances, commitments, strategic plans and any other factors that the Board of Directors may deem relevant at the time of a dividend distribution, including adjustments for income or costs that are significant in nature but expected to occur infrequently.

Special voting shares

The holders of special voting shares are not entitled to any distributions. However, pursuant to article 29.4 of the Company's articles of association, from any amount of profits not reserved by the Board of Directors, first an amount shall be allocated and added to a separate special voting shares dividend reserve for the benefit of the holders of special voting shares (the "Special Voting Shares Dividend Reserve"). The Company has no intention to propose any distribution from the Special Voting Shares Dividend Reserve.

C. Remuneration Report 2022 excluding pre-merger legacy matters (*advisory voting*)

Pursuant to article 2:135b subsection 2 of the Dutch Civil Code, the Remuneration Report 2022, excluding the section of the Remuneration Report 2022 on the pre-merger legacy matters, which will be addressed under agenda item 2.D., is submitted to the General Meeting of Shareholders for its advisory vote. It is proposed to the General Meeting of Shareholders to cast a favorable advisory vote.

Following the advisory voting on the 2022 Remuneration Report at the Annual General Meeting of Shareholders of 2022, which was positive for 47.9%, the Company and the Remuneration Committee engaged in an extensive shareholder outreach over the course of two rounds of engagement throughout 2022 and in early 2023. In response to the 2022 Annual General Meeting of Shareholders vote and based on the feedback received, the Board, upon proposal of the Remuneration Committee, decided upon a number of changes in the Company's remuneration practices and disclosures. Such changes include changes in the TSR metric for long term incentive compensation (which will not allow for any vesting/payout for below-median performance effective with the Company's 2023 Long Term Incentive grant), improvement of overall disclosures and transparency by enhancing clarity on targets, how they are set, and on how performance drives outcomes. In addition, as included in the following agenda item n. 5, it is proposed to amend paragraph 6 of the Remuneration Policy to provide for equity awards under the Company's Long Term Incentive Plan to consist only of Performance Share Units (PSUs) for the Executive Directors beginning with the 2023 grant.

The advisory vote on this agenda item does not include the dedicated section of the Remuneration Report 2022 ("*Pre-merger Legacy Matters - Remuneration to Former Executive Director of FCA N.V.*") that reports on the payment made in the financial year 2022 in fulfillment of an agreement entered into between the former Chief Executive Officer of FCA N.V., Mr. Michael Manley, and FCA N.V. prior to the merger, as further detailed in the Remuneration Report 2022. This section of the Remuneration Report 2022 is tabled for a separate advisory vote under the following agenda item.

The Remuneration Report for 2022 is contained in the Annual Report 2022 and is available on the Company's website. For further details, please refer to the "Remuneration Report" section of the Annual Report 2022.

D. Remuneration Report 2022 on the pre-merger legacy matters (*advisory voting*)

A dedicated section of the Remuneration Report 2022 ("*Pre-merger Legacy Matters - Remuneration to Former Executive Director of FCA N.V.*") reports on the payment made in the financial year 2022 in fulfillment of an agreement entered into between the former Chief Executive Officer of FCA N.V., Mr.

Michael Manley, and FCA N.V. prior to the merger, as further detailed in the Remuneration Report 2022. No decision was made in 2022 by the Stellantis Board regarding this matter. The Company regards this matter as a legacy matter and submits it to the separate advisory vote to allow for a more clear and specific feedback from the shareholders on the different matters reported.

Pursuant to article 2:135b subsection 2 of the Dutch Civil Code, also this section of the 2022 Remuneration Report will be submitted to the General Meeting of Shareholders for its advisory vote. It is proposed to the General Meeting of Shareholders to cast a favorable advisory vote.

E. Adoption of the Annual Accounts 2022 (voting)

The Company's Annual Accounts 2022 have been drawn up by the Board of Directors and audited by the external auditor of the Company, Ernst & Young Accountants LLP, who have issued an unqualified opinion. It is proposed that the Annual Accounts 2022 be adopted by the General Meeting of Shareholders.

F. Approval of 2022 dividend (voting)

Subject to the adoption of the Company's Annual Accounts 2022 (including the consolidated and statutory financial statements) by the General Meeting of Shareholders and in accordance with article 29 of the articles of association of the Company, the Board of Directors proposes to approve a dividend payment from the profits shown in the 2022 Annual Accounts on the Company's common shares of EUR 1.34 per common share. This results in a total cash distribution for the financial year 2022 of approximately EUR 4.2 billion. The dividend will be paid fully in cash.

Upon approval by the General Meeting of Shareholders, the expected calendar dates for the common shares listed on the New York Stock Exchange, Euronext Milan and Euronext Paris will be as follows: (i) ex-date April 24, 2023, (ii) record date April 25, 2023, and (iii) payment date May 4 2023.

The balance between the total amount of the dividend distribution for the financial year 2022 and the full amount of profits shown in the Company's Annual Accounts 2022 shall be reserved and added to the (relevant) reserves of the Company (in accordance with the Company's articles of association and Dutch law) in order to further strengthen the capital position of the Company.

G. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2022 (voting)

In accordance with article 24.9 of the Company's articles of association, the General Meeting of Shareholders is requested to grant discharge to:

- (i) the executive directors in office in 2022 in respect of the performance of their management duties; and
- (ii) the non-executive directors in office in 2022 in respect of the performance of their non-executive duties,

as such performance is apparent from the Annual Report 2022 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the Annual Accounts 2022.

3. Appointment of Non-Executive Director (voting)

On January 18, 2023 Mr. Andrea Agnelli, a non-executive director of Stellantis nominated by Exor N.V. (“Exor”) and appointed on January 4, 2021 for the term of office of four years beginning on January 17, 2021, announced his resignation from his position as member of the Board of Directors of Stellantis. The resignation will become effective at the closing of the 2023 General Meeting of Shareholders.

Exor nominated Mr. Benoît Ribadeau-Dumas as the successor non-executive director for appointment at the General Meeting of Shareholders pursuant to and in accordance with Article 19.3 of the Company’s articles of association. The appointment of Mr. Ribadeau-Dumas as non-executive director will be for a period of two years, provided however that unless he resigns at an earlier date, the term of office shall lapse immediately after the close of the first annual General Meeting of Shareholders held after two years have lapsed since his appointment.

Unless the nomination is overruled in accordance with the Company's articles of association, Mr. Ribadeau-Dumas shall be appointed as non-executive director.

The relevant biographical details and curriculum vitae of Mr. Ribadeau-Dumas are available for inspection at the offices of the Company as well as on the Company’s website (www.stellantis.com).

4. Appointment of the Independent Auditor(s)

A. Proposal to appoint Ernst & Young Accountants LLP as the Company's independent auditor for the financial year 2023 (voting)

Pursuant to article 27 of the Company's articles of association, the General Meeting of Shareholders has the authority to appoint the independent auditor that will conduct the audit of the financial statements. The Audit Committee has reviewed the performance of the independent auditor and the effectiveness of the audit. Based on such review, the Audit Committee has recommended the re-appointment of Ernst & Young Accountants LLP as the Company's independent auditor for the financial year 2023.

The Board of Directors concurs with the Audit Committee’s recommendation and submits to the shareholders the proposal to reappoint Ernst & Young Accountants LLP as the Company's independent auditor for the financial year 2023.

B. Proposal to appoint Deloitte Accountants B.V. as the Company's independent auditor for the financial year 2024 (voting)

Under applicable laws and regulations, on December 31, 2023 Ernst & Young Accountants LLP will have reached the maximum term of permitted renewals as the Company’s independent auditor. Therefore, during 2022, the Audit Committee conducted a process for the selection of the independent auditor for the financial years starting from January 1, 2024.

As the Board of Directors wishes to ensure an efficient and effective statutory audit of the Company and consolidated financial statements, a competitive selection process started in early 2022. The Audit Committee led the process and the assessment, evaluating the participating audit firms based on certain pre-defined selection criteria, including the skills and experience of the audit team, level of innovation in audit approach, and competitiveness of the audit fee.

After careful consideration by the Audit Committee and taking into account the profile of the independent auditor, the requirements in relation to independence and after evaluation of the quality of the proposals received from two short-listed tenderers, Deloitte Accountants B.V. was determined as the preferred candidate, in terms of quality and pricing. As such, the Audit Committee has recommended the appointment of Deloitte Accountants B.V. as the Company's independent auditor starting with the financial year 2024.

The Board of Directors concurs with the Audit Committee's recommendation and submits to the shareholders the proposal to appoint Deloitte as the Company's independent auditor for the financial year 2024.

5. Amendment to Remuneration Policy (voting)

Upon recommendation of the Remuneration Committee of the Board of Directors, it is proposed to amend the Company's Remuneration Policy. The current Remuneration Policy was last amended in 2021 with 87% of votes in favor. Nevertheless, following the advisory voting on the 2022 Remuneration Report at the General Meeting of Shareholders held in 2022, which was positive for 47.9%, the Company and the Remuneration Committee engaged in an extensive shareholder outreach over the course of two rounds of engagement throughout 2022 and in early 2023. In response to the 2022 Annual General Meeting of Shareholders vote and based on the feedback received, the Board decided upon a number of changes in the Company's remuneration practices and disclosures. In addition the Board decided, upon recommendation of the Remuneration Committee, to propose to the shareholders to amend paragraph 6 of the Remuneration Policy to provide for equity awards under the Company's Long Term Incentive Plan to consist only of Performance Share Units (PSUs) for the Executive Directors beginning with the 2023 grant.

The objective of the remuneration policy is to provide a compensation structure that allows Stellantis to attract and retain the most highly qualified executive talent and to motivate such executives to achieve business and financial goals that create value for shareholders and other stakeholders in a manner consistent with our core business and leadership values.

The Board of Directors submits to the shareholders the proposal to amend paragraph 6 of the Remuneration Policy. If adopted, the revised remuneration policy of the Board of Directors will apply as of April 13, 2023. Pursuant to article 19.11 of the Company's articles of association, the amendment of the remuneration policy of the Board of Directors requires an absolute majority of the votes cast.

The text of the proposed revised Remuneration Policy of the Board of Directors including a compare version against the preceding remuneration policy is available for inspection on the Company's website (www.stellantis.com) as well as at the Company's offices.

6. Delegation to the Board of Directors of the authority to issue shares in the capital of the Company and to limit or to exclude pre-emptive rights

A. Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 7 of the Company's articles of association (*voting*)

In accordance with article 7 of the Company's articles of association, it is proposed to designate the Board of Directors as the corporate body authorized to issue common shares in the Company's capital and to grant rights to subscribe for common shares in the Company's capital. This proposal extends the Existing Authorisation (as defined below) of the Board of Directors as per the date it lapses up to and including October 12, 2024 (being the date 18 months from the date of the 2023 General Meeting of Shareholders). The new authorization is limited to 10% of the issued common shares for general corporate purposes as per the date of the 2023 General Meeting of Shareholders (April 13, 2023) and can be used for any and all purposes.

The proposed authorization will allow the Board of Directors to be flexible and to respond quickly to circumstances that require the issuance of common shares. If approved, the authorization granted will succeed the current authorization of the Board of Directors to issue common shares and to grant rights to subscribe for common shares in the Company's capital, which was granted by the General Meeting of Shareholders held on January 4, 2021 for a period of three years starting on the day the merger between Fiat Chrysler Automobiles N.V. and Peugeot S.A. became effective (January 17, 2021), as reflected in article 33 of the Company's articles of association (the "Existing Authorisation").

B. Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 8 of the Company's articles of association (*voting*)

In accordance with article 8 of the Company's articles of association, it is proposed to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights in connection with the issue of and/or the granting of rights to subscribe for common shares in the Company's capital. This proposal concerns the extension of the authorization of the Board of Directors as per the date the Existing Authorisation II (as defined below) lapses up to and including October 12, 2024 (being the date 18 months from the date of the 2023 General Meeting of Shareholders).

The proposed authorization, in combination with the authorization under agenda item 6.A., will enable the Board of Directors to be flexible and to respond quickly to circumstances that require an issuance of common shares with or without limited pre-emptive rights. The authorization is limited to the percentages of the capital as described under agenda item 6.A. In accordance with article 8 of the Company's articles of association, this proposal must be adopted with a majority of at least two thirds of the votes cast if less than one half of the issued share capital is represented at the General Meeting of Shareholders. If one half or more of the issued share capital is represented at the General Meeting of Shareholders, the resolution can be adopted with a simple majority of the votes cast. If approved, the authorization granted will succeed the current authorization of the Board of Directors to exclude or limit pre-emptive rights with respect to common shares, which was granted by the General Meeting of Shareholders held on January 4, 2021 for a period of three years starting on the day the merger between Fiat Chrysler Automobiles N.V.

and Peugeot S.A. became effective (January 17, 2021), as reflected in article 33 of the Company's articles of association (the "Existing Authorisation II").

7. Delegation to the Board of Directors of the authority to acquire common shares in the Company's capital (voting)

The Board of Directors believes that it is beneficial for the Company to have the flexibility to acquire common shares, *inter alia*, to service equity-based incentive plans of the Company and to enable the Board of Directors to carry out share buy-back programs if the Board of Directors considers such buy-back would increase earnings per share and be in the best interest of the Company and its stakeholders.

Therefore, it is proposed that the General Meeting of Shareholders, in accordance with article 9 of the Company's articles of the association and without prejudice to the provisions of section 2:98 of the Dutch Civil Code, delegates the authority to acquire common shares in the Company's capital to the Board of Directors, either through purchase on a stock exchange, a public tender offer, an offer for exchange or otherwise, up to a maximum number of shares equal to 10% of the Company's issued common shares as per the date of the 2023 General Meeting of Shareholders (April 13, 2023) at a purchase price per share no lower than the nominal value of the shares and no higher than an amount equal to 110% of the market price of the shares on the New York Stock Exchange and/or the Euronext Milan and/or Euronext Paris (as the case may be); such market price being calculated as the average of the highest price on each of the five days of trading prior to the date on which the acquisition is made, as shown in the Official Price List of the New York Stock Exchange and/or Euronext Milan and/or Euronext Paris (as the case may be); the authority pursuant to this item shall be for a period of 18 months from the date of the 2023 General Meeting of Shareholders (April 13, 2023) and therefore up to and including October 12, 2024.

This authorization will allow the Board of Directors to be flexible and to respond quickly to circumstances that require a repurchase of the Company's common shares, and can be used for any and all purposes.

The adoption of this proposal by the General Meeting of Shareholders will replace the current authorization of the Board of Directors to repurchase common shares in the Company's capital, which was granted by the General Meeting of Shareholders for a period of eighteen months from April 13, 2022. The repurchase of common shares under this agenda item includes depositary receipts thereof.

8. Cancellation of shares in the capital of the Company

It is proposed to the General Meeting of Shareholders to cancel 69,125,544 common shares in the share capital of the Company held by the Company in its own capital resulting in a reduction of the Company's issued common shares.

On September 15, 2022, following the execution of the Share Repurchase Agreement between the Company and General Motors Company ("GM"), 69,125,544 common shares that GM was entitled to acquire upon the exercise of equity warrants originally issued by Peugeot S.A. in 2017 were issued and subsequently repurchased by the Company. The purpose of the cancellation of the repurchased common shares is to optimize the capital structure of the Company.

The cancellation of the common shares shall be effected with due observance of the provisions of section 2:100 of the Dutch Civil Code and the Company's articles of association.

9. Closing

The chairperson of the meeting will close the meeting.

Bio of Benoit Ribadeau-Dumas



Benoît Ribadeau-Dumas, born in 1972, French citizen, began his career at the French Council of State in 1997 before joining Thales, a leading French technology group in aerospace and defense, as Director of Business Development.

He held different roles within the Company until 2009 when he was named CEO of Thales Underwater Systems. Mr. Ribadeau-Dumas was later appointed at geoscience global leader CGG as Senior Executive Vice President and then at ZodiacAerospace, as member of the Management Board and CEO of the Aerosystems Branch. In 2017, he joined the Cabinet of the French Prime Minister as Chief of Staff. He is a Partner at Exor.

Mr. Ribadeau-Dumas graduated from Ecole Polytechnique and attended the Ecole Nationale d'Administration (ENA).

Letter to Stellantis Shareholders from the Chair of the Remuneration Committee

February 24, 2023

Dear Fellow Shareholders,

We firmly believe that since Stellantis was created in 2021, we achieved exemplary performance in a very demanding context for our industry under the leadership of our CEO. Not only Stellantis has generated synergies from the merger and achieved stellar operating income margins to create shareholder value; we also developed through our Strategic Plan Dare Forward 2030 a plan intended to transform our company in a tech mobility leader, placing our Company at the competitive forefront in the electrification and technology of our vehicles.

The 2022 AGM Vote

While the Board was pleased with the financial results delivered from the merger and our focused execution, the 2022 AGM advisory vote result of 47.9% of the 2021 Remuneration Report led us to acknowledge a misaligned perception between our shareholders, the Board and the Management regarding compensation matters. This was a matter of major concern for us and we have taken it seriously with a willingness to open a fruitful and transparent dialog.

While we recognize that remuneration is an important, sensitive and complex issue for shareholders and wider stakeholders, we also feel the strategic need to retain and attract world class executives in the context of global competition, which requires us to ensure an appropriate incentive structure, capable of delivering in the uncertain economic and regulatory conditions we are living in. This is a challenging responsibility which we are nevertheless fully committed to bear in the interests of the sustainability of the company and all stakeholders and, hopefully, with their support.

Shareholder Outreach and Proposed Changes

In response to the 2022 AGM result, we engaged in an extensive shareholder outreach over the course of two rounds of proactive engagement (a total of 56% of our Institutional shareholders) throughout 2022 and in early 2023. We sought feedback on the 2022 vote and followed up to discuss a range of potential changes going forward. We also engaged with global proxy advisory organizations to share perspectives and gather additional feedback.

In response to the 2022 AGM vote and based on the feedback received, we decided for (1) a number of changes relating to our Remuneration Policy, and (2) changes to our practices and our disclosures whenever we thought changes were possible- with respect to competitive information. In instances in which we concluded that changes were not possible or were not in the best interest of our shareholders, we disclosed the reasons thereof. We will submit these changes and these improvements to you in our Remuneration Report and at the 2023 AGM.

The following table summarizes the most expressed viewpoints throughout the outreach process and our actions in response, in order to respond positively to the different shareholders' expectations.

Shareholder and Proxy Feedback**Stellantis Response**

<ul style="list-style-type: none">The Peer Group used for benchmarking and comparing executive remuneration was deemed too U.S. focused, which questions what companies Stellantis should benchmarked against	<ul style="list-style-type: none">✓ Stellantis is not a U.S.-only company nor a European-only company, but a global one. We should be compared with other global companies operating at the same level of turnover in a worldwide market.✓ A majority of our profitability (=60%) is from the U.S. We are required to effectively compete in business and for talent against U.S. peers.✓ We have included in our Remuneration Report a pay-for-performance analysis vs peers which shows that our remuneration is aligned with Company performance in 2021.
<ul style="list-style-type: none">Insufficient disclosure of the CEO's one-time Transformation Incentive	<ul style="list-style-type: none">✓ We have increased transparency as to the Award's milestones/goals by disclosing the relevant 7 projects and how they align to the Company's long-term strategy and ultimately, to shareholders' interests.✓ Note that this was a one-time, at-risk award covering a five-year performance period with a vesting period. No additional transformation award was planned for 2022.
<ul style="list-style-type: none">The Long-term incentive Plan was partially not subject to performance because of the awarding of Restricted Stock Units (RSUs)	<ul style="list-style-type: none">✓ We will be presenting a revised Remuneration Policy for approval at the AGM. If shareholders approve, the LTI plan will consist of 100% Performance Share Units (PSUs) for the Executive Directors beginning with the 2023 grant.
<ul style="list-style-type: none">Total Shareholder Return (TSR) metric allowed for payout below median performance	<ul style="list-style-type: none">✓ The TSR metric will not allow for any vesting/payout for below-median performance effective with the 2023 LTI grant.
<ul style="list-style-type: none">Level of cash retention bonus for CEO in 2021 was considered 2022. excessive	<ul style="list-style-type: none">✓ No cash retention award was paid to the CEO in
<ul style="list-style-type: none">The former FCA CEO retention package was deemed insufficiently disclosed and excessive	<ul style="list-style-type: none">✓ A final payment in fulfillment of the relevant agreement was made in 2022 and is disclosed in the Remuneration Report.✓ The package under which the payment is made was granted to the FCA CEO by the FCA Board prior to the merger to secure his contribution to the merger and the successful launch of the merged entity.✓ The Company regards this as a legacy matter, substantially different from the compensation actions taken by the Stellantis Board in 2022 and it has decided to table this matter for a separate AGM vote to allow more focused feedback from the shareholders.

As requested by the opinion expressed by our shareholders, we improved our overall disclosure and transparency - with greater clarity on targets, how they are set, and on how performance drives outcomes based on facts. We have also made efforts to better explain in our disclosures how our compensation structure supports the pursuit and achievement of the ESG and Carbon net zero by 2038 ambition ahead of competition, our commitment to creating long-term value for the employees and the shareholders, and alignment to our Dare Forward 2023 strategic plan.

A considerable amount of time was spent in 2021 to carefully develop a compensation program that is competitive in the global market, continues to drive synergies to optimize our global economic and environmental performance, and drives class leading transformation in electrification and software.

We hope that you will share our pay-for-performance improved approach to executive compensation and appreciate the proposed changes. We hope that you will vote in favor of this year's Remuneration Report and of the proposed amendment to the Remuneration Policy in order to enhance the Company's sustainability and its governance.

We thank you for your insights and engagement over the past several months and welcome your feedback on this year's Remuneration Report, which will be submitted for an advisory vote, and our Remuneration Policy as a binding vote, at our AGM on April 13, 2023.

Sincerely,

Wan Ling Martello
Chair, Remuneration Committee

Remuneration Policy

1. Introduction

We are pleased to present the proposed new Remuneration Policy for Stellantis N.V. (“Stellantis” and “Company”). The Remuneration Policy has been developed by the Remuneration Committee (“Remuneration Committee”) of the Board of Directors (“Board”). This policy fully aligns with the legal disclosure requirements passed in the Dutch Civil Code (“DCC”) implementing the European Shareholders’ Rights Directive. The revised Remuneration Policy will be submitted to the shareholders for approval at the Company’s 2021 Annual General Meeting.

The Remuneration Policy covers Directors which includes both executive directors (“Executive Directors”) and non-executive directors (“Non-Executive Directors”). With respect to Executive Directors, the Remuneration Policy is intended to provide a compensation structure that allows the Company to attract, motivate and retain highly qualified senior executives. With respect to Non-Executive Directors, the Remuneration Policy is intended to provide market-competitive fixed compensation that is not dependent on the results of the Company. When determining the Remuneration Policy, the Remuneration Committee has taken into account the scenario analyses made, as well as the pay differentials within the Company. In addition, compensation levels offered in the market as well as shareholder and general societal views with respect to remuneration of the Board have been taken into account. The Company follows a pay for performance compensation philosophy at all levels in the organization which continues to be the essence of our Remuneration Policy.

The Board is responsible for the implementation of this Remuneration Policy. The remuneration of the Executive and Non-Executive Directors will be determined by the Board, at the recommendation of the Remuneration Committee, within the scope of this Remuneration Policy, provided that the Executive Directors may not participate in the decision-making regarding the determination of the remuneration for the Executive Directors.

At least every four years, the Remuneration Committee will review the Remuneration Policy and make recommendations to the Board in respect of any proposed changes. This Remuneration Policy can be amended or restated by the Company's general meeting in accordance with the Company's articles of association and Dutch law.

A copy of the amended Remuneration Policy is available on the Company's website, www.stellantis.com.

2. Purpose, Vision and Values

Stellantis is a leading global mobility player with a clear mission to provide freedom of movement for all customers through distinct, appealing, affordable and sustainable mobility solutions. We offer a full spectrum of choice from luxury, premium and mainstream passenger vehicles as well as dedicated mobility, financial and parts and service brands. With industrial operations in 30 countries and a commercial presence in more than 130 markets, Stellantis has the ability to consistently exceed the evolving needs and expectations of customers, while creating superior value for all stakeholders.

Our Remuneration Policy supports our purpose, vision and values by aligning pay programs in a consistent manner.

3. Remuneration Principles

The guiding principles of our Remuneration Policy guide our efforts to provide a compensation structure that allows Stellantis to attract and retain the most highly qualified executive talent and to motivate such executives to achieve business and financial goals that create value for shareholders and other stakeholders in a manner consistent with our core business and leadership values. Stellantis's compensation philosophy, aims to provide compensation to its Executive Directors as outlined below.

Alignment with Stellantis' strategy	Compensation is strongly linked to the achievement of the Group's publicly disclosed performance targets.
Pay for performance	Compensation must reinforce our performance-driven culture and principles of meritocracy. As such, the majority of pay is linked directly to the Group's performance through both short and long-term variable pay instruments.
Competitiveness	Compensation will be competitive against the comparable market and set in a manner to attract, retain and motivate expert leaders and highly qualified executives.
Long-term shareholder value creation	Targets triggering any variable compensation payment should align with the interest of shareholders and other stakeholders.
Compliance	Our compensation policies and plans are designed to comply with applicable laws and corporate governance requirements.
Risk prudence	The compensation structure should avoid incentives that encourage unnecessary or excessive risks that could threaten the Company's value.

What We Do

- We have a simple and transparent remuneration structure
- We pay for performance and conduct scenario analyses to test the link between pay and performance
- We consider pay ratios within the Company in establishing Executive Directors' pay
- We use appropriate incentive pay programs to balance both short and long term focus and drive the achievement of short and long term goals
- We align goals and values organization-wide through incentive pay and rigorous performance management
- We set predetermined stretch goals for incentive pay programs
- We have robust stock ownership and share retention guidelines
- We have claw-back policies incorporated into our incentive plans

What We Do Not Do

- We do not offer remuneration which encourages our Executive or Non-Executive Directors to take any unnecessary or excessive risks or to act in their own interests

- We do not reward performance below threshold
- We do not have excessive pay programs

4. Benchmarking executive compensation

The Company periodically benchmarks its executive compensation program and the compensation offered to Directors against peer companies and monitors compensation levels and trends in the market as well as, international standards regarding appropriate remuneration.

The Remuneration Committee strives to identify a peer group that best reflects all aspects of Stellantis's business and considers global footprint, revenue, and market capitalization and/or enterprise value. Our peer group represents a blend of both U.S. and European companies in recognition of the relevant talent market for our executives. In addition to including U.S. and European automobile manufacturers, our peer group includes U.S. and European companies with a global presence that have significant manufacturing and/or engineering operations. We do not limit our peer group to our industry alone because we believe compensation practices at other large global multinational companies affect our ability to attract and retain diverse talent.

We review each element of compensation compared to the market and generally target our total direct compensation (base salary, annual bonus and long-term incentives, or for Non-Executive Directors - retainers, meeting fees, committee service) for Directors, on average, to be at or near market median. In addition, we consider Stellantis's relative size and scope against those of our peers in assessing and setting our pay levels and program designs for our Directors. An individual compensation element or an individual's total direct compensation may be positioned above or below the market median because of his or her specific responsibilities, experience and performance.

The Remuneration Committee reviews each year the compensation peer group for compensation comparisons and makes any updates as needed to align with the established criteria and Company strategy. Any changes to the compensation peer group will be disclosed in the annual Remuneration Report.

5. Internal Pay Ratios

When determining the total compensation of the Executive Directors, the Remuneration Committee considers the internal pay ratio of the appropriate external benchmark and our position within the external benchmark. In addition, the Company considers

increases provided to other employees. In line with the DCC and the Dutch Corporate Governance Code (“DCGC”), the CEO pay ratio and the trend is disclosed in the annual Remuneration Report.

6. Overview of Remuneration Element

The remuneration structure for Executive Directors provides a fixed component as well as short and long-term variable components. In addition, post-employment benefits and other customary fringe benefits are provided. The Company believes that such a remuneration structure promotes the interests of the Company in the short and the long-term and is designed to encourage the executive directors to act in the best interests of the Company and not in their own interests. In determining the level and structure of the compensation of the Executive Directors, the Non-Executive Directors will take into account, among other things, the financial and operational results as well as other business objectives of the Company. The Company establishes target compensation levels using a market-based approach and periodically benchmarks its executive compensation program against peer companies and monitors compensation levels and trends in the market.

Non-Executive Directors will receive fixed payments only and no variable compensation. Customary fringe benefits may apply.

Executive Directors’ remuneration consists of the following primary elements:

Element	Purpose	Description
Base Salary	Provides a fixed level of earnings to attract and retain Executive Directors	<p>Base salary is based on scope of job responsibilities, experience of the Executive Director and the competitive market.</p> <p>Company’s policy is to periodically benchmark comparable salaries paid to other Executive Directors in its compensation peer group.</p> <p>Base salary increases are not guaranteed for Executive Directors and their services agreements do not contemplate automatic base salary increases.</p>

<p>Short Term Incentive - Annual Bonus</p>	<p>To focus on and drive the business priorities company-wide for the current year</p> <p>Motivates executives to achieve performance objectives that are critical to our annual operating and strategic plans</p>	<p>At risk pay, subject to achievement of annually pre-established challenging financial and other business plan objectives.</p> <p>Threshold, target and upper limit performance and corresponding pay-out levels are set competitively versus peer pay practices for each financial and other business plan objectives.</p> <p>Scenario analyses performed to align short term variable pay to the actual annual operating performance.</p>
<p>Long Term Incentive</p>	<p>Drive and rewards long term value creation linked to the Company's strategy</p> <p>Aligns Executive Board and shareholder and other stakeholders' interests.</p>	<p>Performance share units subject to acceptable individual performance.</p> <p>Performance share units: subject to achievement of predetermined performance and other business plan objectives covering a three-year period.</p> <p>Threshold, target and upper limit performance and corresponding pay-out levels are set competitively versus peer pay practices for each performance and market objective.</p> <p>Equity awards granted in will be subject to a holding period of five years.</p>

Post – Employment Benefits	Provides executive future income security	Customary retirement income and severance benefits consistent with competitive offerings of appropriate peer group
Other Benefits	Provides benefits in line with usual and customary fringe benefits in order to attract and retain Executive Directors	Benefits that Executive Directors typically receive include personal use of aircraft, company cars, personal home security, medical insurance, accident insurance, tax preparation and financial counselling, and tax equalization when applicable

Base Salary

As described above, base salary takes into consideration the Executive Director's skills, experience, scope of responsibilities, and the competitive market. The Company's policy is to periodically benchmark comparable salaries paid to other Executive Directors in its compensation peer group. Base salary increases are not guaranteed for Executive Directors and their agreements do not contemplate automatic base salary increases. Salary increases will be made taking into account those awarded to the Company's wider employee population.

Variable Components

Our Executive Directors are eligible to receive variable compensation, contingent on the achievement of pre-established, financial performance and other business plan targets. The variable components of our Executive Directors' remuneration, both short and long-term, are linked to predetermined, measurable objectives which serve to motivate strong performance and shareholder returns and are approved by the Non-Executive Directors. The Non-Executive Directors believe that placing significantly more weight on the long-term component is appropriate to align the Executive Directors' efforts and the Company's strategy, long-term interests and sustainability. The Company aims to select stable performance objectives throughout the normal business cycle.

Scenario analyses are carried out annually to examine the relationship between the performance criteria chosen and the possible outcomes for the variable remuneration of the Executive Directors. Such analyses help ensure a strong link between remuneration and performance and serve as a check on whether chosen performance criteria strongly supports the Company's strategic objectives and are appropriate under both the short-term and long-term incentive components of total remuneration.

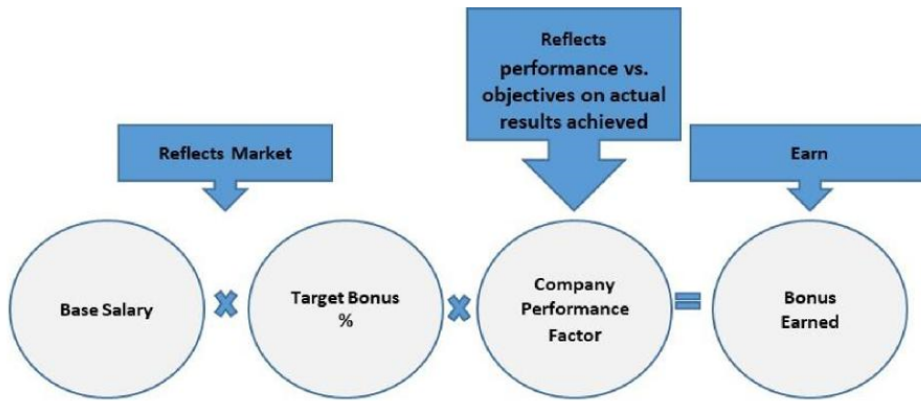
In case an Executive Director is hired from outside the Stellantis Group, there is flexibility to award additional cash if and where necessary to compensate forfeiture of incentive awards upon leaving existing employment.

Short-Term Variable Incentives

The primary objective of the short-term variable incentive is to motivate achievement of the business priorities for the current year. The CEO is eligible to participate in the annual incentive plan. The Chairman does not participate.

The CEO's short-term variable incentive is based on achievement of annual financial and other business plan objectives proposed by the Remuneration Committee and approved by the Non-Executive Directors at the beginning of each year. The short-term variable incentive program applies rigorous performance measures to ensure a link between annual payout and Company performance.

Our Methodology for Determining Annual CEO Bonus Award



When determining the CEO's annual short-term incentive compensation, the Remuneration Committee and the Non-Executive Directors:

- select challenging objectives from those included in the annual operating plan approved by the Board
- determine the weighting of each objective
- review the performance actually delivered to determine the appropriate overall measurement of achievement of the objectives
- approve the final bonus calculation

The targeted incentive for the annual bonus program is determined upon a periodic review of appropriate benchmarks. The CEO's targeted incentive is 200% of base salary with a range of 0% of base salary if threshold objectives are not met to a maximum of 400% of base salary for overachievement of objectives.

If upon a competitive review of each compensation element, the targeted and maximum short-term incentives warrant an adjustment to remain competitive, the Remuneration Policy reserves the right for the Board to make such adjustments, which will be reported in the Remuneration Report.

Long-Term Variable Incentives

Long-term incentive compensation is a critical component of the Company's Executive Directors' compensation structure. This compensation component is designed to:

- align the interests of our Executive Directors and other key contributors with the interests of our shareholders and other stakeholders;
- motivate the attainment of Company financial and other performance goals and reward sustained long-term value creation; and
- serve as an important attraction and long-term retention tool that management and the Remuneration Committee uses to strengthen loyalty to the Company.

All employee equity awards, including those of the Executive Directors, are governed by the Stellantis N.V. Equity Incentive Plan ("EIP"). The EIP is an umbrella plan, specifying the general terms and conditions applicable to all long-term incentive equity awards. The EIP is an integral part of the Remuneration Policy and is also available on the Company's website www.stellantis.com.

When determining the Executive Directors long-term incentives, the Remuneration Committee and the Non-Executive Directors, within the scope of the EIP and shareholder authorization:

- select challenging objectives from those included in the EIP
- determine the weighting of each objective
- review the performance actually delivered to determine the appropriate overall measurement of achievement of the objectives
- approve the final equity award determination

The targeted incentive for the annual bonus program is determined upon a periodic review of appropriate benchmarks. All equity awards are subject to acceptable individual performance. The targeted long-term incentive award for the Chairman is 300% of base salary to a maximum of 390% of base salary and for the CEO it is 600% of base salary to a maximum of 780% of base salary.

For the Chairman and CEO's equity awards 100% of award is performance share units linked to approved Company performance goals in line with the Strategic Business Plan.

Vesting of all equity awards for Executive Directors is dependent on a three-year performance period. Equity granted will be subject to a holding period of five years.

If upon a competitive review of each compensation element, the targeted and maximum long-term incentives warrant an adjustment to remain competitive, the Remuneration Policy reserves the right for the Board to make such adjustments, which will be reported in the annual Remuneration Report.

Recoupment of Incentive Compensation (Claw back Policy)

The Board is dedicated to maintaining and enhancing a culture focused on integrity and accountability. Employment and services agreements with members of management, including its executive officers, and also the Equity Incentive Plan, allow the Company to recover, or "claw back", incentive compensation, including the ability to retroactively adjust if any cash or equity incentive award is predicated upon achieving financial results and the financial results were subject to an accounting restatement. In addition, the Executive Directors and each of the Company's executive officers will repay net amounts received for their annual bonuses, restricted share units and performance share units if, after payment, (i) Stellantis restates its financial statements for any vesting or performance period covered by the compensation (a "covered period"), (ii) the Board determines that circumstances existed during a covered period that, if known, would have constituted "cause", as defined in the executive's employment agreement, or (iii) the executive engaged in certain conduct during the covered period that has been materially injurious to the Company.

Post-Employment Benefits

The Executive Directors may participate in the same Company sponsored retirement and savings programs and health care benefits available to other executives and all salaried employees of the country where they are employed. Supplemental retirement provisions may apply in line with executive level benefits compared to peer companies in the country where employed.

Severance Benefits

In the event of an involuntary termination of employment other than for cause, Executive Directors may receive up to a maximum of twelve months' base salary, in accordance with the DCGC. Payment of a severance benefit is contingent upon the Executive Director complying with restrictive covenants such as non-competition and non-solicitation. Separation benefits may also include prorated vesting of equity awards in the event of death, disability or involuntary termination by the Company unless for cause. In addition, if within twenty-four months following a change of control the, Executive Director's services are involuntarily terminated by the Company (other than for cause), or are terminated by the Executive Director for good reason, the Executive Director is entitled to receive the applicable severance and accelerated vesting of outstanding equity awards under the EIP.

Fringe Benefits

We offer customary perquisites and fringe benefits to our Executive Directors, which may include personal use of aircraft, company car and driver, personal/home security, medical insurance, accident and disability insurance, tax preparation, and financial counseling. If as a result of the Executive Directors' global roles in the Company, employment income arises in multiple countries, the Executive Directors may participate in the Company's tax equalization policy for globally mobile employees, which provides for tax equalization to the country where the Executive Director is employed.

7. Stock related provisions

Ownership and Retention

Our Board recognizes the critical role that executive stock ownership and retention has in aligning the interests of management with those of shareholders. Executive Directors are required to own an aggregate value of shares not less than a minimum multiple of their base salary. Executive Directors are required to meet their required level of ownership prior to December 31, 2025 Executive Directors are required to retain one hundred percent (100%) of net, after-tax shares of Common stock issued upon vesting and settlement of any equity awards granted until the fifth (5th) anniversary of the grant date of such award.

Insider Trading Policy

The Company maintains an insider trading policy applicable to all Directors, employees, members of the households and immediate family members (including spouse and children) of persons listed and other unrelated persons, if they are supported by the persons listed. The insider trading policy provides that the aforementioned individuals may not buy, sell or engage in other transactions in the Company's stock while in possession of material non-public information; buy or sell securities of other companies while in possession of material non-public information about those companies they become aware of as a result of business dealings between the Company and those companies; disclose material non-public information to any unauthorized persons outside of the Company; or engage in hedging transactions through the use of certain derivatives, such as put and call options involving the Company's securities. The insider trading policy also restricts trading by specified individuals to defined window periods which follow the Company's quarterly earnings releases.

Prohibition on Short Sales (Anti-hedging)

To ensure alignment with shareholders' interest and to further strengthen our compensation risk management policies and practice, the Company's insider trading policy prohibits all individuals to whom the policy applies from engaging in a short sale of the Company's or its subsidiaries' securities and derivatives (such as options, puts, calls, or warrants).

8. Terms of engagement management

The Company's current Remuneration Policy is that Executive Directors are engaged for an indefinite period of time and are employed at will, meaning either party can terminate the relationship at any time.

9. Remuneration Policy for Non-Executive Directors

Remuneration of Non-Executive Directors is fixed and not dependent on the Company's financial results. Non-Executive Directors are not eligible for variable compensation and do not participate in any incentive plans.

The annual remuneration for the Non-Executive Directors to be paid in cash is:

- €200,000 for each Non-Executive Director

- An additional €10,000 for each member of the Audit Committee and €25,000 for the Audit Committee Chairman
- An additional €5,000 for each member of the Remuneration Committee and the Governance and Sustainability Committee and €10,000 for the Remuneration Committee Chairman and the Governance and Sustainability Committee Chairman
- An additional €50,000 for the Senior Independent Director
- Subject to taxes related to imputed income, if any, each Non-Executive Director is entitled to an automobile perquisite of one (1) assigned vehicle, rotated annually, and discounts on the purchase or lease of Company vehicles.
- Stock ownership requirement equivalent to one year of base compensation (€200,000)

10. Derogation

The Board may, upon recommendation of the Remuneration Committee, deviate from the policy if exceptional circumstances provide valid reasons to do so and may only be temporary until a new policy is adopted. Exceptional circumstances are circumstances in which deviation is, in the opinion of the Board, necessary to serve the long-term prospects and sustainability of the Company and/or the Group. This may concern all aspects of the policy including exceptional short-term and long-term incentive awards. Deviations shall be aligned with the main objectives of the policy applying a consistent approach.

Finally, above-market levels of remuneration may be awarded to retain or secure an individual who is considered to have the skill or experience that is critical to delivering the Company strategy.

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CORPORATE GOVERNANCE STATEMENT

In accordance with the Dutch Decree on requirements of the management report (*Besluit inhoud bestuursverslag*) (the **Decree**), Stellantis N.V. (the **Company**) publishes this statement relating to corporate governance as part of the annual report of the board of directors of the Company for 2022 (the **Annual Report**). As permitted by Article 2a of the Decree, the Company has opted to publish its corporate governance statement by posting it on the website (www.stellantis.com). For the statement in this declaration as stipulated in Articles 3, 3a and 3b of the Decree reference is made to the relevant pages in the Annual Report. The following statements are deemed to be included and repeated herein:

- the statement relating to the compliance with the principles and best practices of the Dutch Corporate Governance Code (the **Code**), including the motivated deviation of the compliance of the Code, can be found on page 156 of the Annual Report in the chapter “Corporate Governance”;
- the statement concerning the most important characteristics of the control and risk management systems in relation to the process of the financial accounting of the Company and the group, can be found on page 92 of the Annual Report;
- the statement about the functioning of the general meeting of shareholders and the most important powers thereof as well as the rights of shareholders and how these may be executed, can be found on page 144 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the composition and functioning of the board of directors can be found on page 120 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the diversity policy applied in respect of the composition of the board of directors can be found on page 155 of the Annual Report in the chapter “Corporate Governance”;
- the statement in accordance with Decree Article 10 EU-Directive on Take-overs (*Besluit artikel 10 overnamerichtlijn*) can be found on page 392 of the Annual Report.

Stellantis N.V., March 2, 2023

OUTSTANDING SHARE CAPITAL AND TOTAL NUMBER OF VOTING RIGHTS AT THE DATE OF THE NOTICE FOR THE ANNUAL GENERAL MEETING TO BE HELD ON APRIL 13, 2023

As of March 2, 2023 – the date of the notice for the Annual General Meeting of Shareholders (the ‘AGM’) of Stellantis N.V. (the ‘Company’) to be held on April 13, 2023 the share capital of the Company consists of the following.

3,213,454,239 common shares are issued and 3,144,328,695 common shares are outstanding. Common shares are listed, freely transferable and each of them confers the right to cast one vote.

178,790 Class A special voting shares are issued and 87,292 Class A special voting shares are outstanding, while all the issued 208,622 Class B special voting shares are owned by the Company. Special voting shares are not listed, are not transferable (with the limited exceptions set forth in the Articles of Association and Special Voting Shares Terms and Conditions) and each of them confers the right to cast one vote.

No vote may be cast on shares belonging to the Company or to a subsidiary thereof or on shares in respect of which either of them holds the depositary receipts.

The total number of voting rights which can be cast at the AGM equals to 3,144,415,987.

Stellantis N.V., March 2, 2023



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MR A SAMPLE
 DESIGNATION (IF ANY)
 ADD 1
 ADD 2
 ADD 3
 ADD 4
 ADD 5
 ADD 6

Using a **black ink** pen, mark your votes with an **X** as shown in this example.
 Please do not write outside the designated areas.



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Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.



Votes submitted electronically must be received by 5:00 p.m., Central European Summer Time, on April 6, 2023.



Online
 Go to www.investorvote.com/STLA or scan the QR code – login details are located in the shaded bar below.



Phone
 Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money!
Sign up for electronic delivery at www.investorvote.com/STLA

Annual General Meeting Proxy Card

1234 5678 9012 345

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposal – The Board of Directors recommend a vote FOR Proposals 2.c. - 8.

2. Annual Report 2022

	For	Against	Abstain
2.c. Remuneration Report 2022 excluding pre-merger legacy matters (advisory voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.d. Remuneration Report 2022 on the pre-merger legacy matters (advisory voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.e. Adoption of the Annual Accounts 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.f. Approval of 2022 dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.g. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Appointment of Non-Executive Director

Proposal to appoint Mr. Benoît Ribadeau-Dumas as Non-Executive Director

For Against Abstain

4. Appointment of the Independent Auditor(s)

4.a. Proposal to appoint Ernst & Young Accountants LLP as the Company's independent auditor for the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.b. Proposal to appoint Deloitte Accountants B.V. as the Company's independent auditor for the financial year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Amendment to Remuneration Policy

Proposal to amend paragraph 6 of the Remuneration Policy for the Board of Directors

For Against Abstain

6. Delegation to the Board of Directors of the authority to issue shares in the capital of the Company and to limit or to exclude pre-emptive rights

	For	Against	Abstain
6.a. Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 7 of the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.b. Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 8 of the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. Delegation to the Board of Directors of the authority to acquire common shares in the Company's capital

Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital in accordance with article 9 of the Company's articles of association

For Against Abstain

8. Cancellation of shares in the capital of the Company

Proposal to cancel common shares held by the Company in its own share capital as specified in article 10 of the Company's articles of association

For Against Abstain

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Proxy – STELLANTIS NV +

ANNUAL GENERAL MEETING OF SHAREHOLDERS – APRIL 13, 2023

The undersigned, revoking all prior proxies, hereby appoints Giorgio Fossati with full power of substitution, as proxies to represent and vote as designated hereon, all common shares of Stellantis N.V. (the "Company") that the undersigned would be entitled to vote if personally present at the Annual General Meeting of Shareholders of the Company on Thursday, April 13, 2023, commencing at 12:00 noon Central European Summer Time and any adjournments thereof. The AGM will be held at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands, subject to applicable restrictions on in-person visits, if any.

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.

ATTENDANCE OF THE UNDERSIGNED AT THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENTS THEREOF WILL NOT BE DEEMED TO REVOKE THIS PROXY UNLESS THE UNDERSIGNED REVOKES THIS PROXY IN WRITING, SIGNS AND DELIVERS A PROXY WITH A LATER DATE, OR VOTES IN PERSON AT THE MEETING.

B Authorized Signatures – This section must be completed for your vote to be counted. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

