

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

FORM SD

SPECIALIZED DISCLOSURE REPORT

STELLANTIS N.V.

(Exact name of the registrant as specified in its charter)

The Netherlands

(State or other jurisdiction of
incorporation or organization)

001-36675

(Commission
File Number)

Not applicable

(IRS Employer
Identification No.)

Taurusavenue 1-41
2132LS, Hoofddorp
The Netherlands

(Address of principal executive offices)

Not applicable

(Zip Code)

Giorgio Fossati
General Counsel
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(Name and telephone number, including area code, of the
person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2021.
- Rule 13q-1 under the Securities Exchange Act (17 CFR 240.13q-1) for the fiscal year ended _____.

Section 1 - Conflict Minerals Disclosure

Item 1.01 Conflict Minerals Disclosure and Report

Our Conflict Minerals Report for the calendar year ended December 31, 2021 is filed as Exhibit 1.01 to this Form SD and is publicly available at <https://www.stellantis.com/en/investors/reporting/sec-filings>. The website and its content are not incorporated by reference into this report.

Item 1.02 Exhibit

Our Conflict Minerals Report for the calendar year ended December 31, 2021 is filed as Exhibit 1.01 to this Form SD.

Section 2 - Resource Extraction Issuer Disclosure

Item 2.01 Resource Extraction Issuer Disclosure and Report

Not applicable.

Section 3 - Exhibits

Item 3.01 Exhibits

[Exhibit 1.01 - Conflict Minerals Report.](#)

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 duly authorized undersigned.

Date: May 31, 2022

Stellantis N.V.
(Registrant)

/s/ Michelle Wen

Michelle Wen
Chief Purchasing & Supply Chain Officer

Stellantis N.V.
Conflict Minerals Report
For the Year Ended December 31, 2021

This Conflict Minerals Report for the year ended December 31, 2021 (this “Report”) is intended to comply with Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”). The Rule imposes certain reporting obligations on U.S. Securities and Exchange Commission registrants whose manufactured products contain “conflict minerals” which are necessary to the functionality or production of their products. Conflict minerals are defined as cassiterite, columbite-tantalite, gold, wolframite, and their derivatives, which are limited to tin, tantalum, tungsten, and gold (“3TG”).

Unless otherwise specified, the terms “we,” “us,” “our,” “Stellantis,” and the “Company” refer to Stellantis N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of the Netherlands, together with its consolidated subsidiaries or any one or more of them, as the context may require.

Overview

Stellantis is a global automotive group engaged in designing, engineering, manufacturing, distributing and selling vehicles, components and production systems worldwide. Stellantis designs, engineers, manufactures, distributes and sells vehicles under the Abarth, Alfa Romeo, Chrysler, Citroën, Dodge, DS, Fiat, Fiat Professional, Jeep, Lancia, Opel, Peugeot, Ram and Vauxhall brands. Stellantis supports its vehicle shipments with the sale of related service parts and accessories, as well as service contracts, worldwide for mass-market vehicles. In addition, it designs, engineers, manufactures, distributes and sells luxury vehicles under the Maserati brand. Stellantis makes retail and dealer financing, leasing and rental services available through its subsidiaries, joint ventures and commercial arrangements with third party financial institutions. Stellantis also operates in the components and production systems sectors under the Teksid and Comau brands.

For the reporting period from January 1 to December 31, 2021, due diligence on the source and chain of custody of the 3TG necessary to the production of the products that Stellantis manufactured or contracted to manufacture was conducted. After a reasonable country of origin inquiry, it was reasonably concluded that 3TG in Stellantis products may have originated in the Democratic Republic of the Congo (the “DRC”), and adjoining countries (with the DRC, the “Covered Countries”) and are not from recycled or scrap sources.

Supply Chain Description

We have a global supply chain wherein many of our direct suppliers’ manufacturing operations are located outside of the U.S. and include entities not directly subject to the Rule. Additionally, Stellantis did not directly source 3TG from a smelter or refiner in 2021. Accordingly, we rely on our direct suppliers to provide information as to the origin of the 3TG contained in the parts and components supplied to us and we are subject to the accuracy of those responses.

Reasonable Country of Origin Inquiry (“RCOI”)

Our RCOI employed a combination of measures to determine whether the 3TG in our products originated from the Covered Countries or came from recycled or scrap sources. A risk assessment was performed to develop the 2021 in-scope supplier list starting with the analysis of the components supplied to our plants based on information reported in the International Material Data System (“IMDS”), a global material data repository used by the automotive industry to maintain data for reporting requirements. The final in-scope supplier list is determined by identifying the components supplied to Stellantis and reported in IMDS as containing one or more 3TG. Our primary means of determining country of origin of 3TG in Stellantis products was by conducting a survey of our in-scope direct production, service, and after-market part suppliers using the Responsible Minerals Initiative’s (“RMI”) Conflict Minerals Reporting Template (“CMRT”) and a third party service provider to assist in the due diligence, including managing, uploading and validating the data submitted by suppliers, as well as carrying out follow up diligence actions with suppliers when required.

Due Diligence Design

As outlined in the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas Third Edition guidelines (“OECD Guidance”), the internationally recognized standard on which our system is based, Stellantis supports an industry-wide approach to addressing conflict minerals throughout the supply chain. As part of this approach, Stellantis collaborates with others in the industry through participation in the RMI. Data obtained through our membership in the RMI (member ID: FCAG) was utilized for certain statements in this report.

The Stellantis due diligence measures are designed to:

1. establish strong company management systems;
2. identify and assess conflict mineral risks in our supply chain;
3. design and implement strategies to respond to identified conflict mineral risks;
4. contribute to independent third-party audits of the due diligence practices of 3TG smelters and refiners through participation in industry organizations; and
5. report annually on supply chain due diligence.

Due Diligence Measures Performed

1. Establish Strong Company Management Systems

1.1 Policies

The Stellantis governance model reflects our commitment to a culture dedicated to integrity, responsibility and ethical behavior in all areas of our activity and along the entire value chain. In accordance with our *Global Responsible Purchasing Guidelines* (“GRPG”), selection of our suppliers is based on (i) the competitiveness of their products and services, (ii) their adherence to social, ethical and environmental principles, (iii) maintaining the highest standards of quality and taking care of the communities in which we do business. The GRPG specifically outlines Stellantis’ expectations of its suppliers with respect to social principles, including human rights and labor issues, environmental principles, compliance with laws, and ethical principles, which specifically addresses conflict minerals principles. Relevant excerpts from the GRPG are set forth below.

Foreword

The group Stellantis (“Stellantis”) considers collaboration with the supply chain an integral part of its success and, therefore, strives to operate as an integrated team with suppliers. The selection of suppliers is based not only on the quality and on competitiveness of their products and services, but also their adherence to social, ethical and environmental principles. By signing below, you acknowledge your understanding that you have not yet been appointed as a supplier to Stellantis, but that your agreement to comply with these Guidelines is a pre-requisite to becoming a supplier (a “Supplier”) and developing a lasting business relationship with Stellantis or its affiliates.

Stellantis takes the 2030 United Nations Sustainable Development Goals as a framework for our actions in the transition to a more sustainable future.

Stellantis commits to contributing to a decarbonized economy by engaging our talents and assets on our road to carbon neutrality across our products, plants and other facilities. Stellantis is strongly involved in environmental issues (greenhouse gas and pollutant emissions, recycling, the use of natural resources, circular economy, etc.) and expects not only a support from suppliers along the entire lifecycle of a vehicle but also innovative proposals contributing to our ambitions announced publically.

Stellantis regards the principles of the Global Compact and International Labor Organization conventions as key elements in the development of its purchasing policy and undertakes to consider the objectives of the OECD Guidelines for Multinational Enterprises adopted in 2011 as well as the Guiding Principles on Business and Human Rights (“Ruggie Principles”) approved in 2011 by the United Nations Human Rights Council.

- *Assessing, Monitoring and Remedial Actions*

The Supplier social and environmental performance is regularly assessed by a third party. This assessment covers, amongst others, the following topics: environment, labor practices, working conditions, business ethics and sustainable procurement. This assessment is used for the risk identification and for the selection of sites to be audited. Each supplier assessed receives a scorecard covering all relevant aspects of the evaluation.

In the event of non-compliance of the principles set forth in these Guidelines:

- *the non-compliance will be considered a material breach that may justify termination under the applicable terms and conditions of purchase;*
- *Stellantis shall require that Suppliers implement an action plan to put in place corrective actions to bring their performance into line and shall provide Suppliers technical support to jointly define the required remedies;*
- *Stellantis reserves the right to conduct a follow up audit to verify implementation of the planned remedial actions. If such remedial actions are not implemented, Stellantis reserves the right to early terminate the business relationship.*

- *Reporting Non Compliance to Stellantis*

Stellantis' Suppliers must report any non-compliance with these guidelines to Stellantis. The preferred method for reporting non-compliance is the Stellantis Ethics Helpline, which is available to employees and business partners worldwide, via telephone or web. Web access is available at the following link: <http://www.integrityhelpline.stellantis.com/>

The GRPG goes on to outline expectations regarding compliance with ethical principles as it relates to Conflict Minerals:

- *Prohibited substances and materials*

The supplies, products or goods bought from the Supplier by Stellantis, whether they are standard or specifically developed by the Supplier for Stellantis, must respect legislations or regulations applicable in the production countries and the areas/ countries where the product is sold or used (European Union, etc.), including laws and regulations that require traceability of substances of concern for the protection of health or the environment.

- *Fight against the use of conflict minerals*

Stellantis intends to exercise its duty of vigilance and participate in the development of responsible procurement. Stellantis' policy is to establish transparency with Suppliers on the origin of minerals used in particular from conflict affected and high risk areas (CAHRA) (including but not limited to, tungsten, tantalum, tin and gold known as "3TG"). The Supplier will refer to any recommendation from the legislators about the extension of the list of materials or risk areas

The Supplier undertakes to submit in writing the results of efforts that comply with legally applicable standards regarding:

- *the detailed composition of the materials used in the manufacturing of the goods supplied as well as any changes in this composition;*
- *any information necessary to comply with the enforced legislation (Dodd Frank Act, EU conflict mineral regulation) via the latest version of the CMRT form;*
- *the smelter from whom where raw materials are supplied either directly or through subcontractors.*

The Supplier will: (i) make reasonable efforts, and no less than required by law, to achieve compliance in its operations, to support Stellantis' commitment to use risk identification analysis to support prioritizing the origin tracing activities for additional materials and work to implement processes and tools to reach this objective; and (ii) undertake remedial measures that Stellantis deems adequate to cease sourcing from channels that are determined to be non-compliant.

The full GRPG can be found at the following link: https://www.stellantis.com/content/dam/stellantis-corporate/group/governance/corporate-regulations/GLOBAL_RESPONSIBLE_PURCHASING_GUIDELINES_8DEC2021.pdf

1.2 Internal Management

The Stellantis Conflict Minerals program, led by the purchasing Corporate Social Responsibility (“CSR”) department, is managed by regional and subsidiary conflict minerals team members. A global lead provides overall program management and consolidation direction to ensure that corporate obligations are fulfilled. The Stellantis conflict mineral supplier submission status is tracked and communicated by the CSR organization to ensure that any needed escalation efforts are deployed quickly. The purchasing commodity directors are involved in escalation activities with the supply base, as needed, to reinforce the importance of providing due diligence evidence to support Stellantis’ legal requirements. In addition, a cross-functional team, including representatives from materials engineering, legal, communications and purchasing, provide expertise and feedback as required.

1.3 Control and Transparency Systems over Conflict Mineral Supply Chain

Stellantis did not have a direct relationship in 2021 with any of the smelters and refiners of the 3TG in its products. As a result, Stellantis has continued to take actions to improve supply chain transparency through industry initiative participation with RMI and certain other cross industry collaboration groups.

As part of the Stellantis general terms and conditions, upon request, supplier partners are required to disclose the content and origins of conflict minerals contained in the product provided. Additional control systems in place include a dedicated e-mail address for conflict minerals information, supplier response retention program implemented by a third-party provider and a smelter outreach program through Automotive Industry Action Group (“AIAG”) and RMI. Stellantis’ process for responding is aligned with the “CM3” Guide to Conflict Minerals Reporting to the Automotive Industry document through AIAG, which lays out procedures across the automotive sector for a uniform central system to implement 3TG supply chain compliance.

1.4 Supplier Engagement

In addition to direct communication, as well as feedback provided to suppliers through the use of third party administrative services, Stellantis participates in supplier trainings, the AIAG Responsible Materials Work Group and the RMI.

In response to the COVID-19 pandemic, Stellantis offered supplier training courses through web-based systems and its third party provider in 2021. These trainings included instructions to suppliers regarding development of their own conflict minerals compliance program, the process for properly responding to the CMRT and methods for engagement with their own supply base.

Stellantis actively participated in the continuing development of AIAG training materials for the automotive supply base, including the development of industry criteria for assessing supplier responses. Additionally, as participants in AIAG, Stellantis continued to survey its supply chain and, with the help of experts, analyze the data to determine how more efficient and effective reporting can be supported.

1.5 Grievance Mechanism

Stellantis maintained a direct and anonymous grievance procedures whereby employees, suppliers, clients and other stakeholders could report concerns about and/or violations of its policies. The Integrity Helpline is managed by an independent provider ensuring high level confidentiality and is available 24 hours a day, seven days a week.

Access to the Integrity Helpline is available at the following link:

<https://secure.ethicspoint.eu/domain/media/en/gui/102375/index.html>

2. Identify and Assess Risks in the Supply Chain

In addition to the due diligence processes discussed above, Stellantis used a web-based reporting tool, along with third party administrative services and CMRT tools to request Stellantis’ in-scope direct suppliers to report their use of 3TG, the processing smelter or refiner and the country and mine of origin to the extent known by the suppliers.

Given that Stellantis identified its in-scope suppliers through the IMDS as supplying products that contain 3TG, if a supplier's response indicated that its products do not include 3TG, the supplier was asked to confirm this information as well as provide supporting evidence as proof.

Each supplier response was reviewed to ensure completeness and consistency. A supplier survey was not accepted unless the responses were complete and all duplicate smelters or refineries were reconciled.

Each supplier CMRT smelter list was analyzed against the Responsible Minerals Assurance Process ("RMAP") smelter list to confirm the status of the supplier-identified smelters and refiners. When discrepancies were detected, the list of concerns were transmitted to suppliers with a request to take action to verify smelter information.

2.1 Industry Driven Programs

As an active participant in various AIAG work groups, as well as sub-groups, Stellantis works closely with other original equipment manufacturers ("OEMs") and suppliers, meeting regularly to facilitate comprehensive and efficient compliance with conflict minerals regulations. Stellantis was elected co-chair of the Responsible Materials Work Group ("RMWG") which brings together suppliers, OEMs and service providers to understand the impact of the Rule and support implementation across the automotive supply chain. Stellantis contributes to the RMI smelter fund through the RMWG. Additionally, Stellantis is a member of the RMI, an industry program that helps manage risk by improving supply chain transparency regarding conflict minerals and other emerging mineral and materials of potential risk. As a member of RMI Stellantis is able to utilize the conformant and active smelter and refiner list developed through the RMAP process as part of its due diligence practices.

Both the AIAG and RMI are actively involved with auditing and validating the conformance of smelter and refiners with the OECD Guidance.

3. Design and Implement a Strategy to Respond to Risks

Stellantis has a two-pronged strategy for responding to risks identified in its supply chain. First, the Stellantis Global Responsible Purchasing Guidelines, discussed above, promote responsible sourcing from conflict affected and high-risk areas. Second, while all in-scope direct suppliers are requested to respond to the survey, the suppliers representing a significant majority of Stellantis' procurement activities are targeted and these suppliers are prioritized within an internal escalation process. Additionally, Stellantis' standard terms and conditions impose a duty on Stellantis suppliers to provide information regarding the smelters and refiners in their supply chain.

4. Carry out Independent Third-Party Audit of Smelter/Refiner's Due Diligence Practices

Stellantis is a financial supporter of RMI and supports the RMAP, which performs independent third-party audits of smelters and refiners. Stellantis does not have a direct relationship with 3TG smelters or refiners and does not perform or direct audits of these entities within our supply chain.

5. Report Annually on Supply Chain Due Diligence

This report is filed with the SEC and will be publicly available at <https://www.stellantis.com/en/investors/reporting/sec-filings>

Due Diligence Results:

Survey Responses

Survey responses were reviewed against AIAG criteria and Stellantis' processes to identify necessary further engagement with our suppliers through contracted third-party services. Stellantis also worked directly with suppliers to obtain accurate and complete responses. However, Stellantis' survey process continues to face various fundamental challenges which result in the inability to conclusively determine the origin of all 3TG that is in our products.

First, certain Stellantis direct suppliers treat the identity of their suppliers as proprietary information and are therefore resistant to disclosing specific information regarding the origin of materials in their parts or components.

Second, although Stellantis' efforts in 2021 continued to focus on reducing the number of duplicates and obtaining high quality responses, supplier responses continue to include non-conformant smelters and refiners or named companies that are not smelters or refiners.

Third, the vast majority of supplier responses received provided data at a company or divisional level. As a result, we cannot be certain that the smelter or refiner names provided by a direct Stellantis supplier, to the extent they are actual smelters or refiners, supplied 3TG for parts and components supplied to us rather than to a different customer of that supplier. Accordingly, we are unable to validate whether specific smelters or refiners are actually in Stellantis' supply chain.

Efforts to Determine Mine or Location of Origin

The survey provided to our suppliers included a request for mine or location of origin for the 3TG in their parts and components. When a supplier cannot directly obtain information beyond smelter or refiner name, we consult the RMAP to determine the country of origin and whether the smelter or refiner has been validated as conflict free.

The smelters and refiners in our supply chain are based, and source their raw materials, across the globe. We believe that these smelters and refiners often mix raw materials from different countries to create the smelted or refined 3TG used in our products. Depending on the smelter or refiner's location, the subject 3TG may be sold to commodity exchanges where smelter or refiner identity is confidential or unknown. Additionally, the total list of smelters and refiners provided by Stellantis' suppliers greatly exceeded the number of known smelters and refiners and many suppliers included overlapping information.

As discussed above, the responses provided by our in-scope direct suppliers were at the company or division level for all parts or components sent to their customers. Therefore, it cannot accurately be assessed whether a supplier's listed smelters and refiners were used for the parts or components specifically supplied to Stellantis. Since a direct link between Stellantis products and particular smelters or refiners cannot be established, a delineated list of smelters and refiners has not been provided.

Steps Taken or That Will Be Taken to Mitigate Risk and Improve Due Diligence

In addition to establishing a global policy and continuing to perform the activities described under "*Due Diligence Measures Performed*" above, we are reviewing our processes and procedures for continuous improvement for the analysis of survey data and supplier compliance. We plan to further refine our due diligence processes and risk management activities, increase our supplier education and training activities and continue our participation in industry action groups in order to enhance the quality of information we receive and improve our ability to determine the source and chain of custody of 3TG in our supply chain.