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

### **SCHEDULE 13D**

## Under the Securities Exchange Act of 1934 (Amendment No.)\*

# Stellantis N.V.

(Name of Issuer)

### Common Shares, nominal value €0.01 per share

(Title of Class of Securities)

# N82405106

(CUSIP Number)

Sophie Paquin Bpifrance Participations S.A. 27-31 avenue du Général Leclerc 94710 Maisons-Alfort Cedex France +33 1 53 89 55 73

With a copy to:

Daniel Hurstel Gabriel Flandin Willkie Farr & Gallagher LLP 21-23 rue de la Ville l'Evêque 75008 Paris +33 1 53 43 45 00

((Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 16, 2021

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("<u>Act</u>") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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# Item 1. Security and Issuer.

This Schedule 13D (this "<u>Schedule 13D</u>") relates to the Ordinary Shares, nominal value €0.01 per share (the "<u>Common</u> <u>Shares</u>") of Stellantis N.V. (the "<u>Issuer</u>"). The Issuer's principal executive offices are located at Singaporestraat 92-100, 1175 RA Lijnden, the Netherlands.

# Item 2. Identity and Background.

(a) This Schedule 13D is filed jointly by

(i) Lion Participations S.A.S., a *société par actions simplifiée* incorporated under the laws of the Republic of France ("<u>Lion Participations</u>"),

(ii) Bpifrance Participations S.A., a *société anonyme* incorporated under the laws of the Republic of France ("<u>Bpifrance Participations</u>"),

(iii) Bpifrance S.A. ("Bpifrance"), a société anonyme incorporated under the laws of the Republic of France,

(iv) Caisse des Dépôts et Consignations, a French special public entity (*établissement spécial*) ("<u>CDC</u>"), and

(v) EPIC Bpifrance, a French public institution of industrial and commercial nature ("EPIC").

Lion Participations, Bpifrance Participations, Bpifrance, CDC and EPIC are referred to in this Schedule 13D individually as a "<u>Reporting Person</u>" and collectively as the "<u>Reporting Persons</u>." This Schedule 13D is being filed pursuant to a Joint Filing Agreement (the "<u>Joint Filing Agreement</u>"), attached hereto as Exhibit 1.

(b) The principal address for Lion Participations is 6-8 boulevard Haussmann 75009 Paris, France. The principal address for Bpifrance Participations, Bpifrance and EPIC is 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. The principal address for CDC is 56, rue de Lille, 75007 Paris, France.

(c) Lions Participations is principally a French holding company without its own independent operations and a whollyowned subsidiary of Bpifrance Participations. Bpifrance Participations is a French public company principally engaged in the business of equity financing via direct investments or fund of funds and a wholly-owned subsidiary of Bpifrance. Bpifrance is a French financial institution principally engaged in the provision of financing to businesses. CDC and EPIC each hold 49.3% of the share capital of Bpifrance and jointly control Bpifrance. CDC is principally engaged in the business of long-term investments. EPIC is a French public institution of industrial and commercial nature principally engaged in the holding of Bpifrance's shares.

Attached as Appendices A, B, C, D and E is information concerning the executive officers and directors of Lion Participations, Bpifrance Participations, Bpifrance, CDC and EPIC, respectively, which is incorporated by reference into this Item 2.

(d)-(e) None of the Reporting Persons, nor, to the best of their knowledge, any of the persons named in Appendices A, B, C, D and E attached hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## Item 3. Source and Amount of Funds or Other Consideration.

On January 16, 2021, pursuant to that certain Combination Agreement, dated as of December 17, 2019, by and between Fiat Chrysler Automobiles N.V. ("FCA") and Peugeot S.A. ("PSA") (as amended September 14, 2020, the "<u>Combination Agreement</u>"), PSA merged with and into FCA (the "<u>Merger</u>") with FCA surviving the Merger as the Issuer and renamed "Stellantis N.V."

Upon consummation of the Merger, each share of PSA ordinary stock ("<u>PSA Shares</u>") outstanding immediately prior to the Merger converted into the right to receive 1.742 Common Shares.

In accordance with the terms of the Combination Agreement, upon consummation of the Merger, the 110,622,220 PSA Shares held by Lion Participations converted into 192,703,907 Common Shares (the "<u>Direct Lion Shares</u>"), and (ii) the 5,357,175 PSA shares held by CDC, as a result of its ownership stake in CNP Assurances S.A. and La Banque Postale S.A., converted into 9,332,194 Common Shares (the "<u>Indirect CDC Shares</u>").

The foregoing description of the Combination Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such document, which is filed as Exhibit 2 hereto and incorporated by reference into this Item 3.

## Item 4. Purpose of Transaction.

Lion Participations acquired the Direct Lion Shares as part of the Merger described above. CDC acquired the Indirect CDC Shares as part of the Merger described above. Item 3 is incorporated by reference into this Item 4. Additionally, CDC previously acquired 6,558 Common Shares (the "<u>Direct CDC Shares</u>") for investment purposes.

Except as set forth in this Schedule 13D, none of the Reporting Persons currently has any plans or proposals that relate to or would result in any of the matters described in Item 4(a)-(j) of Schedule 13D. However, as part of the ongoing evaluation of investment and investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, may hold discussions with or make formal proposals to management or the board of directors of the Issuer or other third parties regarding such matters.

# Item 5. Interest in Securities of the Issuer.

The information contained in rows 7, 8, 9, 10, 11 and 13 on each of the cover pages of this Schedule 13D and the information set forth or incorporated in Items 2, 3, 4 and 6 is incorporated by reference in its entirety into this Item 5.

The percentages set forth in this Item 5 are based on 3,119,934,695 Common Shares outstanding as of January 22, 2021 at 4PM EST, as reported by the Issuer at https://www.stellantis.com/en/investors/stock-and-shareholder-info/stock-info

(a) and (b) As a result of the Merger, each Reporting Person other than CDC beneficially owns, and may be deemed to have shared voting and dispositive power with respect to, 192,703,907 Common Shares, which represents 6.2% of the issued and outstanding Common Shares. As a result of the Merger, CDC beneficially owns, and may be deemed to have shared voting and dispositive power with respect to, 202,042,659 Common Shares, which represents 6.5% of the issued and outstanding Common Shares. The Reporting Persons other than CDC disclaim beneficial ownership of the Indirect CDC Shares and the Direct CDC Shares.

(c) There have been no reportable transactions with respect to the Common Shares of the Issuer within the last 60 days by the Reporting Persons other than as described in this Schedule 13D.

(d) Not applicable.

(e) Not applicable.

### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to the Articles of Association of the Issuer (the "<u>AOA</u>"), so long as Bpifrance and any affiliate of Bpifrance that is controlled by Bpifrance (collectively, "<u>BPI</u>"), jointly hold 5% or more of the issued and outstanding Common Shares, and Bpifrance has not undergone a Change of Control (as defined in the AOA), the board of directors of the Issuer (the "<u>Board</u>") will include a director nominated by Bpifrance. Notwithstanding the foregoing, if at any time within the 6 years following the closing of the Merger, (a) Common Shares held by BPI represent between 4% and 5% of the issued and outstanding Common Shares; (b) Établissements Peugeot Frère, FFP S.A. and their affiliates (collectively, "<u>EPF/FFP</u>"), have not lost their right to nominate a director to the Board pursuant to the AOA; and (c) the number of Common Shares held by BPI and EPF/FFP represents, in aggregate, 8% or more of the issued and outstanding Common Shares, BPI will maintain its right to nominate a director to the Board. In connection with the Merger, Bpifrance nominated, and the shareholders of the Issuer elected, Nicolas Dufourcq to the Board. The AOA further provides that a shareholder of the Company will be eligible to receive a special voting share of the Issuer, which entitles the shareholder to exercise 1 additional vote in a vote of the Common Shares, for each Common Share held without interruption for a 3-year period and registered in the "Loyalty Register" of the Company. The Reporting Persons have registered the Direct Lion Shares in the Loyalty Register. The foregoing description of the AOA does not purport to be complete and is qualified in its entirety by reference to the full text of such document, which is filed as Exhibit 3 hereto and incorporated by reference into this Item 6.

In connection with the Merger, Lion Participations and Bpifrance Participations entered into a letter agreement, dated December 17, 2019 (the "Letter Agreement") with PSA, setting forth, among other things, the following undertakings relating to the Merger and the future governance of the Issuer: support of the Merger; a 7-year prohibition against the acquisition of, and solicitation of proxies for, Common Shares; and a 3-year transfer restriction, subject to an exception permitting the transfer of PSA Shares (prior to the Merger) or Common Shares (following the Merger) amounting to no more than 2.5% of the Common Shares to persons unaffiliated with Lion Participations and Bpifrance Participations. The foregoing description of the Letter Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such document, which is filed as Exhibit 4 hereto and incorporated by reference into this Item 6.

On January 25, 2021, the Reporting Persons entered into the Joint Filing Agreement, in which the Reporting Persons agreed to the joint filing of statements on Schedule 13D with respect to the securities of the Issuer. The foregoing description of the Joint Filing Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such document, which is filed as Exhibit 1 hereto and incorporated by reference into this Item 6.

### Item 7. Material to be Filed as Exhibits.

1 – Joint Filing Agreement.

2 – Combination Agreement (Incorporated by reference to Exhibit 2.1 of the Registration Statement on Form F-4 filed by FCA with the U.S. Securities and Exchange Commission on November 20, 2020 (the "<u>Registration Statement</u>")).

- 3 AOA (Incorporated by reference to Exhibit 3.3 of the Registration Statement).
- 4 Letter Agreement (Incorporated by reference to Exhibit 10.4 of the Registration Statement).

### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 25, 2021

### Lion Participations S.A.S. By: Bpifrance Participations S.A.

By: /s/ Nicolas Dufourcq

Name: Nicolas Dufourcq

Title: Chief Executive Officer of Bpifrance Participations

## **Bpifrance Participations S.A.**

By: /s/ Boubakar Dione Name: Boubakar Dione Title: Group Director of Legal Affairs

### **Bpifrance S.A.**

By: <u>/s/ Boubakar Dione</u> Name: Boubakar Dione Title: Group Director of Legal Affairs

### Caisse des Dépôts

By: /s/ Laurence Giraudon

Name:Laurence GiraudonTitle:Chief Operating OfficerFinance and Operations DepartmentAsset Management Division

## **EPIC Bpifrance**

By: /s/ Boubakar Dione

Name: Boubakar Dione

Title: Group Director of Legal Affairs

# **APPENDIX A**

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

# LION PARTICIPATIONS S.A.S.

The name, business address and present principal occupation or employment of each of the directors and executive officers of Lion Participations S.A.S. are set forth below. The business address of each director and executive officer is Lion Participations S.A., 6-8 boulevard Haussmann 75009 Paris, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

# DIRECTOR

Name	Present Principal Occupation or Employment	
BPIFRANCE PARTICIPATIONS S.A	Chairman, sole shareholder	
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# **APPENDIX B**

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

# **BPIFRANCE PARTICIPATIONS S.A.**

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance Participations S.A. are set forth below. The business address of each director and executive officer is Bpifrance Participations S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

# **BOARD OF DIRECTORS**

Name	Present Principal Occupation or Employment
NICOLAS DUFOURCQ	<b>Director, Chairman, Chief Executive Officer of Bpifrance Participations,</b> and Chief Executive Officer of Bpifrance
VIRGINIE FERNANDES	Director, Head of the Steering Department at Caisse des Dépôts
ANTOINE SAINTOYANT	Director, Director of strategic holdings at Caisse des Dépôts
FREDERIC SAINT-GEOURS	Director, Director of Société nationale SNCF
FRENCH STATE, represented by CHARLES SARRAZIN	<b>Director</b> , in charge of shareholding interests in the Service & Finance sectors, Agence des Participations de l'Etat (French State Shareholding Agency)
CONSTANCE VALIGNY	<b>Director</b> , Assistant Director for macroeconomic policies, Direction Générale du Trésor (French Treasury)
CHLOE MAYENOBE	Director, deputy CEO Natixis Payment
VICTOIRE AUBRY	Director, Chief Financial Officer of Icade
SOPHIE STABILE	Director, Founder and CEO of Révérence
ROMAIN BONENFANT	<b>Director, Chief</b> , Service of Industry, General Directorate for Companies of the Ministry of Economy and Finance
EXECUTIVE OFFICERS Name	Present Principal Occupation or Employment
NICOLAS DUFOURCQ	Chief Executive Officer
JOSÉ GONZALO	Executive Director
PIERRE BENEDETTI	Chief Financial Officer

# **APPENDIX C**

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

# **BPIFRANCE S.A.**

The name, business address and present principal occupation or employment of each of the directors and executive officers of Bpifrance S.A. are set forth below. The business address of each director and executive officer is Bpifrance S.A., 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

# DIRECTORS

Name	Present Principal Occupation or Employment
ERIC LOMBARD	Chairman, Chief Executive Officer of the Caisse des Dépôts
NICOLAS DUFOURCQ	<b>Director, Chief Executive Officer of Bpifrance and Director,</b> Chairman and Chief Executive Officer of Bpifrance Participations
MARTIN VIAL	Director, Chairman of the Agence des Participations de l'Etat (French State Shareholding Agency)
MARIE DELEAGE	Director representing the employees of Bpifrance
PHILIPPE BAYEUX	Director representing the employees of Bpifrance
VIRGINIE CHAPRON-DU JEU	<b>Director</b> , Group Finance Director of the Caisse des Dépôts
CLAIRE DUMAS	<b>Director</b> , Finance Director at Société Générale
CATHERINE LAGNEAU	<b>Director</b> , Deputy Director of the General council of economy
ANTOINE SAINTOYANT	Director, Director of strategic holdings at Caisse des Dépôts
BERNARD DELPIT	Director, Chief Financial Officer of Safran
ANNABEL ANDRE	<b>Director,</b> Vice-president of the Regional Council of Auvergne-Rhone-Alpes, delegate for the economy and companies
HAROLD HUWART	<b>Director,</b> Vice-president of the Regional Council of Centre-Val-de-Loire, in charge of the economy, farming and associations
CAROLE ABBEY DUVAL	<b>Director</b> , in charge of strategic holdings at Caisse des Dépôts
BARBARA LAVERNOS DUPUIS	Director, Chief Technology and Operations Officer at L'Oréal
DIANE SIMIU	<b>Director,</b> deputy of the general commissioner for sustainable development at the Ministry for economic and solidarity transition

# **APPENDIX D**

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

# CAISSE DES DÉPÔTS

The name, business address and present principal occupation or employment of each of the members of the Management Committee of Caisse des Dépôts are set forth below. The business address of each director and executive officer is Caisse des Dépôts, c/o 56, rue de Lille, 75007 Paris, France. Unless otherwise indicated, each such person is a citizen of France.

# MANAGEMENT COMMITTEE

Name	Present Principal Occupation or Employment
ERIC LOMBARD	Chief Executive Officer of Caisse des Dépôts
OLIVIER SICHEL	Deputy Chief Executive Officer of Caisse des Dépôts
NICOLAS DUFOURCQ	Chief Executive Officer of Bpifrance
VIRGINIE CHAPRON-DU-JEU	Director of Finance for the Caisse des Dépôts Group
PIERRE CHEVALIER	Head of Legal and Tax Department
NATHALIE TUBIANA	Risk Director of the Caisse des Dépôts Group
OLIVIER MAREUSE	Chief Investment officer - Director of Savings Funds at Caisse des Dépôts
CATHERINE MAYENOBE	Secretary General of Caisse des Dépôts Group
PAUL PENY	Caisse des Dépôts Group Human Resources Director
SOPHIE QUATREHOMME	Group Corporate Communications Director
MICHEL YAHIEL	Pensions and Solidarity Director
ANTOINE SAINTOYANT	Director of strategic holdings at Caisse des Dépôts
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## **APPENDIX E**

# Name, business address, present principal occupation or employment and place of citizenship of the directors and executive officers of

# **EPIC BPIFRANCE**

The name, business address and present principal occupation or employment of each of the directors and executive officers of EPIC Bpifrance are set forth below. The business address of each director and executive officer is EPIC Bpifrance, 27-31, avenue du Général Leclerc, 94710 Maisons-Alfort Cedex, France. Unless otherwise indicated, each director and executive officer is a citizen of France.

# DIRECTORS

Name	Present Principal Occupation or Employment
CHRISTIAN BODIN	Chairman, Chief Executive Officer of EPIC Bpifrance
PIERRE-LOUIS AUTIN	Director, Head of department SITTAR at the Higher Education, Research and Innovation Ministry
YANN POUËZAT	<b>Director</b> , Deputy Director at the Directorate of Financing, Industry and Market of the Ministry of Economy and Finance
ALBAN HAUTIER	<b>Director</b> , Deputy Director at the General Directorate for Budget of the Ministry of Economy and Finance
VINCENT TEJEDOR	<b>Director,</b> Assistant Director in charge of the development of enterprises, General Directorate for Companies of the Ministry of Economy and Finance
MARIE-ANNE LAVERGNE	<b>Director</b> , Investment Manager at the <i>Agence des Participations de l'Etat</i> (French State Shareholding Agency)
NAOMI PERES	Director, Deputy General Secretary for Public Investment

### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this foregoing shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Each of the undersigned acknowledge that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but it shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in counterparts and each of such counterparts taken together shall constitute one and the same instrument.

Dated: January 25, 2021

### Lion Participations S.A.S. By: Bpifrance Participations S.A.

By:	/s/ Nicolas Dufourcq
Name:	Nicolas Dufourcq
Title:	Chief Executive Officer of Bpifrance Participations

#### **Bpifrance Participations S.A.**

By: /s/ Boubakar Dione Name: Boubakar Dione Title: Group Director of Legal Affairs

#### **Bpifrance S.A.**

By: /s/ Boubakar Dione

Name: Boubakar Dione Title: Group Director of Legal Affairs

#### Caisse des Dépôts

By: /s/ Laurence Giraudon

Name: Laurence Giraudon Title: Chief Operating Officer Finance and Operations Department Asset Management Division

#### **EPIC Bpifrance**

By: /s/ Boubakar Dione

Name: Boubakar Dione

Title: Group Director of Legal Affairs