DE BRAUW
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NOTARIAL RECORD
EXTRAORDINARY GENERAL MEETING OF
FIAT CHRYSLER AUTOMOBILES N.V.

On the fourth day of January two thousand and twenty-one, I, Professor Martin van Olffen, civil law notary in Amsterdam, attended the extraordinary general meeting of **Fiat Chrysler Automobiles N.V.**, a public limited liability company (*naamloze vennootschap*) with corporate seat in Amsterdam, the Netherlands, address at 25 St. James's Street, SW1A 1HA, London, United Kingdom and registered with the Dutch Trade Register with number 60372958 ("**FCA**"), which meeting was held virtually at fourteen hours and thirty minutes Central European Time (the "**EGM**"), and chaired by John Elkann (the "**Chairman**"), in order to prepare a notarial record of the proceedings of the EGM.

At the EGM, I observed the following:

Agenda item 1. Opening.

The Chairman opened the meeting and welcomed everyone. He stated that he and all his colleagues at FCA hoped that all those in attendance and their families and loved ones were well and staying safe in these incredibly difficult times. The Chairman noted that the format of the EGM reflects the exceptional nature of a period that has tested everyone in so many ways and that he was pleased that the persons attending the EGM were able to, albeit remotely, participate in this very important day for FCA. He said that at the EGM, among other points of discussion, the proposal to implement the cross-border legal merger between FCA and Peugeot S.A. ("**PSA**") (the "**Merger**") had been put to a vote; that the shareholders of PSA had also voted on the Merger today; and that it promised to be a historic day for FCA and PSA if the shareholders of both companies were to vote in favour of the Merger.

Before the Chairman addressed the agenda items relating to the Merger, he went through a number of formalities for the EGM. He noted that the language of the EGM was English; that Mr Smit, civil law notary at Freshfields Bruchhaus Deringer LLP, was appointed as secretary of the EGM; that Mr Van Olffen, civil law notary at De Brauw Blackstone Westbroek N.V. ("**De Brauw**") would prepare a notarial record of the EGM in line with the relevant merger requirements under Dutch law; that agenda item 3 required a separate vote in the meeting of holders of common shares and that of the special voting shares; and that the EGM served simultaneously as a meeting of holders of FCA common shares and a meeting of holders of special voting shares.

The Chairman noted that votes cast for the proposal contained in agenda item 3 were regarded as a vote in the EGM, but also as a vote in the meeting of holders of the applicable class of shares.

He continued by stating that the EGM was properly convened, that the convocation of the EGM was published on FCA's website on the twenty-third day of November two thousand and twenty and that the set-up of the EGM was in line with the Dutch emergency legislation allowing virtual meetings. He stressed that due to the global outbreak of Covid-19, the FCA board was not able to provide the FCA shareholders with physical access to the EGM. He mentioned that those wishing to follow the EGM had been given the opportunity to do so remotely via the webcast that was publicly broadcast live on FCA's website. The Chairman pointed out that the restrictions on physical presence also applied to the members of the FCA board and that Mr Michael Manley and Mr Richard Palmer were remotely present at the EGM.

He furthermore stated that shareholders were given the opportunity to submit written questions regarding the agenda items and that the submission instructions had been included in the convening notice and had also been published on FCA's website. The Chairman noted that properly submitted questions were received before the deadline of the first day of January two thousand and twenty-one at fourteen hours and thirty minutes Central European Time and that these would be answered, to the extent appropriate in view of the orderly conduct of the EGM, during the EGM at the end of each agenda item. The Chairman noted that, where appropriate, the questions would be combined and answered per theme and that answers would be given orally in English.

Moreover, the Chairman confirmed the possibility for shareholders who had submitted questions before the EGM to ask follow-up questions during the EGM, by sending an email to EGM2021@fcagroup.com with the shareholder's direct and last name; the number of shares held by the shareholder; the EGM agenda item the question referred to; and the bank or broker statement proving the shareholder's shareholding at the record date. The Chairman requested the FCA shareholders to pose their follow-up questions in English and, ultimately, before the end of agenda item 3. He stated that the best would be done to answer these follow-up questions at the end of agenda item 3.

In addition, the Chairman stated that no votes could be cast during the EGM and that FCA shareholders had been given the opportunity to exercise their voting rights before the EGM by proxy or web procedure. The Chairman noted that he would give the voting results of the votes submitted for agenda items 2 and 3 at the end of the discussion of agenda item 3. He stated that voting results would be published on FCA's website after the EGM, in compliance with applicable laws and regulations. The Chairman stressed that only votes submitted before eleven hours Central European Time on the twenty-eighth day of December two thousand and twenty had been taken into account when calculating the voting results.

The Chairman concluded the formalities by noting that, at the record date of the EGM, one billion five hundred seventy-four million seven hundred fourteen thousand four hundred and ninety-nine (1,574,714,499) common shares and four hundred forty-nine million six hundred eighteen thousand five hundred and fourteen (449,618,514) special voting shares were issued and outstanding in FCA's share capital, with an equal number of voting rights exercisable. The Chairman recorded that the holders of one billion two hundred ninety-two million three hundred thirty-three thousand and forty-one (1,292,333,041) outstanding shares in FCA's share capital as at the record date were represented at the meeting. He noted that this represented approximately sixty-three point eighty-four percent (63.84%) of FCA's issued and outstanding share capital and that shareholders were able to cast a total of one billion two hundred ninety-two million three hundred thirty-three thousand and forty-one (1,292,333,041) votes at the EGM.

Agenda item 2. Proposal to approve the Merger and all related proposals in connection with the combination between FCA and PSA.

The Chairman introduced agenda item 2 which, among other things, concerned the proposal to approve the Merger and all related proposals in connection with the combination between FCA and PSA (the "**Combination**"). The Chairman explained that agenda item 2 was structured as

one (1) combined voting item, comprising nineteen (19) subsections.
Before addressing the nineteen (19) subsections of agenda item 2, the Chairman wanted to share a few thoughts on the spirit and significance of the proposed Merger.
He noted that the industry is going through a profound era of change, the speed and intensity of which can only be compared to what took place at its origins in the late nineteenth century, and that he believes that the coming decade will redefine mobility. He noted that FCA and PSA are intent on playing a leading role in building a new future and it is this ambition that has brought FCA and PSA together. He stated that the current era is a challenging, but exciting, era and that he believed that it is a moment very much like the one the founding fathers seized with great energy in those pioneering years. He continued by stating, while still referring to the founding fathers, that they created enduring companies because they knew how to rise to challenges, adapt to the times and innovate for their customers. He said that this inspired FCA to create Stellantis and that the company will continue to do so by building on the foundation the Merger will provide.
The Chairman continued by stating that his family founded FIAT more than a century ago. He stated that since then, in the role as reference shareholders, it had been a constant responsibility to provide the capital and the courage that have enabled FCA, in good and difficult times, to grow and succeed. The Chairman stated that this long-lasting experience has shown that the moments of most profound change provide the greatest opportunities and that this is when our engagement as committed long-term owners, combined with the entrepreneurial spirit of FCA's founders, have always proven to be decisive.
The Chairman mentioned that over the last decade, when he has had the privilege of chairing FCA, what was previously Fiat Group had been transformed. He stated that this has resulted not just in the creation of FCA, but also in the establishment of CNH Industrial, GEDI, Ferrari and Magneti Marelli as independent companies in their own right. He noted that a Fiat Group shareholder would have increased by five (5) times the value of an investment made in two thousand and ten and held until today. The Chairman stressed that the proposed Merger with PSA is yet another courageous step in the journey.
The Chairman continued by stating that the Merger will create Stellantis, one of the world's leading OEMs, but more importantly, a company with the scale, resources, diversity and know how to successfully capture the opportunities of a new era. He stated that this will be the result of the combination of two companies that have demonstrated extraordinary resilience and ingenuity and that these companies are now showing the foresight to combine their strengths to address the global challenges of the industry.
The Chairman stated that the raw numbers of the Combination and the impressive five billion euro (EUR 5,000,000,000) in annual steady state synergies only partially describe what drives the historic Merger.
He stated that it is more important that Stellantis be a union of two like-minded partners, joining together to build something unique and something great by providing customers with distinctive, safe, convenient, innovative and sustainable vehicles and mobility services. The Chairman stated that the global health emergency of the recent pandemic, which unfortunately has continued to affect so many people and countries around the world, has strengthened the reasoning behind the Merger. He said that the merits that were clear from the very beginning were even more

compelling at the time of the EGM.
The Chairman then wanted to give the floor to Mr Michael Manley, but before doing that, he said that he wanted to take the opportunity to personally thank him for everything he had done to make the Merger possible and for championing the creation of Stellantis at every stage of the discussions with Mr Carlos Tavares and his teams at PSA. The Chairman continued to thank Mr Michael Manley by stating that he had set a positive and energetic tone for all of the great and tireless work that had been done by the teams to get us to where we were today, also overcoming the many difficulties of this unprecedented year. He also thanked all colleagues for their outstanding efforts, that bode so well for the future of Stellantis. The Chairman furthermore thanked the FCA shareholders who stood with FCA during this most difficult year and for the continued trust as FCA moves to the next chapter of its extraordinary adventure.
The Chairman then gave the floor to Mr Michael Manley.
Mr Michael Manley thanked the Chairman and wished everyone a good afternoon and a good morning. He mentioned that as the Chairman had just taken everyone through the rationale behind the proposed Merger, he wanted to spend a few minutes to give perspective on what combining the two great companies will mean.
Mr Michael Manley said that obviously, one of the benefits of the merger is the sheer scale Stellantis will have. He stated that, FCA and PSA together sold a total of eight million one hundred thousand (8,100,000) vehicles worldwide in two thousand and nineteen, which if sold as a single entity would have made Stellantis the fourth largest automotive manufacturer by volume. He continued by mentioning that from a financial standpoint, in two thousand and nineteen, if you were to simply aggregate FCA's results and PSA's results excluding Faurecia (as defined below), they would have had combined revenues in excess of one hundred and sixty-five billion euro (EUR 165,000,000,000), adjusted operating profit of just under twelve billion euro (EUR 12,000,000,000), adjusted operating profit margin of approximately seven percent (7%) and automotive operational free cash flow over five billion euro (EUR 5,000,000,000).
Mr Michael Manley stated furthermore, that Stellantis will also be well balanced geographically. He said that combining PSA's strong position in Europe with FCA's strength in North America and Latin America, the new company will have a balanced and profitable global presence. He further noted that this will help to minimise the impact of cyclical downturns that may occur in a specific region. In addition, Mr Michael Manley stated that the Merger will create opportunities to reshape the combined group's strategy in other geographic regions, including China.
Mr Michael Manley also stated that Stellantis will have a broad portfolio of iconic brands such as Jeep, Peugeot, Fiat, Opel, Ram, Citroen and Maserati. He said that almost all of the brands of the two companies have been around for over seventy-five (75) years and, in some cases, for more than one hundred and twenty (120) years, each with strong national roots and, in some cases, a global reach.
Mr Michael Manley stated that, thanks to the broad and highly complementary portfolio of well-established brands, Stellantis will compete in all key vehicle segments, ranging from luxury, premium and mainstream passenger cars, to SUVs, trucks and light commercial vehicles, as well as have full market coverage. He said that this presents vast opportunities for platform convergence, parts commonization and other investment efficiencies that the Merger can generate. He mentioned that this opportunity is something FCA has been outspoken on for some

time, including about how these efficiencies can enhance shareholder return through a more efficient approach to investing in the key new technology areas that will define the industry over the next decade.

Mr Michael Manley stated that a little over a year ago, when FCA and PSA announced their intention to merge the two companies, annual run rate synergies of approximately three billion seven hundred million euro (EUR 3,700,000,000) were expected, with approximately eighty percent (80%) of these synergies to be realized by year four of the Merger. In addition, he mentioned that at that time, the implementation costs of the Merger were expected to be approximately two billion eight hundred million euro (EUR 2,800,000,000) with the estimated synergies projected to be net cash flow positive from year one. Mr Michael Manley stated, however, that since those estimates were announced in December two thousand and nineteen, the two companies have had a chance to make substantial progress through the joint workstreams that have been established. Mr Michael Manley mentioned that this has resulted in a significant increase in the estimated annual run-rate synergies to in excess of five billion euro (EUR 5,000,000,000) from the three billion seven hundred million euro (EUR 3,700,000,000) originally estimated. He stated that the total estimated, one-time implementation costs of achieving these synergies has also increased from two billion eight hundred million euro (EUR 2,800,000,000) to a figure of up to four billion euro (EUR 4,000,000,000).

Mr Michael Manley further stated that there are four main drivers of the synergies:

(1) approximately forty percent (40%) driven by platforms and powertrain convergence, optimizing the investments in R&D, and improving manufacturing processes and tooling efficiencies;

(2) approximately thirty-five percent (35%) of purchase savings, where the larger scale will be leveraged to improve product cost and gain access to new suppliers, in particular, with respect to electric or high tech components;

(3) approximately seven percent (7%) of savings from SG&A, where functions such as sales and marketing will be integrated and costs in regions where both companies have a well-established presence will be optimised; and

(4) the remainder of the synergies are expected from the optimization of other functions including logistics, supply chain, quality and after-market operations.

Mr Michael Manley mentioned that the success of the Merger will be measured by the ability to effectively integrate the two companies so as to enable the realization of the vast synergies.

Mr Michael Manley stated that there is confidence that this integration can be achieved as both companies have previously gone through significant business combinations and by virtue of successful execution, they have both emerged stronger from each of them. He noted that a key factor contributing to the success of these combinations was that each company had been able to quickly and effectively integrate diverse cultures and create international business leaders. He stated that FCA is well prepared to successfully execute the Merger and deliver significant value to all its stakeholders: the employees, customers and shareholders. Mr Michael Manley then thanked everyone for his or her time, and handed the baton back to the Chairman.

The Chairman spoke again, stating that he wanted to briefly explain a few technical elements of the Merger, in addition to the perspective of the Merger just explained by Mr Michael Manley.

He noted that, based on the amended combination agreement, the board of PSA and FCA drew up a joint cross-border merger proposal containing the terms and conditions of the Merger (the — "**Merger Proposal**") and that this proposal was filed in accordance with Dutch and French law in November two thousand and twenty. He pointed out that the Merger Proposal contains the terms and conditions of the Merger that were voted on at the day of the EGM. The Chairman further — mentioned that the FCA board and the PSA managing board prepared reports separately on, — among other things, the legal, economic and social consequences of the Merger (each a "**Board Report**"). —

The Chairman stated that all relevant merger documents for the EGM were made available for — inspection for all FCA shareholders, and that he would therefore not go into too much detail on — them. However, the Chairman mentioned that he still wanted to briefly point out certain important elements of the Merger to FCA shareholders. —

The Chairman stated that one key aspect of the Merger is that all of PSA's assets, liabilities and legal relationships would automatically pass to FCA, which will be renamed Stellantis, and that — each FCA shareholder would subsequently become a shareholder of a company comprising a — combination of the businesses of FCA and PSA. —

The Chairman explained that PSA will cease to exist as a separate company and that all of its — shares will be cancelled. He noted that, in return, those who hold shares in PSA immediately — before the Merger becoming effective, will receive common shares in Stellantis. He emphasised - that each will receive such number of shares as determined by applying the exchange ratio — mentioned in the merger documents. The Chairman stated that the exchange ratio is meant to — result in a merger of equals, and that he believes that the exchange ratio is fair and correctly — values both companies. —

The Chairman pointed out that the aggregate number of shares to be allotted to PSA — shareholders will represent approximately fifty percent (50%) of FCA's outstanding shares upon - the Merger becoming effective. He noted that this allotment of shares will therefore result in a — dilution of the interest held by FCA shareholders immediately prior the Merger. —

The Chairman stated that, since PSA's shares are currently listed on the Euronext Paris, FCA has applied for a third listing of its common shares to allow shareholders of PSA to hold Stellantis — common shares that can be traded on Euronext Paris following the implementation of the Merger. He stated that, to that end, Stellantis shares will shortly after the Merger be listed and tradable on three stock exchanges: the New York Stock Exchange, the *Mercato Telematico Azionario* and the Euronext Paris. The Chairman stated that the settlement and clearing mechanics that will be used for the Euronext Paris listed shares will resemble the mechanics currently in place for the shares listed and traded on the New York Stock Exchange and the *Mercato Telematico Azionario*. —

The Chairman continued by stating that the members of the FCA board had unanimously — recommended to the FCA shareholders that they vote in favour of agenda item 2 and that these - members had not changed their recommendation in the meantime. —

The Chairman concluded the introduction of agenda item 2 by stating that he would address the - nineteen (19) subsections of agenda item 2. —

Agenda item 2.A. Approval of the Merger. —

The Chairman introduced subsection A. of agenda item 2, which concerns the proposal to — approve the Merger, in accordance with the Merger Proposal. The Chairman noted that PSA will be the disappearing entity and that FCA will be the surviving entity. He stressed that the —

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combined company will be renamed Stellantis N.V. ("**Stellantis**") shortly after implementation of the Merger.

Agenda item 2.B. Waiver of the setting up of and negotiation with the special negotiating body and to be subject to the standard rules for employee participation.

The Chairman introduced subsection B. of agenda item 2, which relates to the employee participation rights that existed with PSA at the time of the EGM. He stated that an explanation on such rights is included in the shareholders' circular, which also contains further details on the requirement to set up and negotiate with a so-called "special negotiation body" for employee participation following the Merger.

He mentioned that it was proposed that FCA, just like PSA, waive the setting up of and negotiation with a special negotiation body, resulting in Stellantis being subject to the standard employee participation rules under Dutch law, as reflected in the draft articles of association proposed for Stellantis.

Agenda item 2.C. Amendment of the articles of association to increase the authorized share capital.

The Chairman introduced subsections C. and D. of agenda item 2, which both contain a proposal by the FCA board to amend the FCA's articles of association. He noted that triptychs containing the proposed amendments to the articles of association, as well as explanations thereto, were made available for the FCA shareholders at the convocation of the EGM. The Chairman explained that the proposals to amend FCA's articles of association include the granting of an authorization to each member of the FCA's board as well as each lawyer, candidate civil law notary and paralegal practising with De Brauw to execute the required notarial deeds amending the articles of association.

Thereafter, he mentioned that the proposal to amend the articles of association of FCA, as meant in this subsection C. of agenda item 2, only related to an increase of FCA's authorized share capital, to ensure sufficient room for the allotment of FCA common shares pursuant to the Merger. He stressed that it is proposed that the amendment becomes effective at the same time as when the Merger becomes effective.

Agenda item 2.D. Amendment of the articles of association to implement the Stellantis Governance.

The Chairman continued with subsection D. of agenda item 2, which comprises a more substantive amendment of FCA's articles of association. The Chairman mentioned that with this amendment, FCA's name will change to Stellantis N.V. and that the tailored governance for Stellantis will be implemented. He stated that further details on this governance structure and an elaborate explanation of all proposed changes had been published on FCA's website.

Agenda items 2.E. up to and including 2.O. Appointment of the Stellantis board members.

The Chairman introduced the next eleven subsections: subsection E. up to and including O. of agenda item 2. He explained that it is contemplated, as set out in the shareholders' circular, that the composition of the FCA board will change shortly after the Merger, such that it will comprise two (2) executive directors and nine (9) non-executive directors, nominated in accordance with certain arrangements agreed upon in the combination agreement. He stated that these arrangements are further detailed in the shareholders' circular.

Before the Chairman briefly discussed the appointment of the members of the Stellantis board, he thanked the current members of the FCA board, who will resign at the time the Stellantis directors are appointed, and he wished them all the best in the future.

Thereafter, the Chairman continued by stating that the FCA board had proposed Mr Carlos Tavares and himself for executive director of the Stellantis board, subject to the conditions set out in the shareholders' circular.

He continued by mentioning that the FCA board had also proposed the following persons as non-executive director of the Stellantis board:

(1) Mr Robert Peugeot;

(2) Mr Henri de Castries;

(3) Mr Andrea Agnelli;

(4) Ms Fiona Clare Cicconi;

(5) Mr Jacques de Saint-Exupéry;

(6) Mr Nicolas Dufourcq;

(7) Ms Ann Frances Godbehere;

(8) Ms Wan Ling Martello; and

(9) Mr Kevin Scott,

all subject to the conditions set out in the shareholders' circular. The Chairman stated that brief resumes of all nominees are included in the shareholders' circular.

After the Chairman enumerated the proposed appointments of directors, he explained that Mr Carlos Tavares, Mr Robert Peugeot, Mr Henri de Castries and he himself would be appointed for a term of five (5) years, starting shortly after the Merger and lapsing immediately after the close of the first annual general meeting held after five (5) years have lapsed since the appointment of the relevant director. He stated that the other proposed directors will be appointed for a term of four (4) years, starting shortly after the Merger and lapsing immediately after the close of the first annual general meeting held after four (4) years have lapsed since the appointment of the relevant director.

Before moving to subsection P. of agenda item 2, the Chairman emphasised that a number of the proposed directors will be granted certain titles by the board of Stellantis. He stated that it was contemplated that (i) Mr Carlos Tavares will be designated as Stellantis's CEO, (ii) Mr Robert Peugeot as vice-chairman, (iii) Mr Henri de Castries as senior independent director, who will assume the role of chairman (*voorzitter*) within the meaning of Dutch law, and (iv) he himself as Stellantis's chairman.

Agenda item 2.P. Discharge of the voluntary resigning FCA board members.

The Chairman introduced subsection P. of agenda item 2, which concerns the proposal of the grant of discharge to the voluntarily resigning members of the FCA board. The Chairman pointed out that, in connection with the proposed change of the composition of the board as just discussed, current members of the FCA board who are not proposed for reappointment, will voluntarily resign shortly after the Merger, provided that the Merger will be implemented. The Chairman stressed that this subsection P. of agenda item 2 is a proposal to grant the resigning members of the FCA board discharge for the performance of their duties, as applicable, up to the date of the EGM.

Agenda item 2.Q. Amendment of the special voting shares terms and conditions.

The Chairman introduced subsection Q. of agenda item 2, which concerns the proposal to

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approve the amendment to the special voting shares terms and conditions (the "**SVS TC**"). The Chairman noted that the amendment to the SVS TC is required in order to implement the loyalty voting structure, as contemplated for Stellantis. He stated that it was therefore proposed that the general meeting approve the amendment to the SVS TC, but that this amendment will not take effect until shortly after the Merger, in accordance with the proposed wording as made available when the EGM was convened.

Agenda item 2.R. Special dividend.

The Chairman introduced subsection R. of agenda item 2, which relates to the two billion and nine hundred million euro (EUR 2,900,000,000) special dividend distribution (the "**Special Dividend Distribution**"). The Chairman explained that in the combination agreement, it was contemplated that FCA would make the Special Dividend Distribution in cash on the FCA common shares, issued and outstanding on or prior to the date of completion of the Merger, as may be determined by the FCA board.

The Chairman proposed that the general meeting approve the Special Dividend Distribution be paid in cash and made clear that the shares that are allotted to PSA shareholders at the occasion of the Merger, will not entitle those shareholders to share in the Special Dividend Distribution.

Agenda item 2.S. Conversion of PSA equity warrants into FCA equity warrants and PSA performance shares into FCA restricted share units.

The Chairman introduced subsection S. of agenda item 2, which relates to the conversion of PSA equity warrants and PSA performance shares into similar FCA instruments at the occasion of the Merger. He stated that a detailed explanation of the consequences of the Merger for the holders of PSA equity warrants and PSA performance shares had been included in the shareholders' circular and the Merger Proposal.

The Chairman stated that it was proposed that the general meeting would confirm, approve and ratify the conversion of the PSA performance shares into FCA restricted share units and PSA equity warrants into FCA equity warrants, in each case, as of the moment the Merger becomes effective and in accordance with the terms set forth in the Merger Proposal. He continued that it was also proposed that the general meeting, to the extent by and any means required, grant FCA equity warrants to those persons who held PSA equity warrants immediately before the Merger, subject to the same terms and conditions applicable to the PSA equity warrants at that moment in time, except as specifically set forth in the Merger Proposal, and to exclude any pre-emptive rights in this respect.

The Chairman further noted that after the Merger becomes effective, the Stellantis board will have the discretion to agree upon certain changes to the terms and conditions applicable to the FCA equity warrants and the FCA restricted share units.

Questions to Agenda item 2.

The Chairman recorded that all subsections of agenda item 2 had been dealt with and that it was therefore time to address the questions that had been submitted by FCA shareholders before the EGM and in accordance with the instructions set forth in the EGM notice.

He mentioned that questions had been received for agenda item 2 and that these questions were thematically grouped. The Chairman stated that Mr Fossati, FCA's general counsel, would read out the questions received as well as FCA's answers.

Mr Fossati was given the floor.

Mr Fossati informed everyone that for each specific agenda item, in connection with the orderly conduct of the EGM, only questions submitted in writing before the EGM would be answered by the company. He reminded everyone that questions that did not relate to the items of the agenda or that were immaterial, would not be addressed.

Mr Fossati read aloud, and stated that questions were received on FCA's plans to effectively manage human rights risks following the implementation of the Merger. He mentioned that FCA is committed to the prevention of adverse human rights conditions. He stated that the respect and support for fundamental human rights is essential for building a better future for FCA and the communities in which FCA does business. Mr Fossati stressed that this belief is contained in the FCA human rights guidelines, which are publicly available and consistent with the spirit and intent of:

(1) the United Nations Universal Declaration of Human Rights;
(2) the United Nations Guiding Principles on Business and Human Rights (Ruggie Framework);
(3) the United Nations Sustainable Development Goals;
(4) the OECD Guidelines for Multinational Companies;
(5) the Declaration on Fundamental Principles and Rights at Work of the International Labour Organization; and
(6) the U.K. Modern Slavery Act 2015.

Mr Fossati stated that the FCA human rights guidelines, which the FCA group promotes within its sphere of influence, covers the rights FCA seeks to ensure for, and with, major stakeholders, being employees, customers, communities, business partners and suppliers. Mr Fossati furthermore stated that FCA's due diligence processes include actions to safeguard against human rights abuses in FCA's business and supply chain. He noted that FCA's approach over the years has been built on carrying out assessments and competency-building initiatives.

He continued by mentioning that alleged human rights violations are reported through the same channels as other types of potential violations, including the FCA ethics helpline and the telephone contact list available on FCA's corporate website. Mr Fossati stated that the ethics helpline offers a worldwide, common and independent intake channel via telephone (thirty-eight (38) dedicated numbers in twenty-two (22) languages) and web to report concerns related to alleged situation, events, or actions that may be inconsistent with FCA's code of conduct. He furthermore stated that the ethics helpline is managed by an independent provider, and is available twenty-four (24) hours a day, seven days a week. Mr Fossati mentioned that FCA analyzes and investigates the allegations received by the ethics helpline and that the results and any potential actions are assessed by the ethics and compliance committee at a regional level and where deemed necessary, escalated to the global FCA ethics and compliance committee. He noted that the relevant internal functions are notified of the violations. In addition, Mr Fossati stated that the FCA board's FCA audit committee is periodically updated on the status of the allegations with a specific focus on significant cases.

Mr Fossati said that Stellantis will likewise have the leadership, resources, scale and commitment to continue on that path and to be at the forefront of a new era of sustainable mobility. He stressed that respecting fundamental human rights is one of the key values that will form the basis for future commitments and ethical behavior.

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Mr Fossati continued by reading out that questions were received relating to the costs of integration of the FCA and PSA businesses following the Merger. He then read the answer, being that a total one-time cost of approximately four billion euro (EUR 4,000,000,000) is expected, but that the Merger is also expected to allow for annual synergies in excess of five billion euro (EUR 5,000,000,000). He continued by stating that the FCA board expects the annual run-rate synergies to exceed the costs necessary to achieve the synergies within the first year following the closing of the Merger. Mr Fossati further noted that one-time costs will be financed with cash flows from operations and other forms of financing available to FCA in the normal course of business.

Mr Fossati then noted that some questions were received on whether costs and risks associated with ongoing diesel emissions investigations were taken into account in determining the terms and conditions of the Merger. Mr Fossati read out that a detailed description of ongoing diesel emissions investigations and connected risks is included in the FCA's annual report and interim reports, as well as in the listing prospectus. Moreover, he stated that the potential costs connected with the investigations, like other contingent liabilities, have been taken into account as is customary in setting the terms of the Merger. He concluded by mentioning that there were no material updates relating to the investigations at the time of the EGM.

Mr Fossati continued by reading received questions related to understanding the rationale behind the Merger and how Stellantis sees the future of the automotive industry. He answered that the Merger has a compelling strategic rationale, that includes balancing the global footprint; providing the rationale for and optimizing platforms and engine families and technologies, the increased volume scale for purchasing costs and capital utilization, and accelerating the development of technologies and new business. He continued by stating that the combined group, which already has a strong global R&D footprint, will have a robust platform to foster innovation and further drive development of transformational capabilities in new energy vehicles, sustainable mobility, autonomous driving and connectivity. Mr Fossati read out that the combined group would be able to deploy these technologies across its broad range of brands in a shorter timeframe and respond more quickly to changes in regulation and customer preference. He then referred to the section titled "FCA's Reasons for the Merger" of the listing prospectus, published on FCA's website, for additional information.

Mr Fossati then introduced the next question, related to the modalities of attendance and voting at a Stellantis shareholders' meeting. He subsequently noted that the set-up of future shareholders' meetings, including the manner of attending the meeting and the exercising of voting rights, will be determined by the Stellantis board in accordance with Dutch law and the articles of association, as in force from time to time. He further mentioned that it is not intended that the language of the shareholders' meetings (*i.e.* English) will be changed.

Mr Fossati also read out a query that was received relating to the tax residency of Stellantis. He continued by reading that it is intended that Stellantis will operate so as to be treated exclusively as a resident of the Netherlands for tax purposes as of the implementation of the Stellantis governance and hold permanent establishments in France and Italy.

Mr Fossati furthermore noted that a question was received, relating to the process for the appointment of the CEO upon expiration of his initial mandate. He read aloud, pursuant to the articles of association, as they will read upon implementation of the new Stellantis governance,

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that members of the Stellantis board will be appointed by the general meeting, a number of them upon a binding nomination by *inter alia* certain Stellantis shareholders. Additionally, he noted that the Board may grant titles to members of the Board, including the title of CEO. ———

Mr Fossati read out that another question was received on the terms and conditions of the cash retention awards payable to executives on the FCA board, particularly on whether such awards will also be paid if the executive leaves the company. Mr Fossati read the answer, being that such awards will not be payable if the executive voluntarily leaves the company before implementation of the Merger and that, following implementation, as the awards will replace certain entitlements arising from the Merger itself (as disclosed by the company), payments will be made at a future date (with the intent that the executive remain with the company). Mr Fossati continued reading aloud that if the executive leaves the company, the awards generally will not be forfeited, that the executive would need to comply with his or her non-competition and non-solicitation obligations and that the executive would have to release claims in favour of the company. ———

Mr Fossati furthermore read out that a question was received regarding the status of the transaction approval process, particularly regarding the antitrust approvals, and the ability of the parties to waive the relevant conditions precedent and close the transaction before obtaining some of them. Mr Fossati read out loud that FCA confirmed that, as stated several times, the transaction approval process is fully on track and that the parties will soon update the market on this matter. He continued by reading aloud that the combination agreement allows for the waiver of conditions precedent, but that the parties do not expect any such waiver to be necessary. ———

Mr Fossati stated that this was the last question related to agenda item 2 that was received before the EGM. ———

Mr Fossati gave the floor back to the Chairman. ———

The Chairman noted that he wanted to move on to the second voting item on the EGM agenda: agenda item 3. He repeated that he would announce the voting results for agenda item 2 together with the results for agenda item 3, immediately before the close of the EGM. ———

Agenda item 3. Proposal to amend the articles of association to increase and, subsequently, decrease Stellantis's issued share capital. ———

The Chairman introduced agenda item 3, which relates to an increase and a decrease in Stellantis's share capital in connection with the Faurecia Distribution (as defined below). ———

He began by giving a short summary on Faurecia S.A ("**Faurecia**"). He stated that Faurecia is a global automotive supplier with a mission to develop technologies for sustainable mobility and to create personalised experiences for the cockpit of the future, while at the same time offering solutions to meet the challenges of future generations. He said that Faurecia's shares are listed on the Euronext Paris stock exchange. ———

He explained thereafter that at the time the combination agreement was signed, PSA held a stake in Faurecia, representing approximately forty-six percent (46%) of Faurecia's share capital. He pointed out that FCA and PSA agreed that, after the signing of the combination agreement, PSA would sell up to approximately seven percent (7%) of Faurecia's outstanding share capital before completion of the Merger. He subsequently noted that PSA sold such a stake in the market on the twenty-ninth day of October two thousand and twenty, for an aggregate amount of approximately three hundred and eight million euro (EUR 308,000,000). ———

The Chairman continued with noting that it is envisaged that Stellantis will make a distribution to its shareholders after the Merger, consisting of the cash proceeds of the Faurecia share sale by PSA, as well as the remaining stake in Faurecia, subject to applicable limitations and any related corporate approvals required, including the approval of the Stellantis board and the Stellantis shareholders (the "**Faurecia Distribution**").

The Chairman explained that the Faurecia Distribution would be implemented by means of a capital reduction. He stressed that, in practice, this means that the Faurecia Distribution would need to be preceded by a number of legal steps, which would require certain resolutions by FCA shareholders. He mentioned, before explaining the technicalities of the proposed steps, that FCA shareholders were not asked to approve the actual Faurecia Distribution at this EGM. He emphasised that the resolutions tabled at this EGM would not create any obligation for Stellantis to make the Faurecia Distribution.

The Chairman began his introduction of the Faurecia Distribution's technicalities by stating that two steps needed to be completed. He explained that both steps require the articles of association of Stellantis to be amended, hence the request of the approval of the FCA shareholders.

Agenda item 3.A. Amendment of the articles of association to increase the share capital.

The Chairman introduced subsection A. of agenda item 3, which relates to the first step. He stated that as a first step, Stellantis's issued share capital would be increased by the nominal value of the common shares as included in the articles of association from one eurocent (EUR 0.01) to one euro and sixty-one eurocent (EUR 1.61) per common share. The Chairman explained that the amount of the increase per share was calculated on the basis of certain predetermined factors which are further set out in the shareholders' circular. He stressed that the aggregate amount of the increase will be debited against Stellantis's share premium reserve and will therefore not create any payment obligation for Stellantis's shareholders.

Agenda item 3.B. Amendment to the articles of association to decrease the share capital.

The Chairman introduced subsection B. of agenda item 3, by stating that after step one is completed, resulting in part of Stellantis's share premium being converted into nominal share capital, step two would be to decrease the nominal value of the common shares to their original amount of one eurocent (EUR 0.01). He explained that the aggregate amount of the capital reduction will be credited to a specifically designated part of Stellantis's share premium reserve, which will be separately recorded in Stellantis's books.

The Chairman continued by stating that this specifically designated part of the share premium reserve will be debited by an amount equal to the value of the Faurecia Distribution following approval of the Faurecia Distribution at the next Stellantis's extraordinary general meeting. He pointed out that the actual amount of the Faurecia Distribution may be less than the amount added to the specifically designated part of the share premium reserve upon the capital decrease. The Chairman further stated that the capital increase and the capital decrease are two interlinked proposals put forward by the FCA board, and are therefore put to a vote as one combined voting item. In addition, he noted that triptychs containing the proposed amendments to the articles of association, as well as any accompanying explanations, were made available at the convocation of the EGM.

After explaining the technicalities of agenda item 3, the Chairman addressed the formalities of the capital increase and the capital decrease. He stated that the two amendments to the articles of association require a notarial deed of amendment to be executed by a Dutch civil law notary. The Chairman stressed, as further explained in the shareholders' circular, that the Stellantis board will determine ultimately if and when the deeds of amendment will be executed, and it is envisaged — that the deed decreasing the nominal value of the common shares will be executed as soon as — practicably possible after execution of the amendment increasing the nominal value.————

The Chairman made explicit that the Stellantis board may only decide to proceed with the ——— execution of the deeds once Stellantis's general meeting decides on the Faurecia Distribution at a later EGM and with due observation of the formal procedure as required by Dutch law. ————

Before moving on to the questions relating to agenda item 3, the Chairman explained that the —— proposals to amend Stellantis's articles of association include the proposal to authorise each —— member of FCA's board, as well as each lawyer, candidate civil law notary and paralegal ——— practising with De Brauw to execute the relevant deeds of amendment, with due observance of — the conditions, formal requirements and timing as mentioned earlier.————

The Chairman concluded explaining agenda item 3 by stating that agenda item 3, in accordance with the provisions of Dutch law and in view of a possible impairment of rights attached to the —— company's common shares and special voting shares that may result from the capital increase — and decrease, was also put to an approving vote to the meeting of holders of a specific class of - shares. He elaborated that a vote cast for agenda item 3 was, if such vote was made for a special voting share, deemed an identical vote in the meeting of holders of special voting shares and if — such vote was made for a common share, it was deemed to be an identical vote in the meeting of holders of common shares.————

<u>Questions to Agenda item 3.</u>————

The Chairman recorded that agenda item 3 had been dealt with and that it was therefore time to address the questions. The Chairman requested Mr Fossati to address any question received. — Mr Fossati replied by stating that neither questions in respect of agenda item 3 were submitted — before the EGM nor any follow-up questions during the meeting regarding agenda item 2 were — received. ————

<u>Voting results.</u>————

The Chairman was given the floor and stated that the EGM had come to the last part: the voting - results.————

The Chairman stated that the votes cast by proxy had resulted in agenda item 2 being adopted, - with one billion two hundred seventy-eight million five hundred seventy-three thousand five —— hundred and fifty-four (1,278,573,554) of the votes cast in favour, eleven million five thousand — and ninety-one (11,005,091) of the votes cast against and two million seven hundred fifty-four — thousand three hundred and ninety-six (2,754,396) of the votes cast abstained. ————

He furthermore stated that the votes cast had resulted in agenda item 3 being adopted, with one billion two hundred seventy-eight million seven hundred forty thousand one hundred and ninety - (1,278,740,190) of the votes cast in favour, ten million seven hundred ninety-four thousand and - twenty-nine (10,794,029) of the votes cast against and two million seven hundred ninety-eight — thousand eight hundred and twenty-two (2,798,822) of the votes cast abstained.————

Moreover, the Chairman stated that the meeting had also served as a meeting of holders of —— common shares and holders of special voting shares in FCA's share capital. The Chairman —— concluded that the meeting of holders of common shares and holders of special voting shares —

respectively also approved agenda item 3. For the common shares with eight hundred twenty-nine million three hundred twenty-seven thousand three hundred and twenty-two (829,327,322) of the votes cast in favour, ten million seven hundred ninety-four thousand and twenty-eight (10,794,028) of the votes cast against and two million seven hundred ninety-eight thousand eight hundred and twenty-two (2,798,822) of the votes cast abstained and for the special voting shares with four hundred forty-nine million four hundred twelve thousand eight hundred and sixty-eight (449,412,868) of the votes cast in favour, one (1) vote cast against and no votes cast abstained.

The voting results referred to above were also shown on the slides projected during the EGM.

The Chairman thanked everyone for casting their votes. He stated that these votes made this EGM a historic one for FCA. He noted that FCA is fully committed to making the Merger successful and enabling Stellantis to thrive as a leader within the industry.

Agenda item 4. Close of meeting.

The Chairman thanked everyone for following and contributing to the EGM and stated that FCA's shareholders' contributions were very much appreciated. The Chairman ended the meeting by noting that he was looking forward to taking the company into a new era.

The original copy of this notarial record was executed in Amsterdam, on the sixth day of January two thousand and twenty-one.

(signed): M. van Olffen.

ISSUED AS A CERTIFIED COPY OF THE DEED

prof. mr. M. VAN OLFFEN NOTARIS TE AMSTERDAM