

STELLANTIS N.V.
CHARTER OF THE GOVERNANCE AND SUSTAINABILITY
COMMITTEE

For so long as shares of Stellantis N.V. (the “Company”) are listed on any stock exchange, the Dutch Corporate Governance Code (“DCGC”) and, for so long as shares in the Company are listed on the New York Stock Exchange (“NYSE”) and such a Committee is required under the DCGC, the rules of the NYSE applicable to foreign private issuers, require the board of directors of the Company (the “Board of Directors”) to appoint a governance and sustainability committee (the “Governance and Sustainability Committee”) certain duties and responsibilities, including those that may be determined from time to time by the Board of Directors. Therefore, in accordance with Article 21.2 of the Company’s articles of association, and in order to set forth such duties and responsibilities, the Board of Directors has adopted this charter of the Governance and Sustainability Committee (the “Charter”) on January 17, 2021. This Charter will be published on the Company's website.

Capitalized terms used but not defined in these regulations shall have the meaning ascribed to them in the Company’s articles of association.

1. OBJECTIVE

The function of the Governance and Sustainability Committee shall be to assist and advise the Board of Directors and act under authority delegated by the Board of Directors with respect to:

- (1) drawing up the selection criteria and appointment procedures for directors of the Company (the “directors” and each a “director”);
- (2) periodic assessment of the size and composition of the Board of Directors and as appropriate making proposals for a composition profile of the Board of Directors;
- (3) periodic assessment of the performance of individual directors and reporting on this to the Board of Directors;
- (4) proposals to the non-executive members of the Board of Directors for the nomination and re-nomination of directors to be elected by the shareholders;
- (5) supervision of the policy on the selection and appointment criteria for senior management and on succession planning; and
- (6) monitoring, evaluation and reporting on the sustainable policies and practices, management standards, strategy, performance and governance globally of the Company and its subsidiaries (the “Group”).

2. MEMBERSHIP, ORGANIZATION AND MEETINGS

The Governance and Sustainability Committee shall be comprised of at least three non-executive directors (more than half of whom are independent under the DCGC) elected by the Board of Directors, which shall also appoint one of them as chairperson of the Governance and

Sustainability Committee (the “Chairperson”). For a period of four (4) years as from the Effective Date, the Chairperson shall be selected among the independent directors nominated by Peugeot S.A (or his or her replacement). In the event that a member of the Governance and Sustainability Committee who has been designated as independent (under the DCGC) is or becomes aware of any circumstance which may reasonably impair or be reasonably perceived to impair his or her independence, he or she shall inform the Senior Independent Director and the Chairperson (or in the case of the Chairperson, the other members of the Governance and Sustainability Committee) thereof promptly. The Governance and Sustainability Committee shall consult with the Board of Directors in order to determine whether there is sufficient cause for such member’s resignation from, or the termination of such member’s membership on, the Governance and Sustainability Committee.

The Governance and Sustainability Committee shall meet at such time and place as the Chairperson or a majority of the members of the Governance and Sustainability Committee may from time to time determine, provided that meetings of the Governance and Sustainability Committee will be held in the Netherlands except if, due to good cause, such meeting cannot take place in the Netherlands. The Governance and Sustainability Committee shall meet at least once every year.

A quorum of the Governance and Sustainability Committee shall consist if the Governance and Sustainability Committee consists of an uneven number of members of a majority of the members thereof, and if the Governance and Sustainability Committee consists of an even number of members of at least one-half of the members thereof.

The Governance and Sustainability Committee strives for consensus in connection with any proposal or recommendation to be given to the Board of Directors. If no consensus can be reached within the Governance and Sustainability Committee, recommendations by the Governance and Sustainability Committee to the Board of Directors shall be based on a majority of votes and the dissenting opinion(s) will be mentioned in the proposal or recommendation of the Governance and Sustainability Committee to the Board of Directors.

Minutes must be kept of the Governance and Sustainability Committee’s meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting and summarize matters discussed. The minutes shall be confirmed by the Chairperson and the secretary (if any) of the meeting, signed by them and filed with the minutes of the proceedings of the Governance and Sustainability Committee. The originals of such minutes shall be kept in The Netherlands.

The members of the Governance and Sustainability Committee shall use their best efforts to be physically present at the meetings of the Governance and Sustainability Committee. By exception, members of such committee may participate in meetings of the Governance and Sustainability Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can hear, and be heard by, one another. The person or persons authorized to call meetings of the Governance and Sustainability Committee shall ensure that such meetings are scheduled sufficiently in advance to enable a majority of the members of the Governance and Sustainability Committee to be physically present at the place of such meetings.

The Governance and Sustainability Committee may invite members of the management, employees, internal or external counsel, or others whose advice and counsel are relevant to the issues then being considered by the Governance and Sustainability Committee to attend any meetings and to provide any such pertinent information as the Governance and Sustainability Committee may request. The Governance and Sustainability Committee may delegate any of its responsibilities to one or more subcommittees as the Governance and Sustainability Committee may from time to time deem appropriate.

The Governance and Sustainability Committee shall perform a review and evaluation, at least annually, of the performance of the Governance and Sustainability Committee and its members, including by reviewing the compliance of the Governance and Sustainability Committee with the terms of this Charter. The Governance and Sustainability Committee shall review and reassess periodically the adequacy of the Charter and recommend to the Board of Directors any improvements to the Charter that the Governance and Sustainability Committee considers necessary or appropriate.

3. DUTIES AND RESPONSIBILITIES

Until further action is taken by the Board of Directors and consistent with the primary function of the Governance and Sustainability Committee, the Governance and Sustainability Committee shall, subject to the requirements of the laws of the Netherlands, have the following duties and responsibilities:

- (i) to recommend to the Board of Directors the criteria, professional and personal qualifications for candidates to serve as directors;
- (ii) to recommend to the Board of Directors appropriate prospective candidates for nomination and reappointments to the Board of Directors, taking into account the profile of non-executive directors and the process of binding nominations in Article 19.3 of the Company's articles of association;
- (iii) to establish and review appointment procedures for prospective directors;
- (iv) to draw up a plan for the succession of the directors;
- (v) to review each director's continuation on the Board of Directors at appropriate regular intervals as determined by the Governance and Sustainability Committee provided that no member shall attend (the part of) a meeting during which his or her own continuation on the Board of Directors is discussed;
- (vi) to consult as appropriate with shareholders of the Company as to their views on appropriate qualifications for, and identity of candidates to serve as directors;
- (vii) to review annually the Board of Directors' performance and the performance of its committees;

- (viii) to review, assess, and make recommendation to the Board of Directors regarding the size and composition of the Board of Directors;
- (ix) to review periodically and make recommendations regarding the composition, size, purpose, structure, operations and charter of each of the committees of the Board of Directors, including the creation of additional committees or the elimination of existing committees;
- (x) to supervise the policy of the Board of Directors regarding the selection criteria and appointment procedures and succession planning for senior management;
- (xi) to review periodically and make recommendations regarding any corporate governance matters not addressed in the Company's corporate governance guidelines and any applicable best corporate governance practices, and to assist the Board of Directors in implementing those practices;
- (xii) to review, assess and make recommendations to the Board of Directors regarding the sustainable development policy, management standards, strategy, performance corporate governance guidelines of the Group; and
- (xiii) to review, assess and make recommendations as to strategic guidelines for sustainability-related issues, and review the annual sustainability report of the Company.

4. AUTHORITY AND RESOURCES

The Governance and Sustainability Committee shall have and may exercise all the powers and authority of the Board of Directors in connection with the review, approval, and implementation of the procedures hereinabove contemplated.

The Governance and Sustainability Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as it considers appropriate. Reports may be verbal or written.

In performing its duties and exercising its authority, the Governance and Sustainability Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries.

The Governance and Sustainability Committee shall have the resources, funding and authority, in its sole discretion and without the necessity of approval of the Board of Directors, to select, retain, and obtain the advice of external advisors, including consultants, external counsel, or other advisors (each, an "Adviser") through the Company's compliance officer, as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Governance and Sustainability Committee shall be directly responsible for the appointment, nomination and oversight of the work of any Adviser it retains.

The Company shall provide for appropriate funding, as determined by the Governance and Sustainability Committee, in its capacity as a committee of the Board of Directors, for payment of:

- (i) compensation to any Adviser engaged by the Governance and Sustainability Committee; and
- (ii) ordinary administrative expenses of the Governance and Sustainability Committee that are necessary or appropriate in carrying out its duties.

The Governance and Sustainability Committee may form and delegate authority to subcommittees as and when the Committee considers appropriate.