

STELLANTIS N.V.

INTERNAL AUDIT CHARTER

INTRODUCTION

The Internal Audit charter is a formal document that defines the Internal Audit purpose, authority, and responsibility.

The Internal Audit charter includes the following:

- Ensures compliance with the standards;
- Establishes the Audit activity's position within the organization, including the department's functional reporting relationship with the Board;
- Authorizes access to records, personnel, and physical properties relevant to the performance of engagements; and
- The Internal Audit activities are defined within the scope set by the mandate.

Internal Audit is responsible for performing an independent assessment of the adequacy of internal controls and processes to ensure these processes contribute to the accomplishment of Stellantis objectives. Separately, Stellantis Management is responsible for assessing risk, defining and maintaining an adequate system of internal controls, and ensuring that appropriate corrective actions are implemented to remediate deficiencies identified. If management accepts a level of risk that CAE deems material, it will be reported to Senior management and the Audit Committee.

The internal audit mandate, documented in this charter, specifies Stellantis' Internal Audit authority, purpose, and scope of responsibilities. It provides general guidelines for effective cooperation between all involved organizations, as well as documentation of authority and responsibilities for all Internal Audit activities within Stellantis.

The provisions of this charter apply to all Stellantis corporate organizations and include all units, functions, locations, processes and projects worldwide. Internal Audit activities with joint ventures and other business partners, of which Stellantis ownership is less than 50 percent, can be performed with the approval of the respective governing bodies.

All Stellantis organizations shall fully cooperate with Internal Audit, as described in this Chapter.

1.1 PURPOSE

Internal auditing strengthens the organization's ability to create, protect, and sustain value by providing the board and management with independent, risk-based, and objective assurance, advice, insight and foresight. Internal auditing enhances the organizations:

- Successful achievement of its objectives;
- Governance, risk management, and control processes;
- Decision making and foresight;
- Reputation and credibility with its stakeholders; and
- Ability to serve the public interest.

Internal Auditing is most effective when:

- It is performed by competent professional in conformance with the Global Internal Audit Standards, which are set in the public interest;

- The internal audit acts as independent function with direct accountability to the board; and
- Internal auditors are free from undue influence and committed to making objective assessment.

1.2 SCOPE OF WORK

The scope of Internal Audit activity includes assessing whether the organization's system of internal control, governance, and processes designed and implemented by management are adequate in ensuring:

- Risks are appropriately identified and managed (including risks concerning Company integrity and reputation);
- Operations are managed efficiently;
- Significant financial, managerial, and operating disclosures are accurate, reliable, and timely; and
- Management and staff actions comply with policies, standards, procedures, and applicable laws and regulations.

Opportunities for improving management control, profitability, and the organization's reputation may be identified during audits. These opportunities will be communicated to the responsible level of management.

Internal Audit may provide, to the extent such activities do not impair its independence or objectivity, a range of consulting services including:

- Assist with the definition of key requirements and the development of processes and procedures;
- Make recommendations for standards of controls or for modifications to improve controls and/or enhance operational effectiveness;
- Develop and deliver training; and
- Participate in an advisory role on key business initiatives that impact financial reporting, with the limited role to assessing the proper design and execution of key controls over financial reporting.

Advisory services will be provided in alignment with the Company's mission. These services, as long as they do not compromise independence or objectivity, will primarily focus on evaluating the effects of proposed or implemented changes on the organization's risk management, internal control, governance, and quality improvement processes.

1.3 INDEPENDENCE & OBJECTIVITY

Objectivity is an unbiased mental attitude that allows internal auditors to make professional judgments, fulfill their responsibilities, and achieve the Purpose of Internal Auditing without compromise. An independently positioned internal audit function supports internal auditors' ability to maintain objectivity. Independence is defined by the Global Internal Audit Standards as, "the freedom from conditions that impair the internal audit function's ability to carry out its responsibilities in an unbiased manner".

The reporting line to the board provides the Chief Audit Executive (CAE) with direct board access for sensitive matters and enables sufficient organizational status.

The CAE cooperates with board and senior management to determine the organizational independence and placement for Internal Audit.

Auditors must demonstrate the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined. Auditors make a balanced assessment of all the relevant circumstances and should not be influenced by their own interests or by others in forming judgments.

If internal auditors become aware of an impairment that may affect their objectivity, they must disclose the impairment to the chief audit executive or a designated supervisor. If the chief audit executive determines

that an impairment is affecting an internal auditor's ability to perform duties objectively, the chief audit executive must discuss the impairment with the management of the activity under review, the board, and/or senior management and determine the appropriate actions to resolve the situation.

If an impairment that affects the reliability or perceived reliability of the engagement findings, recommendations, and/or conclusions is discovered after an engagement has been completed, the chief audit executive must discuss the concern with the management of the activity under review, the board, senior management, and/or other affected stakeholders and determine the appropriate actions to resolve the situation.

If the objectivity of the chief audit executive is impaired in fact or appearance, the chief audit executive must disclose the impairment to the board.

All Internal Audit activity must remain free from interference by any element in the organization, including matters of audit selection, scope, procedures, frequency, timing, or report content. This allows Internal Audit to maintain independence and objectivity. Auditors have no direct operational responsibility or authority over any of the activities audited.

The CAE reports functionally to the Audit Committee and administratively to the Chief Human Resources & Transformation Officer. The CAE provides the Audit Committee with a regular report, at least annually, on the qualification of all internal auditors, Resource Plan, and budget.

At least annually, the CAE will disclose any potential impairments to the independence and objectivity of the Internal Audit Executive role, including any roles maintained by the Internal Audit Executive that fall outside of Audit. The disclosure will include the relevant safeguards in place to limit any potential impairments to the independence and objectivity of the Internal Audit Executive. At least annually, the CAE will document the Audit Committee approval of long-term non-audit roles and responsibilities and corresponding safeguards to independence, including the expected duration of the roles, responsibilities, and safeguards and how the effectiveness of the safeguards will be evaluated periodically.

1.4 RESPONSIBILITY & AUTHORITY

The CAE and the staff derive their authority from the Stellantis Audit Committee. The Internal Audit activity, with strict accountability for confidentiality and safeguarding records, is authorized with full, free, and unrestricted access to all of the organization's records, physical properties, and personnel as it is pertinent to carrying out any engagement. All employees are requested to assist the Internal Audit activity in fulfilling their roles and responsibilities. In addition, the Internal Audit activity will have unrestricted access to the Audit Committee.

1.5 AUDIT COMMITTEE

The Audit activity is empowered to be independent by its appropriate reporting relationship to key management and to the Audit Committee.

Audit Committee reviews the company's internal controls, governance and risk management systems. To do this, it uses the skills and expertise of the Audit function, convening the scope of its work, its priorities and resources.

The Audit Committee meets periodically with the CAE and approves the Internal Audit charter when changes are necessary, and at least annually. The Audit Committee regularly communicates with the CAE about the performance and the improvement of the Audit activity as a whole.

The Audit Committee monitors and reviews the effectiveness of the organization's Internal Audit function by ensuring:

- Internal Audit is free to work independently and objectively (e.g., free from the influence of auditable entities);
- Internal Audit has the necessary resources and access to information to enable it to fulfil its mandate; and
- Internal Audit is equipped to perform in accordance with appropriate professional standards for auditors (Code of Conduct and the International Standards for the Professional Practice of Auditing).

The Audit Committee plays a direct role in decisions concerning the CAE's appointment, appraisal, and termination. In addition, the Audit Committee has the responsibility and authority outlined further in the Audit Committee Charter.

1.6 REPORTING & MONITORING

A written communication (e.g., report, memo, dashboard) will be prepared and issued by the CAE or designee following the conclusion of each Internal Audit engagement and distributed as appropriate. The Internal Audit communication may include management's response and corrective action plan regarding specific findings and/or recommendations. Internal Audit will periodically follow-up, based on risk, to ensure proper implementation of management's responses and corrective actions.

If the final communication contains a significant error or omission, the CAE or designee must communicate the corrected information to all parties who received the original communication.

1.7 STANDARDS OF PRACTICE

Internal Audit activities adhere to the Global International Standards for the Professional Practice of Auditing of the Institute of Internal Auditors (IIA) and will be compliant with Stellantis' principles as stated in the Ethics and Professionalism. Adherence with guidelines contained in the International Professional Practices Framework allows the organization to:

- Provide a framework for performing and promoting a broad range of value-added internal auditing services;
- Establish the basis for the evaluation of Internal Audit performance; and
- Foster improved organizational processes and operations.

1.8 CORE PRINCIPLES

Conformance with the Global International Standards from the Professional Practice of Internal Auditing is essential to meet the responsibilities of Internal Audit activity.

Global International Standards consist of Purpose of Internal Auditing, Ethics and Professionalism, Governing the Internal Audit Function, Managing the Internal Audit Function, and performing Internal Audit Services. Standards describe the nature of internal auditing and provide quality criteria, against which the performance of these services can be measured to meet the requirements applicable to assurance activities.

The Global International Standards list the following ten items as the Core Principles for the Professional Practice of Internal Auditing:

- **Demonstrate Integrity** – Internal auditors demonstrate integrity in their work and behavior.
- **Maintain Objectivity** – Internal auditors maintain an impartial and unbiased attitude when performing

internal audit services and making decisions.

- **Demonstrate Competency** – Internal auditors apply the knowledge, skills, and abilities to fulfill their roles and responsibilities successfully.
- **Exercise Due Professional Care** – Internal auditors apply due professional care in planning and performing internal audit services.
- **Maintain Confidentiality** – Internal auditors use and protect information appropriately.
- **Authorized by the Board** – The board establishes, approves, and supports the mandate of the internal audit function.
- **Positioned Independently** – The board establishes and protects the internal audit function’s independence and qualifications.
- **Overseen by the Board** – The board oversees the internal audit function to ensure the function’s effectiveness.
- **Plan Strategically** – The chief audit executive plans strategically to position the internal audit function to fulfill its mandate and achieve long-term success.
- **Manage Resources** – The chief audit executive manages resources to implement the internal audit function’s strategy and achieve its plan and mandate.
- **Communicate Effectively** – The chief audit executive guides the internal audit function to communicate effectively with its stakeholders.
- **Enhance Quality** – The chief audit executive is responsible for the internal audit function’s conformance with the Global Internal Audit Standards and continuous performance improvement.
- **Plan Engagements Effectively** – Internal auditors plan each engagement using a systematic, disciplined approach.
- **Conduct Engagement Work** – Internal auditors implement the engagement work program to achieve the engagement objectives.
- **Communicate Engagement Results and Monitor Action Plans** – Internal auditors communicate the engagement results to the appropriate parties and monitor management’s progress toward the implementation of recommendations or action plans.

1.9 ETHICS AND PROFESSIONALISM

The Ethics and Professionalism for the IIA outlines the behavioral expectations for professional internal auditors; including chief audit executives, other individuals, and any entities that provide internal audit services. Conformance with these principles and standards instills trust in the profession of internal auditing, creates an ethical culture within the internal audit function, and provides the basis for reliance on internal auditors’ work and judgment.

The following Rules of Conduct are required for all auditors. These rules are an aid to interpreting the Principles into practical applications guiding the ethical conduct of auditors.

➤ **Demonstrate Integrity:**

Integrity is behavior characterized by adherence to moral and ethical principles, including demonstrating honesty and the courage to act based on relevant facts, even when facing pressure to do otherwise, or when doing so might create potential adverse personal or organizational consequences. In simple terms, internal auditors are expected to tell the truth and do the right thing, even when it is uncomfortable or difficult.

➤ **Maintain Objectivity** – Internal auditors:

Internal auditors maintain an impartial and unbiased attitude when performing internal audit services and making decisions.

Objectivity is an unbiased mental attitude that allows internal auditors to make professional judgments, fulfill their responsibilities, and achieve the Purpose of Internal Auditing without

compromise. An independently positioned internal audit function supports internal auditors' ability to maintain objectivity.

➤ **Demonstrate Competency**

Internal auditors apply the knowledge, skills, and abilities to fulfill their roles and responsibilities successfully.

Demonstrating competency requires developing and applying the knowledge, skills, and abilities to provide internal audit services. Because internal auditors provide a diverse array of services, the competencies needed by each internal auditor vary. In addition to possessing or obtaining the competencies needed to perform services, internal auditors improve the effectiveness and quality of services by pursuing professional development. An external quality assessment is performed at least once every five years by a qualified, independent assessor or assessment team.

➤ **Exercise Due Professional Care:**

Internal auditors apply due professional care in planning and performing internal audit services.

The standards that embody exercising due professional care require:

- Conformance with the Global Internal Audit Standards.
- Consideration of the nature, circumstances, and requirements of the work to be performed.
- Application of professional skepticism to critically assess and evaluate information.

Due professional care requires planning and performing internal audit services with the diligence, judgment, and skepticism possessed by prudent and competent internal auditors. When exercising due professional care, internal auditors perform in the best interests of those receiving internal audit services but are not expected to be infallible.

➤ **Maintain Confidentiality:**

Internal auditors use and protect information appropriately.

Because internal auditors have unrestricted access to the data, records, and other information necessary to fulfill the internal audit mandate, they often receive information that is confidential, proprietary, and/or personally identifiable. This includes information in physical and digital form as well as information derived from oral communication, such as formal or informal meeting discussions. Internal auditors must respect the value and ownership of information they receive by using it only for professional purposes and protecting it from unauthorized access or disclosure, internally and externally.

In addition to the IIA Ethics and Professionalism, internal auditors must agree to abide by the Stellantis Group Code of Conduct and must inform management when there is any concern regarding their ability to adhere to the above requirements. Specifically, auditors cannot perform assurance services in an area they have assumed operational responsibility in the previous year.

The Audit Committee has approved this Audit Charter on December 16, 2024.