



AGENDA AND EXPLANATORY NOTES
FOR THE EXTRAORDINARY GENERAL MEETING OF
STELLANTIS N.V.

To be virtually held on March 8, 2021

LETTER TO SHAREHOLDERS

Dear Shareholder,

On behalf of the Board of Directors of Stellantis N.V. ("**Stellantis**" or the "**Company**"), we are pleased to invite you to the first general meeting of Stellantis, to be virtually held on March 8, 2021. We hereby provide you with the agenda and explanatory notes for this extraordinary general meeting (the "**EGM**").

As you know, Stellantis is the result of the successful cross-border legal merger between Fiat Chrysler Automobiles N.V. ("**FCA**") and Peugeot S.A. ("**PSA**") that was completed earlier this year (the "**Merger**"). With the combined businesses of these companies, Stellantis has the leadership, resources and scale to be at the forefront of a new era of sustainable mobility. We are fully committed to, and are convinced that, we can enable the Company to thrive as a leader within the automotive industry.

At this EGM, we invite you to discuss and vote on the Faurecia Distribution (as defined in the explanatory notes), which was previously described in the prospectus relating to the Merger and the listing of Stellantis. More information on this proposal is included in the explanatory notes contained in this document.

The agenda with explanatory notes is available on our website (www.stellantis.com) and contains important information on the Faurecia Distribution. Further information on how to cast your vote in respect of this proposal is included in the convening notice for the EGM, which can also be found on our website.

We look forward to virtually meeting you on March 8, 2021.

Yours sincerely,

John Elkann
Chairman

Carlos Tavares
Chief Executive Officer

AGENDA

1. **Opening**
2. **Proposal to approve the Faurecia Distribution** (*voting item*)
3. **Closing**

EXPLANATORY NOTES

1. Opening

The Chairperson of the meeting will open the EGM.

2. Proposal to approve the Faurecia Distribution (*voting item*)

Background

As a result of the Merger, Stellantis currently holds a stake representing approximately 39% of the outstanding share capital of Faurecia S.A. ("**Faurecia**"). Faurecia is a global automotive supplier, with a mission to develop technologies for sustainable mobility and to create personalized experiences for the cockpit, while at the same time offering solutions to meet the challenges of future generations. Faurecia's shares are listed on the Euronext Paris stock exchange.

Prior to the completion of the Merger, PSA sold 9,663,000 ordinary Faurecia shares, representing approximately 7% of Faurecia's share capital with proceeds of EUR 308,249,700.00 (the "**Faurecia Sale Proceeds**"). As a result of the Merger, Stellantis holds the remaining Faurecia shares previously held by PSA.

It is contemplated that Stellantis will make a distribution to the holders of Stellantis common shares at the record date for this distribution, comprising (i) a distribution in cash, up to an amount equal to the Faurecia Sale Proceeds, and (ii) a distribution in kind, in the form of and up to 54,297,006 Faurecia shares (the "**Faurecia Shares**"), whereby the final amount and number of Faurecia Shares is to be determined by or pursuant to a resolution of the Board of Directors (the "**Faurecia Distribution**").

Mechanics

It is contemplated that the Faurecia Distribution will be carried out by means of a capital reduction. This capital reduction was voted on and approved by FCA's general meeting held on 4 January 2021 and, in short, comprises the following two steps:

Step 1: An amendment of Stellantis's articles of association to increase the nominal value of Stellantis's common shares from EUR 0.01 to EUR 1.61 per common share, whereby the aggregate amount of the increase will be debited to the Company's share premium reserve. Hence, this capital increase does not result in any payment obligation for Stellantis shareholders.

Step 2: Step 1 will be followed by an amendment of Stellantis's articles of association to decrease the nominal value of the Stellantis's common shares back to its original amount of EUR 0.01 per common share. The aggregate amount of the reduction will be credited to a specifically designated part of Stellantis's share premium reserve, which will be separately recorded for in Stellantis's books.

Pursuant to Dutch law, the reduction of capital is subject to certain required corporate steps. These corporate steps entail, amongst other things, the observation of a two-month creditor opposition period as described in section 2:100 of the Dutch Civil Code.

The Board of Directors has discretionary power to determine if and when the amendments to the Company's articles of association as described under Steps 1 and 2 above will be implemented, provided that the Board of Directors may only resolve to proceed with such implementation (i) after the Company's general meeting has resolved upon the Faurecia Distribution, and (ii) all requirements pursuant to Dutch law have been satisfied.

Distribution

Holders of Stellantis common shares on the record date of the Faurecia Distribution will receive a pro rata part of the Faurecia Distribution (both in cash and in kind). This pro rata distribution may result in holders of Stellantis common shares being entitled to fractions of Faurecia Shares. Such fractions will not be distributed as part of the Faurecia Distribution. Taking into account the applicable market practices, it is anticipated that a cash value representing the pro-rata value of the entitled fractional share will be distributed to Stellantis shareholders who would have otherwise been entitled to receive a fraction of a Faurecia Share as a result of the Faurecia Distribution. Where applicable, such values will be net of any fees or costs associated with the sale of the aggregated fractional entitlements. In addition, it is noted that Stellantis may be required to take certain additional steps in order to directly or indirectly implement the Faurecia Distribution with respect to Stellantis shareholders holding their Stellantis shares through DTC or in the shareholders' register of Stellantis. Further information in this respect will be published on the Company's website: www.stellantis.com.

Decision-making

In order to effect the Faurecia Distribution, Stellantis shareholders need to approve the Faurecia Distribution. Before the effectuation of the Faurecia Distribution, the Board of Directors shall verify and confirm that the Company's equity exceeds the sum of the paid-

up and called up part of the share capital and the reserves that must be maintained pursuant to Dutch law and the articles of association (the "**Capital Requirements**").

Based on the information available as at the convocation of this EGM, the Board of Directors expects that the Capital Requirements will be met in order to proceed with the Faurecia Distribution in accordance with the steps referred to above and the Company's articles of association.

Finally, subject to EGM approval regarding the Faurecia Distribution, the Company will set the further terms and conditions, in the broadest sense possible, with respect to the Faurecia Distribution, including the related distribution calendar including the ex-date, record date and payment date of the distribution as well as arrangements for the delivery of the Faurecia Shares and settlement mechanics (the "**Terms and Conditions**").

Final information on the Faurecia Distribution, including the relevant dates and settlement mechanics, will be published on the Company's website: www.stellantis.com.

Voting item

In view of all of the above, it is proposed that the EGM, at the proposal of the Board of Directors, resolves to approve the Faurecia Distribution, subject to (i) the Terms and Conditions, and (ii) final determination by, or pursuant to a resolution of, the Board of Directors.

Tax consequences

The Faurecia Distribution to Stellantis shareholders will not be subject to Dutch dividend withholding tax to the extent the value of the Faurecia Distribution on the record date (*datum van terbeschikkingstelling*) does not exceed the amount of the capital reduction (which is expected to be approximately EUR 5 billion). Currently, the Company expects that the value of the Faurecia Distribution will not exceed this amount.

The Faurecia Distribution may be taxable for Stellantis shareholders resident or established in the Netherlands for Dutch personal income tax or Dutch corporate income tax purposes. The Faurecia Distribution may be taxable to Stellantis shareholders in the jurisdictions where they are resident or established for tax purposes, including Stellantis shareholders that are tax resident in France, Italy, the United Kingdom or the United States. Before the date of the EGM, Stellantis will provide additional information on certain tax consequences of the Faurecia Distribution. However, Stellantis shareholders are encouraged to consult their own tax advisors and, as the case may be, the financial institutions through which they hold their shares.

Financial intermediaries may be authorized, when relevant, to sell, on behalf of the Stellantis shareholders, the number of Faurecia Shares that is necessary in order to pay any taxes or social levies due on behalf of the Stellantis shareholders as a result of the Faurecia Distribution. Stellantis shareholders are advised to consult the financial

institutions through which they hold their shares in order to be provided with information on the applicable process.

3. Closing

Close of the EGM by the Chairperson of the meeting.

WE ARE NOT ASKING FOR YOUR PROXY. THIS IS NOT A PROXY STATEMENT NOR A SOLICITATION OF PROXIES. THE COMMON SHARES AND SPECIAL VOTING SHARES OF STELLANTIS ARE EXEMPT FROM THE PROXY RULES OF THE UNITED STATES SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.