<u>Second Base Prospectus Supplement dated November 4, 2024 to the Base Prospectus dated May 22, 2024</u>

Stellantis N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands and registered with the Dutch chamber of commerce (*Kamer van Koophandel*) under number 60372958)

as Issuer

€30,000,000,000
Euro Medium Term Note Programme

This second base prospectus supplement (the "**Supplement**") is supplemental to and should be read in conjunction with the base prospectus dated May 22, 2024 and the first base prospectus supplement dated August 30, 2024 (together, the "**Base Prospectus**") in relation to the €30,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Stellantis N.V. ("**Stellantis**" or the "**Issuer**"). This Supplement constitutes a base prospectus supplement for the purposes of Article 23 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and is prepared in connection with the Programme. This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Stellantis, in its capacity as the Issuer, accepts responsibility for the information contained in this document. To the best of the knowledge of Stellantis, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

Purpose of this Supplement

This Supplement constitutes a supplement to the Base Prospectus pursuant to Article 23 of the Prospectus Regulation for the purpose of updating the sections "Stellantis – Credit Rating" and "Stellantis – Recent Development" in the Base Prospectus to reflect various recent developments.

Update to Stellantis

The subsection entitled "Credit Rating" in the section entitled "Stellantis" on page 120 of the Base Prospectus shall be updated in its entirety as follows:

"**Credit Rating**

The Company is currently rated with the following corporate credit ratings:

- Baa1 with a negative outlook from Moody's Deutschland GmbH ("**Moody's**"); and
- BBB+ with a negative outlook from S&P Global Ratings Europe Limited ("**Standard & Poor's**").

The following information shall be added to the sub-section entitled "Recent Development" in the section entitled "Stellantis" starting on page 120 of the Base Prospectus:

"*Update to 2024 financial guidance*

On September 30, 2024, Stellantis revised its 2024 financial guidance, reflecting decisions to significantly enlarge remediation actions on North American performance issues, as well as deterioration in global industry dynamics.

Stellantis has accelerated its planned normalization of inventory levels in the U.S., targeting no more than 330,000 units of dealer inventory by year-end 2024, from a prior timing objective of the first quarter of 2025. Actions include North American shipment declines of more than 200,000 vehicles in the second half of 2024 (up from 100,000 prior guidance), compared to the prior year period, increased incentives on 2024 and older model year vehicles, and productivity improvement initiatives that encompass both cost and capacity adjustments.

Deterioration in the global industry backdrop reflects a lower 2024 market forecast than at the beginning of the period, while competitive dynamics have intensified due to both rising industry supply, as well as increased Chinese competition.

Stellantis' updated 2024 market outlook and financial guidance is as follows:

- Adjusted operating income margin: expected to be between 5.5 and 7.0% for the year ended December 31, 2024, down from prior "double digit". Roughly two-thirds of the reduced adjusted operating income margin is driven by corrective actions in North America. Other contributors include lower than expected sales performance in the second half of the year across most regions;

- Industrial free cash flow: expected to range from -€5 billion to -€10 billion, from prior "Positive". This primarily reflects the substantially lower operating income margin outlook as well as the impact of temporarily elevated working capital in the second half of 2024.

Share buy-back

On October 3, 2024, Stellantis announced that its third and last tranche of the 2024 Share Buyback Program announced on August 1, 2024, covering up to €1 billion to be executed in the open market during the period between August 1, 2024 and November 29, 2024 has been completed.

Since August 1, 2024 up to and including October 2, 2024, the Company has purchased a total of 72,041,332 common shares for a total consideration of €999,999,880.

As of October 2, 2024, the Company held in treasury 153,541,506 common shares equal to 3.95% of the total issued share capital including the common shares and the special voting shares.

A comprehensive overview of the transactions carried out under the buyback program, as well as the details of the above transactions, are available on Stellantis' corporate website under the Share Buyback Program Section.

Changes to management

On October 10, 2024, Stellantis announced the following management changes:

- Antonio Filosa is appointed North America Chief Operating Officer in addition to his role as Jeep brand CEO, succeeding Carlos Zarlenga;

- Jean-Philippe Imparato is appointed Chief Operating Officer Enlarged Europe in addition to his role as CEO of Pro One, succeeding Uwe Hochgeschurtz;

- Doug Ostermann is appointed Chief Financial Officer, succeeding Natalie Knight;

- Gregoire Olivier is appointed as Chief Operating Officer China and remains the Liaison Officer to Leapmotor; and

- Santo Ficili is appointed CEO of Maserati and Alfa Romeo and member of the Top Executive Team, succeeding Davide Grasso.

Q3 2024 Shipments and Revenues

On October 31, 2024, Stellantis published its Q3 2024 shipments and revenues data for the three and nine months ended September 30, 2024.

The following table shows Stellantis' Net revenues and shipments for the three months ended September 30, 2024 and 2023:

RESULTS FROM CONTINUING OPERATIONS		
	Q3 2024	**Q3 2023**
Combined[1] shipments (000 units)	1,174	1,478
Consolidated[1] shipments (000 units)	1,148	1,427
Net revenues (€ billion)	33.0	45.1

[1] Combined shipments include shipments by the Company's consolidated subsidiaries and unconsolidated joint ventures, whereas Consolidated shipments only include shipments by the Company's consolidated subsidiaries. This includes the vehicles produced by the Company's joint ventures and associates (including Leapmotor) which are distributed by the Company's consolidated subsidiaries. In addition to the volumes included in consolidated shipments, combined shipments also include the vehicles distributed by the Company's joint ventures (such as Tofas). Figures by segments may not add up due to rounding. China shipments from DPCA are no longer included in Combined shipments as of November 2023; prior periods have not been restated.

Basis of preparation: All reported data is unaudited.

Regional Performance

The following table shows Stellantis' Net revenues and shipments by segment for the three months ended

September 30, 2024:

	North America	Enlarged Europe	Middle East & Africa	South America	China and India & Asia Pacific	Maserati	Other[2]	Total
Combined shipments (000s)[1]	299	496	104	259	14	2.1	-	**1,174**
Consolidated shipments (000s)[1]	299	496	78	259	14	2.1	-	**1,148**
Net revenues (€ million)	12,425	12,482	1,892	4,215	426	195	1,325	**32,960**"

[1] Combined shipments include shipments by the Company's consolidated subsidiaries and unconsolidated joint ventures, whereas Consolidated shipments only include shipments by the Company's consolidated subsidiaries. Figures by segments may not add up due to rounding. This includes the vehicles produced by the Company's joint ventures and associates (including Leapmotor) which are distributed by the Company's consolidated subsidiaries. In addition to the volumes included in consolidated shipments, combined shipments also include the vehicles distributed by the Company's joint ventures (such as Tofas). Figures by segments may not add up due to rounding. China shipments from DPCA are no longer included in Combined shipments as of November 2023; prior periods have not been restated.

[2] Other activities, unallocated items and eliminations.

General Information

Neither Stellantis' website nor its content form part of this Supplement. Copies of all documents incorporated by reference in the Base Prospectus can be obtained free of charge from the registered office of Stellantis and at the offices of the paying agents. Non-incorporated parts of any document are either not relevant for an investor or are covered elsewhere in the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, such statements described in clause (b) will be deemed to be superseded by such statements described in clause (a).

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus, which is capable of affecting the assessment of Notes issued under the Programme, has arisen or been noted, as the case may be, since the publication of the Base Prospectus.