

Second Base Prospectus Supplement dated May 24, 2022 to the Base Prospectus dated March 15, 2022



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 and as Guarantor, in respect of Notes issued by
Fiat Chrysler Finance Europe société en nom collectif
and*

Fiat Chrysler Finance Europe

société en nom collectif

(Existing as a general partnership under the laws of the Grand-Duchy of Luxembourg, having its registered office at 412F, Route d'Esch, L-2086 Luxembourg, Grand Duchy of Luxembourg and registered with Luxembourg Register of Commerce and Companies

(*Registre de Commerce et des Sociétés de Luxembourg*) under number B-59500 and, as the context requires, acting through its Dutch branch at Taurusavenue 1, 2132 LS Hoofddorp, Netherlands (the "**Dutch Branch**"))

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 March 15, 2022 and the first base prospectus supplement dated March 23, 2022 (together, the "**Base Prospectus**") in relation to the €30,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of Stellantis N.V. ("**Stellantis**") and Fiat Chrysler Finance Europe *société en nom collectif* ("**FCFE**") (each an "**Issuer**" and together the "**Issuers**"). The payments of all amounts due in respect of Notes issued by FCFE will be unconditionally and irrevocably guaranteed by Stellantis (in such capacity, the "**Guarantor**"). 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 relevant Issuer or the Guarantor 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 an Issuer, accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE. 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.

Stellantis, in its capacity as a Guarantor, accepts responsibility only for the information contained in this document relating to itself and to the Guarantee. To the best of the knowledge of the Guarantor, the information contained in those parts of this document relating to itself and to the Guarantee is in accordance with the facts and does not omit anything likely to affect the importance of such information.

FCFE accepts responsibility for the information contained in this document, with the exception of any information in respect of Stellantis when the latter is acting as an Issuer. To the best of the knowledge of FCFE, 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 section “Stellantis – Recent Development” in the Base Prospectus to reflect the Q1 2022 shipments and revenues and various other recent developments.



Update to Stellantis

The following information shall be added to the subsection entitled “Recent Development” in the section entitled “Stellantis” starting on page 125 of the Base Prospectus:

“Q1 2022 Shipments and Revenues

On May 5, 2022, Stellantis published its Q1 2022 shipments and revenues data for the three months ended March 31, 2022.

The following table shows Stellantis’ net revenues and shipments for the three months ended March 31, 2022 and 2021:

RESULTS FROM CONTINUING OPERATIONS		
	Q1 2022	Q1 2021
Combined ¹ shipments (000 units)	1,420	1,526
Consolidated ¹ shipments (000 units)	1,374	1,477
Net revenues (€ billion)	41.5	34.3

Basis of preparation: All reported data is unaudited. “Q1 2022” and “Q1 2021” represent revenues as reportable under IFRS. Q1 2021 includes Legacy FCA from January 17, 2021, following the closure of the merger.

Regional Performance

The following table shows Stellantis’ net revenues and shipments from customers by region for the three months ended March 31, 2022:

	North America	Enlarged Europe	Middle East & Africa	South America	China and India & Asia Pacific	Maserati	Other ²	Total
Combined shipments (000s)	480	622	89	174	51	4.3	-	1,420
Consolidated shipments (000s)	480	622	67	174	27	4.3	-	1,374
Net revenues (€ million)	20,693	14,622	1,397	2,947	934	419	470	41,482

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.

² Other activities, unallocated items and eliminations.

Various Agreements

On March 23, 2022, the Company and LG Energy Solution (“**LGES**”) announced they have executed binding, definitive agreements to establish a large scale, domestic, electric vehicle battery manufacturing facility in Canada. The joint venture company is expected to produce lithium-ion battery cells and modules to meet a significant portion of Stellantis’ vehicle production requirements in North America. The joint venture company will invest over \$5 billion CAD (U.S.\$4.1 billion USD) to establish operations, which will include an all-new battery manufacturing plant located in Windsor, Ontario, Canada. Plant construction activities are scheduled to begin later in 2022 with production operations planned to launch in the first quarter of 2024. The plant aims to have an annual production capacity in excess of 45 gigawatt hours and is expected to create an estimated 2,500 new jobs in Windsor and the surrounding areas. Each of the Municipal, Provincial and Federal levels of the Canadian government have agreed to fully support the successful operation of the joint venture company.

On March 23, 2022, the Company also announced its support for Automotive Cells Company’s (“**ACC**”) growth plans as it intends to transform Stellantis’ existing Termoli plant in Italy to a new battery facility and finalizes the agreement to add Mercedes-Benz as a new, equal partner with TotalEnergies/Saft and Stellantis.

On April 1, 2022, the Company announced the signing of binding agreements with BNP Paribas Personal Finance (“**BNPP PF**”), Crédit Agricole Consumer Finance (“**CACF**”) and Santander Consumer Finance (“**SCF**”) aimed at better organizing its current financial services platform in Europe. These agreements aim at creating a multi-brand operational leasing company in which Stellantis and CACF will each hold a 50% interest, resulting from the combination of the Leasys and Free2move Lease businesses, and reorganizing the financing activities through joint ventures set up with BNPP PF or SCF in each country to manage financing activities for all Stellantis brands. The transactions are expected to be completed during the first half of 2023 once the required authorization has been obtained from the relevant anti-trust authorities and market regulators.

Annual General Meeting of Shareholders

On April 13, 2022, the Company announced that all resolutions submitted to the shareholders for approval at the Annual General Meeting of Shareholders (“**AGM**”) held on April 13, 2022 were adopted, including the proposal to approve a EUR 3.3 billion dividend distribution on common shares. The Company took note of the feedback resulting from the advisory vote on the Remuneration Report in accordance with Dutch regulation on AGMs, which was in favor for 47.9% and against for 52.1%.

Operations in Russia

On April 19, 2022, the Company announced that it has suspended its manufacturing operations in Kaluga, Russia to ensure full compliance with all applicable sanctions and to protect its employees.

Personnel Changes

On May 11, 2022, the Company announced the following personnel changes, effective June 1, 2022: Maxime Picat is appointed Chief Purchasing and Supply Chain Officer, replacing Michelle Wen who will pursue personal projects. Uwe Hochgeschurtz is appointed Enlarged Europe Chief Operating Officer, replacing Maxime Picat. Florian Huettl will replace Uwe Hochgeschurtz as Opel and Vauxhall Chief Executive Officer. Mr. Huettl’s formal appointment is subject to approval by the Opel Automotive Supervisory board.”

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 or FCFE 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.