

First Base Prospectus Supplement dated June 1, 2023 to the Base Prospectus dated April 5, 2023



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 first base prospectus supplement (the “**Supplement**”) is supplemental to and should be read in conjunction with the base prospectus dated April 5, 2023 (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 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 2023 shipments and revenues and various other recent developments.

Update to Stellantis

The following information shall be added to the subsection entitled “Credit rating” in the section entitled “Stellantis” on page 122 of the Base Prospectus:

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

- Baa2 with a positive outlook from Moody’s Deutschland GmbH (“**Moody’s**”); and
- BBB with a stable outlook from S&P Global Ratings Europe Limited (“Standard & Poors”).”

The following information shall be added to the subsection entitled “Recent Development” in the section entitled “Stellantis” starting on page 122 of the Base Prospectus:

“Q1 2023 Shipments and Revenues

On May 3, 2023, Stellantis published its Q1 2023 shipments and revenues data for the three months ended March 31, 2023.

The following table shows Stellantis’ net revenues and shipments for the three months ended March 31, 2023 and 2022:

RESULTS FROM CONTINUING OPERATIONS		
	Q1 2023	Q1 2022
Combined ¹ shipments (000 units)	1,538	1,420
Consolidated ¹ shipments (000 units)	1,476	1,374
Net revenues (€ billion)	47.2	41.5

Basis of preparation: All reported data is unaudited. “Q1 2023” and “Q1 2022” represent revenues as reportable under IFRS.

Regional Performance

The following table shows Stellantis’ net revenues and shipments from customers by region for the three months ended March 31, 2023:

	North America	Enlarged Europe	Middle East & Africa	South America	China and India & Asia Pacific	Maserati	Other²	Total
Combined ¹ shipments (000s)	509	657	131	191	42	8.4	-	1,538
Consolidated ¹	509	657	83	191	28	8.4	-	1,476

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.

shipments (000s)								
Net revenues (€ million)	22,772	16,106	2,166	3,523	981	691	996	47,235

Annual General Meeting of Shareholders

On April 13, 2023, the Company announced that all resolutions submitted to the shareholders for approval at the Annual General Meeting of Shareholders (“**AGM**”) held on April 13, 2023 were adopted, including the proposal to approve a EUR 4.2 billion dividend distribution on common shares. The advisory vote on the 2023 Remuneration Report was 80.4% positive for the section excluding the pre-merger legacy matters and 51.9% positive for the section on the pre-merger legacy matters.

Personnel Changes

On April 19, 2023, the Company announced that Nathalie Knight will join the Company as Executive Vice President and Chief Financial Officer on July 10, 2023. Ms. Knight will replace Richard Palmer, who plans to leave Stellantis on June 30, 2023.

Share buy-back

The Company announced on May 18, 2023 that pursuant to its first tranche of the share buyback program announced on March 16, 2023, covering up to €500 million to be executed in the open market during the period between March 17, 2023 and June 19, 2023, the Company has purchased a total of 33,249,812 common shares for a total consideration of €499,988,202 since March 17, 2023 up to and including May 17, 2023.

As of May 17, 2023, the Company held in treasury 102,375,356 common shares equal to 3.17% 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 share buyback program, as well as the details of the transactions, are available on the Company’s corporate website under the Share Buyback Program Section (www.stellantis.com/en/investors/stock-and-shareholder-info/share-buyback-program).

The Company intends to continue during the rest of 2023 its share buyback program which was announced in February 2023 by way of buy back of shares in the open market”

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.