

**DRAFT RESOLUTION FILING
FOR THE ANNUAL GENERAL MEETING
OF STELLANTIS
ON 13 APRIL 2023**

**PROCEDURE
FOR FILING THE RESOLUTION**

If you wish to co-file this resolution, and effectively make use of the legal scheduling after publication of the AGM agenda, we propose the following procedure:

The publication of the date of the General meeting indicates the deadline for the filing of draft resolutions (**60 calendar days**), i.e. **by midnight on Sunday 12 FEBRUARY 2023**.

1. You must send a written request to your custodian (depository) to obtain a **certificate of registration of your shares** ([Appendix 1](#)). This certificate must specify the following mention:

‘General meeting of April 13, 2023 - Draft Resolution’

Moreover, it must include the **accounts numbers on which these shares are held**.

Your custodian must send you this certificate (or all these certificates).

2. You should then send to the attention of the Executive Chairman of the Board of Directors (copy to the Senior Independent Director of the company), a filing request letter for the resolution on the agenda of the General meeting ([Appendix 2](#)), along with the certificate of registration of your STELLANTIS shares, by registered letter with acknowledgement of receipt or express mail which must be **received by the company on Sunday 12 February 2023, at the latest**.

You will find below sample letters and the draft resolution.

Please send us a copy of the certificates of registration of your shares and of the resolution request letter that you have sent to the company, by e-mail to:

denis.branche@phitrust.com et alix.ditisheim@phitrust.com

Do not hesitate to contact us for any further information.

Denis Branche

Alix Ditisheim

Olivier de Guerre

Tel. +33 (0)1 55 35 07 54 / 55

APPENDIX 1

REQUEST FOR A CERTIFICATE OF REGISTRATION
for the STELLANTIS shares

To send to your CUSTODIAN

Date 2023

CUSTODIAN

URGENT

We hereby request a **certificate of registration for x** (.....) **STELLANTIS shares** (Isin Code NL00150001Q9) for which the head office is located at Taurusavenue 1, 2132 LS, Hoofddorp – THE NETHERLANDS, under the reference:

'General meeting of April 13, 2023 - Draft Resolution'

This certificate must indicate the accounts numbers on which these shares are held.

We ask you to do this **as soon as possible**, the legal deadline being **Sunday February 12, 2023**.

Then, the co-filer must send this certificate of registration,
with the letter in Appendix 2 below
to STELLANTIS
for receipt by the company on February 12, 2023 at the latest
by Registered Letter with Acknowledgement of Receipt / Express Mail

APPENDIX 2

FILING REQUEST FOR DRAFT RESOLUTION

TO SEND FOR RECEIPT ON FEBRUARY 12, 2023 AT THE LATEST
to
STELLANTIS

By Registered Letter with Acknowledgement of Receipt / Express Mail

(Please refer to the next page in its entirety:
letters to Mr John Elkann and to Mr Henri de Castries)

. N.B: please send a copy of your letter to the Executive Chairman with certificates of registration to: denis.branche@phitrust.com et alix.ditisheim@phitrust.com

Date

STELLANTIS
Taurusavenue 1
2132 LS, Hoofddorp
THE NETHERLANDS

To the attention of Mr John Elkann,
Executive Chairman of the Board

Request for the filing of a draft resolution on the agenda of the STELLANTIS N.V. General meeting of April 13, 2023.

Mr Chairman,

We undersigned.....

holding STELLANTIS shares (Isin : NL00150001Q9)

in account with a certificate of registration of shares (Custodian)

hereby request the filing on April 13, 2023 AGM agenda of the following draft resolution:

“Cancellation of the voting right attached to “Special Voting Share”

In accordance with the Article 2:114a and Article 2:121 [1] of the Dutch Civil Code, the General meeting of April 13, 2023 decides to cancel the voting right attached to “Special Voting Share” and to amend accordingly the Articles of Associations.

RATIONALE

As per stated in the Stellantis Articles of Associations (Article 1.1) and the Combined Agreement (Article 6.1), a shareholder having registered its share for at least three years in the Loyalty Register can, if share continues to be so registered, be entitled to receive one Special Voting Share with a voting right for each share registered. Special Voting Shares can only be held by a Qualifying Shareholder, the SVS Foundation or the company itself.

While it is said that the purpose of the Special Voting Shares is to reward long-term ownership of Common Shares and to promote stability of the Company’s shareholder base, it goes against the principle of proportionality between capital and voting rights (“one share – one vote”) as it provides a free share with voting right to specific shareholders, thus introducing an inequity between shareholders.

In addition, obtaining special voting rights requires registration of shares, which involves an administrative burden that is too high or impossible to manage for a foreign professional investor or UCITS mutual fund, and consequently leads to an imbalance in shareholder rights.

Stellantis has three reference shareholders which are the founding families of PSA and FCA as well as the French State: Exor (Agnelli Family) holds 14.3% of the capital, EPF/FFP (Peugeot Family) holds 7.13% and BPIFRANCE (French State) holds 6.13%.

The Board of Directors is composed of eleven members: two members represent Exor, one member represents EPF/FFP, one member represents Bpifrance, one member is the Chief Executive Officer, and two members are employee representatives.

Considering that it is the role of the Board of Directors to set the terms and conditions relating to the issuance, allocation, acquisition, holding, repurchase and transfer of special voting shares, one could presume that the composition of the Board cannot guarantee that it executes objectively its function regarding special voting shares.

This resolution aims to get back to the “one share – one vote” principle which guarantees the equity between all shareholders.

Signature
Name and Position

. Cc : Mr Henri de Castries, Senior Independent Director

. Att. : certificate of registration of shares

Date

STELLANTIS
Taurusavenue 1
2132 LS, Hoofddorp
THE NETHERLANDS

To the attention of
Mr Henri de Castries,
Senior Independent Director

Dear Mr de Castries,

Please find attached our letter to Mr John Elkann, Executive Chairman, regarding the request for the filing of a draft resolution on the agenda of the STELLANTIS N.V. General meeting of April 13, 2023.

Yours faithfully,

. Att. : Letter and certificate of registration of shares