

STELLANTIS N.V.
CHARTER OF THE REMUNERATION
COMMITTEE

For so long as shares of Stellantis N.V. (the “Company”) are listed on any stock exchange, the Dutch Corporate Governance Code (“DCGC”) and, for so long as shares of the Company are listed on the New York Stock Exchange (“NYSE”) and such a Committee is required under the DCGC, the rules of the NYSE applicable to foreign private issuers, require the board of directors of the Company (the “Board of Directors”) to appoint a remuneration committee (the “Remuneration Committee”) having certain duties and responsibilities, including those that may be determined from time to time by the Board of Directors. Therefore, in accordance with Article 21.2 of the Company’s articles of association, and in order to set forth such duties and responsibilities, the Board of Directors has adopted this charter of the Remuneration Committee (the “Charter”) on January 17, 2021. This Charter will be published on the Company’s website.

Capitalized terms used but not defined in these regulations shall have the meaning ascribed to them in the Company’s articles of association.

1. OBJECTIVE

The function of the Remuneration Committee shall be to assist and advise the Board of Directors and act under authority delegated by the Board of Directors with respect to:

- (1) executive compensation;
- (2) the Company’s remuneration policy;
- (3) compensation of non-executive directors; and
- (4) remuneration reports.

2. MEMBERSHIP, ORGANIZATION AND MEETINGS

The Remuneration Committee shall be comprised of at least three non-executive directors of the Company (more than half of whom will be independent under the DCGC) elected by the Board of Directors which shall also appoint one of them as chairperson of the Remuneration Committee (the “**Chairperson**”). For a period of four (4) years as from the Effective Date, the Chairperson shall be selected from among the independent directors nominated by Fiat Chrysler Automobiles N.V. (or his or her replacement), and shall meet the requirements set forth in Section 5.1.4 of the DCGC as chairperson of the Remuneration Committee.

In the event that a member of the Remuneration Committee who has been designated (under the DCGC) as independent is or becomes aware of any circumstance which may reasonably impair or be reasonably perceived to impair his or her independence, he or she shall inform the Senior Independent Director and the Chairperson (or in the case of the Chairperson, the other members of the Remuneration Committee) thereof promptly. The Remuneration Committee shall consult with the Board of Directors in order to determine whether there is sufficient cause for such

member's resignation from, or the termination of such member's membership on, the Remuneration Committee.

The Remuneration Committee shall meet at such time and place as the Chairperson or a majority of the members of the Remuneration Committee may from time to time determine, provided that meetings of the Remuneration Committee will be held in the Netherlands except if, due to good cause, such meeting cannot take place in the Netherlands. The Remuneration Committee shall meet at least once every year.

A quorum of the Remuneration Committee shall consist if the Remuneration Committee consists of an uneven number of members of a majority of the members thereof, and if the Remuneration Committee consists of an even number of members of at least one-half of the members thereof.

The Remuneration Committee will strive for consensus in connection with any proposal or recommendation to be given to the Board of Directors. If no consensus can be reached within the Remuneration Committee, recommendations by the Remuneration Committee to the Board of Directors shall be based on a majority of votes and the dissenting opinion(s) will be mentioned in the proposal or recommendation of the Remuneration Committee to the Board of Directors.

The Head of Human Resources of the Company will generally attend the meetings of the Remuneration Committee, unless the Remuneration Committee on an ad hoc basis determines otherwise. The Remuneration Committee may invite members of the management, employees, internal or external counsel, or others whose advice and counsel are relevant to the issues then being considered by the Remuneration Committee to attend any meetings and to provide any such pertinent information as the Remuneration Committee may request, provided that no officer of the Company shall attend (the part of) a meeting during which his or her own compensation or performance is discussed or determined.

Minutes must be kept of the Remuneration Committee's meetings. The minutes will state the time and place of the meeting, list the persons attending the meeting and summarize matters discussed. The minutes shall be confirmed by the Chairperson and the secretary (if any) of the meeting, signed by them and filed with the minutes of the proceedings of the Remuneration Committee. The originals of such minutes shall be kept in The Netherlands.

The members of the Remuneration Committee shall use their best efforts to be physically present at the meetings of the Remuneration Committee. By exception, members of the Remuneration Committee may participate in meetings of the Remuneration Committee by means of telephone or video conference or similar communications equipment provided all persons participating in the meeting can hear, and be heard by, one another. The person or persons authorized to call meetings of the Compensation Committee shall ensure that such meetings are scheduled sufficiently in advance to enable a majority of the members of the Compensation Committee to be physically present at the place of such meetings.

The Remuneration Committee shall perform a review and evaluation, at least annually, of the performance of the Remuneration Committee and its members, including by reviewing the compliance of the Remuneration Committee with the terms of this Charter.

The Remuneration Committee shall review and reassess periodically the adequacy of the Charter and recommend to the Board of Directors any improvements to the Charter that the Remuneration Committee considers necessary or appropriate.

3. DUTIES AND RESPONSIBILITIES

Until further action is taken by the Board of Directors and consistent with the primary function of the Remuneration Committee, the Remuneration Committee shall, subject to the requirements of the laws of the Netherlands, have the following duties and responsibilities:

- (i) to propose to the Board of Directors any amendments (in accordance with Sections 3.1.1 and 3.1.2 of the DCGC) to the remuneration policy to be pursued by the Company as the Remuneration Committee deems necessary or appropriate;
- (ii) to assist the Board of Directors with the establishment and review of the overall compensation strategy of the Company, ensuring that the compensation strategy is competitive and is structured to attract and retain key staff of the requisite quality;
- (iii) to assist the Board of Directors in reviewing and approving corporate goals and objectives relevant to compensation of senior management and other personnel, including annual performance objectives;
- (iv) to prepare the remuneration report in accordance with Section 3.4.1 of the DCGC;
- (v) to review and approve (or in the case of awards under equity incentive plans recommend for approval) the remuneration structure for the executive directors, the amount of the fixed remuneration, the equity incentive plans to be granted and/or variable remuneration components, pension rights, post mandate indemnities, and other form of compensation, as well as other forms of compensation to be awarded, as well as the performance criteria, and their application;
- (vi) to implement and oversee the remuneration policy as it applies to non-executive directors and to recommend to the Board of Directors any amendments as contemplated above;
- (vii) to prepare an annual performance evaluation of the Remuneration Committee which shall be conducted in such a manner as the Remuneration Committee deems appropriate;
- (viii) to oversee the implementation of the remuneration policy for what concerns the executive officers and other members of the senior management reporting directly to the executive directors;
- (ix) to submit a proposal, in accordance with the remuneration policy, concerning the compensation of individual executive directors, which proposal will in any event cover (a) the compensation structure, the amount of the fixed and variable remuneration components, pension rights, redundancy pay and other forms of compensation to be awarded, the performance criteria used, the scenario analyses

that are carried out and the pay ratios within the Company and its affiliated enterprise, and (b) take into account the executive directors' views on the proposal, including with regard to the amount and structure of their own compensation (having given regard to the aspects referred to in paragraph 3(i) of this Charter);

- (x) to propose to the Board of Directors the terms and conditions and possible eligibility of the members of the Board of Directors or the members of the senior management and other eligible employees for the equity incentive plans;
- (xi) to administer all the equity incentive plans and the deferred compensation benefits plans and monitor compliance with the Company's rules and guidelines related thereto;
- (xii) to review the Company's incentive compensation plans to determine with a view to avoiding excessive risk-taking, and to review and discuss annually the relationship between the Company's risk management policies and practices and its incentive compensation plans; and
- (xiii) to discuss with management the Company's policies and practices related to compensation items notably in comparison to other global automakers and issue recommendation in relation thereto.

4. AUTHORITY AND RESOURCES

The Remuneration Committee shall have and may exercise all the powers and authority of the Board of Directors in connection with the review, approval, and implementation of the procedures hereinabove contemplated.

The Remuneration Committee shall report regularly to the Board of Directors regarding its actions and make recommendations to the Board of Directors as it considers appropriate. Reports may be oral or written.

In performing its duties and exercising its authority, the Remuneration Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries. The Company's human resources department shall provide support to the Remuneration Committee as the Remuneration Committee deems necessary or appropriate.

The Remuneration Committee shall have the resources, funding and authority, in its sole discretion and without the necessity of approval of the Board of Directors, to select, retain, and obtain the advice of external advisors, including consultants, external counsel, or other advisors (each, an "Adviser") through the Company's compliance officer, as necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Remuneration Committee Charter. The Remuneration Committee shall be directly responsible for the appointment, nomination and oversight of the work of any Adviser it retains.

The Company shall provide for appropriate funding, as determined by the Remuneration Committee, in its capacity as a committee of the Board of Directors, for payment of:

- (i) reasonable compensation to any Advisers engaged by the Remuneration Committee; and
- (ii) ordinary administrative expenses of the Remuneration Committee that are necessary or appropriate in carrying out its duties.

The Remuneration Committee may form and delegate authority to subcommittees as and when the Remuneration Committee considers appropriate.