

# STELLANTIS N.V.

## AUDIT COMMITTEE CHARTER

For so long as shares of Stellantis N.V. (the “Company”) are listed on the New York Stock Exchange (“NYSE”), the rules of the NYSE and Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, for so long as shares of the Company are listed on any stock exchange, the Dutch Corporate Governance Code (“DCGC”) require that the board of directors of the Company (the “Board of Directors”) appoint an audit committee (the “Audit Committee”) having certain duties and responsibilities, including those that may be determined 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 Audit Committee (the “Charter”) on August 2, 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. PURPOSE

The Audit Committee assists the Board of Directors in fulfilling its responsibilities in relation to risk management, internal control and financial reporting, and carries out certain oversight functions on behalf of the Board of Directors.

### 2. OBJECTIVES

The function of the Audit 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) the integrity of the Company’s financial statements, including any published interim reports, related press releases and other related corporate communications;
- (2) the adequacy and effectiveness of the Company’s internal control over financial reporting, financial reporting procedures and disclosure controls and procedures;
- (3) the Company’s policy on tax planning adopted by management;
- (4) the Company’s financing;
- (5) the application by the Company of information and communication technology, including risks relating to cybersecurity;
- (6) the systems of internal controls that management and/or the Board of Directors have established;
- (7) the Company’s compliance with legal and regulatory requirements;
- (8) the Company’s compliance with recommendations and observations of internal and independent auditors;

- (9) the open and ongoing communications regarding the Company's financial position and results of operations between the Board of Directors, the independent auditors, the Company's management and internal audit department
- (10) the Company's policies and procedures for addressing certain actual or perceived conflicts of interest;
- (11) the qualifications, independence, oversight and remuneration of the Company's independent auditors and any non-audit services provided to the Company by the independent auditors;
- (12) the selection of the independent auditor by recommending an independent auditor for nomination, appointment or dismissal by the Company's general meeting of shareholders;
- (13) the performance of the Company's internal auditors and independent auditors;
- (14) risk management and risk assessment guidelines and policies, including major financial risk exposure, and the steps taken to monitor and control such risks; and
- (15) the implementation and effectiveness of the Company's ethics and compliance program.

### **3. MEMBERSHIP, ORGANIZATION AND INDEPENDENCE**

The members of the Audit Committee shall be appointed by the Board of Directors. The members of the Audit Committee shall serve for such term or terms as the Board of Directors may determine or until earlier resignation or death. The Board of Directors may remove any member from the Audit Committee at any time with or without cause.

The Audit Committee shall be comprised of at least three non-executive directors of the Company, elected by the Board of Directors, which shall also appoint one of them who meets the requirements regarding independence as set forth in Section 5.1.4 of the DCGC, as the chair of the Audit Committee (the "Chair"). Each member of the Audit Committee shall:

- (1) neither have a material relationship with the Company, as determined by the Board of Directors nor perform the functions of auditors or accountants for the Company;
- (2) be an "independent" director under the listing standards of the NYSE and Rule 10A-3 under the Exchange Act and within the meaning of the DCGC; and
- (3) be "financially literate" and have "accounting or selected financial management expertise" as determined by the Board of Directors.

At least one member of the Audit Committee should be a "financial expert" as defined by the U.S. Sarbanes-Oxley Act of 2002 and the applicable rules of the U.S. Securities and Exchange Commission ("SEC") and section 2(3) of the Decree on the Establishment of an audit committee. No director of the Company (each a "director" and all directors of the Company jointly, the "directors") may serve as a member of the Audit Committee if such

director serves on the audit committees of more than four other public companies unless the Board of Directors has determined that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee, and discloses this determination in the Company's annual report.

In the event that a member of the Audit Committee is or becomes aware of any circumstance which may impair or be reasonably perceived to impair his or her independence he or she shall inform the Senior Independent Director and the Chair (or in the case of the Chair, the other members of the Audit Committee) thereof promptly. The Audit Committee shall consult with the Board of Directors in order to determine whether there is sufficient cause for resignation from, or termination of, the member's membership on the Audit Committee.

The Audit 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 Audit Committee, recommendations by the Audit 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 Audit Committee to the Board of Directors.

#### **4. SECRETARY**

In consultation with the Audit Committee Chair, the Company Secretary shall be responsible for the designation of a secretary to the Audit Committee.

#### **5. MEETING ATTENDANCE**

The independent auditors will, unless the Audit Committee determines otherwise, attend the meetings of the Audit Committee. The Company's Chief Financial Officer and the head of internal audit will attend the meetings of the Audit Committee unless the Audit Committee determines otherwise. The Company's Chief Executive Officer is entitled to attend the meeting of the Audit Committee, unless the Audit Committee determines otherwise, and shall attend the meetings of the Audit Committee if the Audit Committee so requires. The Audit 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 Audit Committee to attend any meetings and to provide any such pertinent information as the Audit Committee may request.

The Audit Committee shall meet with the independent auditors at least once per year, and more often as required, outside the presence of the executive directors and management. If the independent auditors believe an issue should be raised with the Audit Committee, the Audit Committee will hear it in a timely manner.

The Audit Committee shall meet with the Chief Internal Auditor at least once per year, and more often as required, outside the presence of the executive directors and management.

#### **6. MEETING MINUTES**

The secretary shall promptly circulate draft meeting minutes to the Audit Committee Chair for review and subsequently to all members of the Audit Committee. Meeting minutes shall be confirmed prior to or at the next meeting of the Audit Committee .

## **7. AUDIT COMMITTEE CHARTER**

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

The Audit 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 Audit Committee considers necessary or appropriate.

## **8. DUTIES AND RESPONSIBILITIES**

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

### **8.1 Independent Auditors**

The Audit Committee shall:

- (i) conduct the tender process for the appointment of an audit firm or audit firms as the independent auditors, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process.
- (ii) make recommendations to the Board of Directors for the appointment, compensation and retention of the Company's independent auditors and evaluate and oversee the work of the Company's independent auditors. The independent auditors shall report directly to the Audit Committee. If the independent auditors resign, the Audit Committee shall investigate the issues giving rise to such resignation and consider whether any action is required;
- (iii) review and approve the engagement letter for the independent auditors' annual audit of the Company's consolidated financial statements; consider the annual external audit plan; and approve related remuneration, including both fees for audit and non-audit services, to ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted.
- (iv) meet with the independent auditors, the head of internal audit and management of the Company (in private, as appropriate) prior to each annual audit to discuss the audit plan, as prepared by the independent auditors, the planning and staffing of the audit, the scope and materiality of the prospective audit and the audit procedures to be utilized, and such other matters pertaining to the audit as the Audit Committee may deem appropriate. At the conclusion of the annual audit, the Audit Committee shall review with the independent auditors and management the performance of the audit, including a comparison of the actual

audit against the audit plan, together with any comments or recommendations made by the independent auditors on improving the audit process;

- (v) instruct the independent auditors to discuss the draft audit plan with the executive directors and/or senior management of the Company before presenting it to the Audit Committee;
- (vi) monitor the execution and results of the audit including the independent auditors' explanation of how the risks to audit quality were addressed; key accounting and audit judgements; and material communications between the independent auditors and management and any issues arising therefrom. The Committee shall review and assess management's response to significant audit findings and recommendations and seek to resolve any disagreements between management and the independent auditors.
- (vii) Review any Company representation letter(s) requested by the Independent Auditors before they are signed by management.
- (viii) review and evaluate the qualifications, performance and independence of the lead partners of the independent auditors and discuss with management the timing and process for implementing the rotation of the lead partners of the independent auditors, the concurring partner and any other active audit engagement team partner;
- (ix) evaluate and, if appropriate, pre-approve any auditing services and permitted non-audit services proposed to be provided to the Company by the independent auditors in accordance with applicable law and consider whether the provision of any non-audit services (individually and together with all other services provided) is compatible with the independent auditors' continued independence;
- (x) review periodically and at least annually the independent auditors' performance, including an evaluation of qualifications, performance and independence of the independent auditors, taking also into account the opinions of management in assessing the independent auditors' qualifications, performance and independence;
- (xi) instruct the independent auditors to communicate directly with the Audit Committee on any matter which, in their judgment, the independent auditors have not satisfactorily resolved with management;
- (xii) instruct the independent auditors to inform the Chair without delay if the independent auditors discover or suspect an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to a member of the Board of Directors, the independent auditors should report this directly to the Senior Independent Director (or in the case of the Senior Independent Director, to the other members of the Board of Directors);
- (xiii) at least annually, obtain and review a report by the independent auditors describing the independent auditors' internal quality control procedures;

- (xiv) consider any reports or communications (and management's and/or the internal audit responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in applicable PCAOB, Dutch or other standards and discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies; and
- (xv) at least annually, obtain and review a report by the independent auditors describing any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.

## **8.2 Internal Audit**

The Audit Committee shall:

- (i) oversee the activities of the internal audit department; review the responsibilities, budget, structure and operation of the internal audit department; and review the appointment, performance, rotation, reassignment or dismissal of the head of internal audit;
- (ii) review significant internal audit reports and management responses and follow-up on such reports; review with the head of internal audit any significant concerns, resource constraints, disagreements with management or scope restrictions encountered in the course of the internal audit department's work;
- (iii) advise the head of internal audit that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports (e.g. regarding any weakness in the effectiveness of the internal risk management and control systems, any findings and observations with a material impact on the risk profile of the Company and its affiliates, or any failings in the implementation of recommendations made by the internal audit function) to management prepared by internal audit, and management's responses thereto;
- (iv) instruct the internal audit to communicate directly with the Audit Committee and/or the independent auditor on any matter with respect to which, in their judgment, concerns raised by internal audit have not been satisfactorily resolved with management;
- (v) at least annually, and more frequently as necessary, meet in private session with the head of internal audit;
- (vi) consider and review with management, internal audit and the independent auditors the effectiveness of the Company's internal controls and develop, in consultation with management, a timetable for implementing recommendations to correct any identified weaknesses;

- (vii) Annually consider the results of the internal audit function's internal audit quality assurance and improvement programme including the standards employed by the internal audit function, the efficiency and effectiveness of the internal audit function and the internal audit function's competence, qualifications, expertise, compensation and budget.
- (viii) Review, assess and approve the internal audit function's remit, the internal audit charter and the annual internal audit plan to ensure alignment with the key risks of the business.
- (ix) ensure the internal audit function has unrestricted scope, the necessary resources and access to information to enable it to fulfil its mandate; and
- (x) ensure the Chief Internal Auditor shall have direct access to the Chief Executive Officer, the chair of the Board of Directors, the Audit Committee Chair and to the Committee as a whole, and any member of the Committee shall also have direct access to the Chief Internal Auditor.

### **8.3 Accounting principles and policies, financial reporting and internal control over financial reporting**

The Audit Committee shall:

- (i) review and discuss with management and the independent auditors the annual and semi-annual financial statements, and quarterly financial information, including the Company's disclosures under "Operating and Financial Review and Prospects" in the Company's annual report on Form 20-F and in any other filing with the SEC (e.g., registration statements);
- (ii) discuss with the independent auditors and management, the accounting principles, policies and reporting practices, underlying the financial statements which are the subject of the independent auditors' certification, including a review of: (a) the Company's critical accounting policies and practices; (b) all alternative treatments of financial information within the applicable accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments; (c) other material written communications between the independent auditors and management, such as any management letter, "internal control" letter or schedule of unadjusted differences; and (d) recent and prospective opinions or other statements of any relevant accounting standards body and their impact on the Company's financial statements;
- (iii) discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, the internal audit department or the independent auditors, relating to the Company's financial statements and submit recommendations to ensure the integrity of the audit;
- (iv) meet as frequently as circumstances require and separately with management, the internal audit manager and the independent auditors, in executive session, to discuss risk assessment and risk management guidelines and policies and the Company's significant risk exposures (whether financial, operating or

otherwise), the steps management has taken to monitor and control these exposures and the effectiveness of the design and operation of the internal risk management and control systems;

- (v) discuss with management the key risks and controls relating to the Company's information systems;
- (vi) discuss, as appropriate: (a) any major issues as to the adequacy of the Company's internal controls or internal audit activities and any special audit steps adopted in light of material control deficiencies; (b) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (c) any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Audit Committee by the independent auditors required or contemplated by applicable auditing standards;
- (vii) review the appropriateness and completeness of the system of internal control, review the manner and framework in which management ensures and monitors the adequacy of the nature, extent and effectiveness of internal control systems, including accounting control systems, and thereby maintains an effective system of internal control;
- (viii) review any statements on internal control systems to be included in the Company's annual report prior to their endorsement by the Board of Directors and the independent auditors, including any attestations from the independent auditors as to the effectiveness of the system of internal controls;
- (ix) inquire of management as to the existence of significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information, and as to the existence of any fraud, whether or not material, that involves management or employees with a significant role in the Company's internal control over financial reporting;
- (x) advise management, the internal audit and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting;
- (xi) review, with internal or external legal and tax counsel of the Company, litigation, taxation and any other legal or regulatory matters that could have a material impact on the Company's business, financial statements, or legal compliance, including material notices to or inquiries received from governmental agencies;
- (xii) oversee compliance with legal and regulatory requirements, and response to and resolution of such issues;
- (xiii) review with management and the independent auditors any material correspondence with regulators or government agencies and any published



reports which raise issues regarding the Company's financial statements or accounting policies;

- (xiv) obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act and under any Dutch standards applicable to the audit of the Company's financial statements;
- (xv) discuss generally the types of information periodically disclosed to equity-holders, lenders, ratings agencies, regulators, suppliers, vendors and other third parties, and the type of presentations made, with regard to earnings, press releases and financial information and earnings guidance given to analysts and rating agencies with a special emphasis on reviewing pro forma or adjusted non-GAAP data;
- (xvi) adopt and review hiring policies to prevent the hiring by the Company of a Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, or any person serving in an equivalent position for the Company who was employed by the Company's independent auditors' firm during the one-year period preceding the date of the initiation of the audit in compliance with Section 10A(l) of the Exchange Act and applicable NYSE rules, and assess compliance with these policies;
- (xvii) review and approve the related party transactions policy of the Company and review approval and/or ratification of related party transactions in accordance with the policy; and
- (xviii) review and approve, ratify or disapprove of all transactions or proposed transactions with related persons that would require disclosure pursuant to the policy. No member of the Audit Committee having an interest in such a transaction shall participate in any decision regarding that transaction. The Audit Committee will consider, among other things, whether the transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

#### **8.4 Compliance Oversight**

The Audit Committee shall be responsible for overseeing and monitoring the quality and integrity of the Company's compliance policies and practices with respect to applicable legal and regulatory requirements, the Company's codes of conduct, and other various compliance programs and requirements (collectively, "Legal and Policy Requirements"). In carrying out this oversight responsibility, the Audit Committee shall make periodic inquiries and review and investigate matters pertaining to the compliance and integrity of the Company and its management, including matters involving actual or alleged conflicts of interest and/or breaches of Legal and Policy Requirements. These activities shall include regular reviews of the Company's compliance policies, programs and practices generally. In connection with these reviews, the Audit Committee shall meet with the Company's finance and audit staff, independent auditor, legal personnel, management and employees to discuss, among other

things, any significant legal, regulatory, code of conduct or other compliance related matters that could have a material adverse effect on the Company's business, financial statements or operations, including any material communications with governmental agencies regarding compliance matters.

### **8.5 Dealing with complaints and reports**

The Audit Committee shall establish, maintain and review procedures for:

- (i) the receipt, retention and treatment of complaints regarding accounting, internal control or auditing matters;
- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters and report to the Board of Directors on the receipt, retention and treatment of complaints received by the Company regarding material accounting, internal accounting controls or auditing matters; and
- (iii) the confidential receipt, retention and consideration by the Audit Committee of any reports from the legal department or any attorney representing the Company, including outside counsel concerning evidence of violations of applicable statutes and/or regulations, including those relating to the Group's financial reporting and/or internal control.

### **8.6 Reporting and recommendations**

The Audit Committee shall:

- (i) report its activities to the full Board of Directors on a regular basis and coordinate the Audit Committee meetings where quarterly and annual financial reporting is discussed with the Board of Directors meetings on these issues;
- (ii) discuss with management and the head of internal audit compliance with the Company's corporate policies, including a periodic review of the Company's Code of Conduct and its implementation, and any recommendations with respect thereto, including in relation to any changes, amendments, and modifications to the Code of Conduct and any other matters as the Audit Committee may deem necessary or appropriate; and
- (iii) prepare and review with the Board of Directors an annual self-assessment performance evaluation of the Audit Committee, that should in any case address the role of the Audit Committee in the audit. The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Audit Committee designated by the Audit Committee to make this report.

## **9. AUTHORITY AND RESOURCES**

The Audit 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 including, without limitation, the adoption of such policies as they deem appropriate.

In performing its duties and exercising its authority, the Audit Committee may utilize the services of the appropriate personnel of the Company and its subsidiaries and has the authority to engage independent counsel and other advisors, as it deems necessary to carry out its duties. The Company's internal audit department shall provide support to the Audit Committee as the Audit Committee deems necessary.

In discharging its duties, the Audit Committee may investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company, the Company's outside counsel through a request to, and the service of, the in-house counsel, internal audit, third party service providers, independent auditors or consultants to the Audit Committee and may invite any such persons to attend one or more meetings of the Audit Committee.

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

- (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit or review services for the Company;
- (ii) compensation to any advisers employed by the Audit Committee; and
- (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to pre-approve any transaction for which such delegation is permissible under applicable laws and regulations, provided that such pre-approval decision is subsequently presented to the full Audit Committee at its next scheduled meeting. In so delegating authority, the Audit Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

## **10. LIMITATIONS INHERENT IN THE AUDIT COMMITTEE'S ROLE**

The Board of Directors are responsible for preparing the annual report and accounts and the annual report on Form 20-F (the "annual reports"), including the financial statements, in accordance with applicable laws and regulations. The provisions in this Charter are not intended to override the fiduciary duties of the Board of Directors.

The Audit Committee oversees and monitors management's and the External Auditors' participation in the financial reporting process. It is not the responsibility of the Audit Committee to prepare complete and accurate financial statements and disclosures in accordance with accounting standards and other regulations which is the responsibility of management. The Company's financial statements are subject to audit by the External Auditors who are required to express an opinion on whether the financial statements present fairly, in all material respects, the consolidated financial position of the Company, the results of its operations and its cash flows and have been properly prepared in accordance with applicable standards and regulations.

Furthermore, while the Audit Committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and management, it is not the responsibility of the Committee to establish the appropriate level of the Company's exposure to risk.