



Conflict of Interest Policy

Version V4

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.... We owe Stellantis exemplary behavior because we are all individually and collectively the guardians of our Company's reputation and ability to operate for its sustainability. ...

Avoiding Conflicts of Interest. Our workforce is expected to always maintain the highest degree of integrity when dealing with our business partners and to act solely in the best interest of the Company. A conflict of interest arises whenever employee's personal interests compromise that employee's ability to fully and objectively perform their responsibilities for the benefit of the Company.

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1. Purpose

Our workforce makes personal choices every day. Certain personal choices, however, may be in conflict with the interest of Stellantis. The purpose of this Policy is to provide guidance regarding how to avoid, disclose, and resolve potential or actual conflicts of interest.

2. Scope

This Policy applies to all full time and part-time employees, including senior executives and members of the Board of Directors, as well as contractors of Stellantis, wherever located.

3. Superseded documents

- Groupe PSA: anti corruption policy provisions regarding conflicts of interest
- FCA PRACTICE: Avoiding Conflicts of Interest

4. Definitions

- a) "A&C" means the Audit and Compliance Department.
- b) "COI" means a conflict of interest.
- c) "COI Team" means a team of members of A&C who are designated to implement this Policy as provided in Section 5a) below. If the Chief Audit and Compliance Officer does not designate a COI Team, any references to a COI Team shall be interpreted to refer to the Chief Audit and Compliance Officer.
- d) "ECC" means the Ethics and Compliance Committee.
- e) "HR" means the Human Resources Department.
- f) "Immediate Family" means a relationship between ((a) spouses or partner/spouse equivalents; (b) parents and their children; (c) siblings; and (d) members of the same household. Examples include a brother and a sister, regardless of whether either one or both live in the same household, a grandparent and a grandson living in the same household, an unmarried same-gender couple, etc.
- g) "Workforce" means all full time and part-time employees, including senior executives and members of the Board of Directors, as well as contractors of Stellantis, wherever located.

5. Roles and Responsibilities

- a) The Chief Audit and Compliance Officer is responsible for the design and implementation of this Policy. The Chief Audit and Compliance Officer may designate a COI Team from regional members of A&C to assist him in these tasks.
- b) The Chief Audit and Compliance Officer may, however, designate COI related functions or responsibilities to departments or individuals outside the COI Team.
- c) It is the responsibility of regional Human Resources departments and the regional COI Team members to resolve COIs as set forth in Section 8 below.
- d) It is the responsibility of every Workforce member to disclose actual or potential COIs through the Integrity Helpline, or, if the Integrity Helpline is not available, to your supervisor, HR or A&C.

6. Types of Conflicts of Interest

As Stellantis' Workforce, we owe Stellantis our best efforts, dedication and loyalty, and this means avoiding COIs whenever possible. A COI is not always easy to detect, however. Usually a COI involves the pursuit of a personal interest that may drive our loyalty away from the best interests of Stellantis. To assist in the task of identifying COIs, Stellantis identifies the following categories of COIs:

6.1. Secondary Employment

A second job is a potential COI because Stellantis Workforce members who work at a second job may not have the energy, availability or loyalty necessary to deliver their best effort for Stellantis. Secondary employment is not always a COI, and even if it is, depending on the circumstances, may be approved.

1. The donation of your time to charitable or religious causes in your free time is not a COI and does not need to be reported, unless the time you spend in these activities begins to affect your performance at work. In that case, then you must report such activities as a potential COI.
2. A Workforce member that is compensated on an hourly basis may generally have a second job
 - a. The second job must be disclosed as a potential COI.

- b. Some COIs may not be approved, such as second jobs with Stellantis competitors, abiding, however, by any local laws that may restrict Stellantis' ability to review the circumstances of a second job.

Example: Fatima sorts parts at one of our manufacturing facilities and wishes to supplement her income by taking a second job. She has offers for a job at a department store, and for a job working for another automotive manufacturer that is a Stellantis competitor. Fatima should disclose the potential COI. If disclosed, the department store job will most likely be approved, but the job with the Stellantis competitor will probably not be approved.

6.2. Personal Relationships

As we do our jobs, we interact with many people and establish many kinds of professional and personal relationships. Most of those relationships do not present a COI, but some do.

1. Romantic relationships or an Immediate Family relationship between a supervisor and a person who reports directly to the supervisor are COIs that must be reported.
 - a. When a supervisor has a romantic or an Immediate Family relationship with someone reporting directly to the supervisor, the supervisor typically loses the ability to properly evaluate the performance of the direct report, and will be perceived, justifiably or not, as granting benefits or considerations to the direct report that the supervisor does not give to other direct reports. This is not in the best interest of Stellantis.

Example: Julio is a director of R&D and hires Kelly, his fiancée, to be a member of her team, directly reporting to her. The relationship is a reportable COI. Meanwhile, Julio's friend Pietro, who is a director of marketing for one of our brands, starts to date Luciana, who is an attorney at the Legal Department. Pietro does not need to report his relationship as a COI, as Luciana does not report to him, unless the relationship disrupts the workplace (see below). Pietro or Luciana may, however, choose to disclose the relationship to ensure full transparency with Stellantis.

2. Romantic Relationships that Affect the Workplace.
 - a. Outside of supervisor/direct report relationships, other romantic relationships are usually not COIs, but they can be COIs if the relationship distracts the employees to such an extent that they lose focus at work. Disruptive romantic relationship that affect the workplace are potential COIs that must be reported.

Example: Martin and Sonia work in the same engineering team and their cubicles are next to each other. They were high performers, but when they began to date, they spent a lot of their work time discussing their plans together, their performance began to suffer, and the other team members began to complain. Martin and Sonia's relationship should be disclosed as a COI.

3. Other personal relationships that result in close personal ties can alter your business judgment. Examples of such relationships can be very close friends, or relatives outside of your Immediate family with whom you have a life-long relationship. If you believe that this is your situation in a manner that could affect your job, you should protect yourself and the Company by reporting it as a potential COI.

Example: Chiyou and Bao met in the university and have remained close ever since. They see each other frequently, help each other with home projects, and go out for fun. Bao works at Stellantis. When Chiyou mentioned that she had just started a new job at a company that develops automotive batteries, Bao realized that her team works with Chiyou's company. Bao reported the potential COI. After determining that Chiyou does not have any direct involvement in the project for Stellantis, the Company determined that there was no COI and that Bao could continue her work as usual.

4. Relationships with Business Partners. Romantic relationships or an Immediate Family relationship between a Stellantis Workforce member and a person at a business partner must be reported as a potential conflict of interest if the person at the business partner is or becomes involved in any aspect of the Stellantis-business partner relationship.
 - a. A romantic or Immediate Family relationship would have to be disclosed if the person at the business partner is engaged in any aspect of the business relationship with Stellantis, including but not limited to: (a) the sale of products or services to Stellantis; (b) the negotiation of contracts with Stellantis; and (c) the day-to-day management of the business relationship with Stellantis.
 - b. Disclosure would not be required if the performance of the other person's responsibilities at the business partner does not involve Stellantis in any manner. In case of doubt, the potential COI should be disclosed.
 - c. Regardless of whether a romantic or Immediate Family relationship must be disclosed or not, Stellantis expects its Workforce members to abide by all the applicable rules regarding the disclosure of confidential or sensitive information, in accordance with the Code and related Policies.

Example: Stella, who works at Stellantis, is married to Jianmin, who works for one of Stellantis' suppliers developing next-generation driver fatigue detectors. Stella never reported the relationship because Jianmin's work never had anything to do with Stellantis. One day, however, Jianmin was asked to participate in the team that would respond to a request for proposal (RFP) from Stellantis. Stella now has a duty to report the potential COI. If Stella worked in the Customs department for Stellantis, an actual COI would probably never materialize and the disclosure would be approved. If Stella was a Purchasing manager in charge of Stellantis' purchase of the detectors from the supplier, however, there would be a high risk for an actual COI and the disclosure would allow management to reassign Stella to another RFP in the ordinary course of business.

6.3. Ownership, Investments or Previous Employment in Competitors or Business Partners

If a Workforce member, or a member of the Workforce member's Immediate Family, is an owner of, or has a significant investment in, a competitor or supplier of Stellantis, the situation must be reported as a potential COI .

1. Ownership in a publicly held company that represent less than 1% of a class of the company's stock are not COIs and do not need to be reported, even the company competes with, or is a supplier to, Stellantis. Ownership in a publicly held company above those levels is a potential COIs that must be reported.
2. Ownership or investment in a privately owned business that is wholly independent of, and does no business with, Stellantis is not a COI that must be reported.

Example: Klaus, an engineer at Stellantis, owns 50% of the shares of his brother's company. His brother's company is a food catering business that does not do business with Stellantis. Klaus' investment is not a COI and does not need to be reported.

3. Ownerships in privately owned business that act as suppliers to Stellantis are potential COIs that must be reported.

In the previous example, if the company of Klaus' brother begins to act as the caterer for Stellantis promotional events, Klaus now has a potential COI that he must report. Unless Klaus has a role in the selection of caterers, however, the likely conclusion is that there is not an actual COI.

4. Recent Previous Employment

Persons who recently became Stellantis employees must take precautions to avoid COIs that may arise in relation to their previous employers.

Stellantis employees should not participate in any sourcing process in which their previous employer is bidding for Stellantis business. This non-participation obligation shall apply only for a period of one year after the conclusion of employment with the prior employer. The Stellantis employee will also respect all confidentiality obligations that may relate to the employee's possession or knowledge of the confidential information of the prior employer.

6.4. Participation at the Board of Other Companies

Some Stellantis personnel are invited to participate in the board of directors of other companies. Some of these situations present a potential or actual COI.

1. Participation at the board of a non-profit or charitable organization needs to be reported only if (a) your responsibilities as a director are so demanding that your directorship needs to be considered as a secondary employment COI under 6a)(1); or (b) you will receive compensation for your services, in which case you need to disclose the compensation as set forth in subparagraph (3) below.
2. If you are invited to participate at the board of another for-profit company, it is a potential COI that must be reported. Be aware that, aside from compensation, which is discussed below, factors that will be considered in the evaluation of the potential COI are (a) the time requirements for your service as a director, and (b) your agreement to abide by confidentiality and fiduciary obligations.
3. Compensation.
 - a. If you obtained the directorship without the intervention of Stellantis, based on your knowledge, skill, reputation or other personal factors independent of Stellantis and without the intervention of Stellantis, the compensation you receive is not a factor in the evaluation of the COI.
 - b. If, however, you obtained the directorship at the indication, or through the intervention or involvement, of Stellantis, the compensation will be a factor in the evaluation of the COI, and may result in a denial of the opportunity, or its approval being subject to the condition that you waive the compensation or assign it to Stellantis.

Example: Stellantis makes a substantial investment in a supplier, and the supplier offers Stellantis the opportunity to designate a Stellantis employee to the supplier's board. Stellantis designates Alexi, a Stellantis Finance manager, to the director position. The supplier normally pays some compensation to the members of its

board of directors. In this case, as Alexi was designated by Stellantis, Stellantis may require that such compensation be paid to Stellantis, or that Alexi waive the compensation, as a condition for approval.

6.5. Other Potential Conflicts

The COI categories listed above are common occurrences, but other situations could arise that give rise to a COI. Keep in mind that anything that keeps you from performing your best effort for Stellantis or that affects your loyalty to Stellantis is a potential COI that must be reported. If you have a doubt as to whether your situation represents a COI, speak to your supervisor, HR, the Legal Department, A&C, or ask your question using the Integrity Helpline.

7. Disclosing a COI

- a) Stellantis has designated the Integrity Helpline as the exclusive vehicle for the reporting of COIs.
 - 1. If you are unable to use the Integrity Helpline for that purpose in your jurisdiction, report the COI to your supervisor, HR or A&C.
 - 2. Supervisors or members of HR who receive a COI disclosure outside of the Integrity Helpline should contact A&C. A&C shall integrate the COI into the normal COI resolution process.
- b) You should disclose actual and potential COIs.
 - 1. If it is possible for you to foresee a situation that could become a reportable COI, report it before it happens, so that you can have proper guidance in your decisions.

Example: You are planning on investing in a small company that sells indirect materials for Stellantis. Disclose the COI prior to making the investment, so that if you get approval, you can invest with confidence.

8. Resolution of COIs

- a) Unless the ECC determines otherwise:
1. COIs involving personal relationships (see Section 6.2 above) shall be resolved by the regional HR department where the COI arises, unless the matter qualifies for elevation to the regional ECC, as provided below. HR shall report on such cases to the COI regional team for consolidation of COI case tracking metrics.
 2. All other COIs shall be resolved by the COI Team in the region where the COI arises, unless the matter qualifies for elevation to the regional ECC, as provided below.
 3. If personal relationship COI involves a member of HR, HR shall assign that matter to a COI Team. If any other type of COI relates to a member of the COI Team, the COI Team shall assign that matter to the Legal Department.
 4. The regional HR or COI Team handling a COI shall elevate its resolution to the regional ECC if:
 - a. It involves management N3 level or above ; or
 - b. the regional HR or COI Team believes it is of strategic importance to the Company.
 5. The regional ECC shall elevate to the Stellantis ECC any COI that:
 - a. Involves management N2 level or above; or
 - b. the regional ECC believes is of strategic importance to the Company

9. Non-Compliance and its Consequences

Failure to disclose a COI, or to intentionally make false or misleading statements in a COI disclosure may result in discipline leading up to, and including, termination of employment.

10. Reference documents

This Policy is supplemented by the Conflict of Interest Disclosure Form and Guidelines for COI Resolution.

11. Version history

Version	Approval	Description
V1	December 13, 2021	Initial version
V2	January 31, 2022	Updated version
V3	April 22, 2022	Changes the definition of immediate family to include anyone living in the same household. Adds a new personal relationship category for any personal relationship that may affect an employee's business judgement.
V4	October 24, 2022	Adds a rule that people who become employees of Stellantis should not participate in a sourcing process in which their previous employer is seeking to become a supplier to Stellantis.