

FINAL TERMS DATED 17 JANUARY 2024



BANQUE STELLANTIS FRANCE

Legal entity identifier (LEI): 969500JK1O192KI3E882

**Issue of €500,000,000 3.500 per cent. Notes due 19 July 2027
under the €4,000,000,000
Euro Medium Term Note Programme**

**Series n°9
Tranche n°1**

BofA Securities

ING

RBC Capital Markets

Santander Corporate & Investment Banking

Société Générale Corporate & Investment Banking

UniCredit

as Joint Lead Managers

PRIIPs Regulation/PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PRIIPs Regulation/PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the

Financial Services and Markets Act 2000, as amended (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 19 of the Guidelines published by ESMA on 3 August 2023, has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes, taking into account the five categories referred to in item 18 of the Guidelines published by ESMA on 5 February 2018 (in accordance with the FCA's policy statement entitled "Brexit our approach to EU non-legislative materials"), has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients only, each as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 10 July 2023, which received approval number 23-295 from the *Autorité des marchés financiers* (AMF) on 10 July 2023 and the supplement to it dated 14 December 2023 which received approval number 23-514 from the AMF on 14 December 2023, which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**) (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms have been published on the AMF website at www.amf-france.org and on the website of the Issuer (www.banque-stellantis-france.com).

1.	Issuer:	BANQUE STELLANTIS FRANCE
2.	(a) Series Number:	9
	(b) Tranche Number:	1
	(c) Date on which the Notes will be assimilated and form a single Series:	Not Applicable
3.	Specified Currency:	Euro (€)
4.	Aggregate Nominal Amount:	
	(a) Series:	€500,000,000
	(b) Tranche:	€500,000,000
5.	Issue Price:	99.489 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denomination:	€100,000
7.	(a) Issue Date:	19 January 2024
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	19 July 2027
9.	Interest Basis:	3.500 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Put/Call Options:	Issuer Call Make-Whole Call (see paragraphs 18/19 below)

12. Date(s) of corporate authorisation(s) for issuance of Notes obtained: Resolution of the Board of Directors (*Conseil d'Administration*) of the Issuer dated 6 July 2023 and *Décision d'émission d'obligations* of Mr. Laurent Aubineau, *Directeur général* of the Issuer dated 10 January 2024.
13. Status of the Notes: Senior Preferred Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Applicable
- (a) Rate(s) of Interest: 3.500 per cent. *per annum* payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 19 July in each year, commencing on 19 July 2024 (the **First Interest Payment Date**), up to and including the Maturity Date.
- There will be a short first coupon with respect to the Interest Period from the Issue Date (included) until the First Interest Payment Date (excluded) (the **Short First Coupon**).
- (c) Fixed Coupon Amount(s): €3,500 per Specified Denomination payable on each Interest Payment Date other than in respect of the Short First Coupon (as to which see paragraph 14(d) below).
- (d) Broken Amount(s): €1,740.44 per Specified Denomination payable on the First Interest Payment Date.
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 19 July in each year, from and including 19 July 2024
15. Floating Rate Note Provisions Not Applicable
16. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Notice periods for Condition 7.2 (*Redemption for tax reasons*): Minimum period: 30 days
Maximum period: 60 days
18. Issuer Call: Applicable
- (a) Optional Redemption Date(s): Any day from and including 19 June 2027 up to but excluding the Maturity Date.
- (b) Optional Redemption Amount: €100,000 per Specified Denomination
- (c) If redeemable in part:

	(i) Minimum Redemption Amount:	Not Applicable
	(ii) Maximum Redemption Amount:	Not Applicable
	(d) Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Make-Whole Call:	Applicable
	(a) Make-Whole Redemption Margin:	0.250 per cent.
	(b) Reference Security:	Euro 0.000 per cent. German Federal Government Bond of Bundesrepublik Deutschland (<i>Bundesobligation</i>) due 16 April 2027 (ISIN: DE0001141851)
	(c) Notice Periods	Minimum period: 15 days Maximum period: 30 days
20.	Investor Put:	Not Applicable
21.	Final Redemption Amount:	€100,000 per Specified Denomination
22.	Early Redemption Amount payable on redemption for tax reasons or on a MREL Disqualification Event or on event of default:	€100,000 per Specified Denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	Dematerialised Notes
	(a) Form:	Bearer dematerialised form (<i>au porteur</i>)
	(b) Registration Agent:	Not Applicable
24.	Additional Financial Centre(s):	Not Applicable
25.	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
26.	Consolidation provisions:	Not Applicable
27.	Masse:	Name and address of the Representative: MASSQUOTE S.A.S.U. RCS 529 065 880 Nanterre 33, rue Anna Jacquin 92100 Boulogne Billancourt France

Represented by its Chairman.

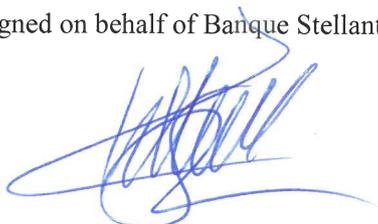
The remuneration of the Representative shall be €350 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue date.

The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Banque Stellantis France:



By: Laurent AUBINEAU
Chief Executive Officer

Duly authorised



By: **Christophe BLANCAL**
Christophe BLANCAL
Head of Treasury and Financing

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|-----|---|--|
| (a) | Listing | Euronext Paris |
| (b) | Admission to trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market with effect from 19 January 2024. |
| (c) | Estimate of total expenses related to admission to trading: | €4,120 |

2. RATINGS

- | | |
|----------|---|
| Ratings: | The Notes to be issued are expected to be rated:

Moody's France S.A.S. (Moody's): A3
S&P Global Ratings Europe Limited (S&P): BBB+. |
|----------|---|

Each of Moody's and S&P is established in the European Union and is included in the list of registered credit rating agencies published by the ESMA on its website (www.esma.europa.eu/supervision/credit-rating-agencies/risk) in accordance with Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

According to the Moody's definitions, obligations rated "A" are judged to be upper-medium grade and subject to low credit risk. The modifier "3" indicates that the obligation ranks in the lower end of its generic rating category.

According to the S&P's definitions, an obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The plus ("+") sign shows relative standing within its rating category.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in lending, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield: 3.663 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. **USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS**

- (i) Estimated net amount of proceeds: €496,570,000
- (ii) Use of proceeds: The net proceeds will be used for the Issuer's general corporate purposes.

6. **OPERATIONAL INFORMATION**

- (a) ISIN: FR001400N5B5
- (b) Common Code: 274756969
- (c) Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Société Générale
32, rue du Champ de Tir
CS 30812
44308 Nantes Cedex 3
France
- (f) The aggregate principal amount of Notes issued has been translated into Euro at the rate of [●] producing a sum of: Not Applicable

7. **DISTRIBUTION**

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Banco Santander, S.A.
BofA Securities Europe SA
ING Bank N.V.
RBC Capital Markets (Europe) GmbH
Société Générale
UniCredit Bank GmbH
- (c) Stabilisation Manager(s) (if any): Banco Santander, S.A.

(d) If non-syndicated, name of Not Applicable
relevant Dealer:

(e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA rules not
applicable