

**FINAL TERMS DATED 16 JANUARY 2025**



**BANQUE STELLANTIS FRANCE**

**Legal entity identifier (LEI): 969500JK1O192KI3E882**

**Issue of €500,000,000 3.125 per cent. Notes due 20 January 2028  
under the €4,000,000,000  
Euro Medium Term Note Programme**

**Series n°10  
Tranche n°1**

**BofA Securities  
Crédit Agricole CIB  
Lloyds  
RBC Capital Markets  
Santander 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2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID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 (as amended) (**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 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 16 July 2024, which received approval number 24-323 from the *Autorité des marchés financiers* (AMF) on 16 July 2024 and the supplement to it dated 5 November 2024 which received approval number 24-468 from the AMF on 5 November 2024, 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](http://www.amf-france.org) and on the website of the Issuer ([www.banque-stellantis-france.com](http://www.banque-stellantis-france.com)).

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|-----|---|---|
| 1.  | Issuer:   | BANQUE STELLANTIS FRANCE  |
| 2.  | (a) Series Number:  | 10  |
|     | (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:  | 99.648 per cent. of the Aggregate Nominal Amount  |
| 6.  | (a) Specified Denomination:   | €100,000  |
| 7.  | (a) Issue Date:   | 20 January 2025   |
|     | (b) Interest Commencement Date:   | Issue Date  |
| 8.  | Maturity Date:  | 20 January 2028   |
| 9.  | Interest Basis:   | 3.125 per cent. <i>per annum</i> Fixed Rate<br>(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<br>Make-Whole Call<br>(see paragraphs 18/19 below)  |

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|-----|---|---|
| 12. | Date(s) of corporate authorisation(s) for issuance of Notes obtained: | Resolution of the Board of Directors ( <i>Conseil d'Administration</i> ) of the Issuer dated 1 <sup>st</sup> July 2024 and <i>Décision d'émission d'obligations</i> of Mr. Jean-Paul DUPARC, <i>Directeur général</i> of the Issuer dated 9 January 2025. |
| 13. | Status of the Notes:  | Senior Preferred Notes  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|-------------------------------|--|
| 14. | Fixed Rate Note Provisions    | Applicable   |
|     | (a) Rate(s) of Interest:      | 3.125 per cent. <i>per annum</i> payable in arrear on each Interest Payment Date   |
|     | (b) Interest Payment Date(s): | 20 January in each year, commencing on 20 January 2026 (the <b>First Interest Payment Date</b> ), up to and including the Maturity Date. |
|     | (c) Fixed Coupon Amount(s):   | €3,125 per Specified Denomination payable on each Interest Payment Date.   |
|     | (d) Broken Amount(s):         | Not Applicable   |
|     | (e) Day Count Fraction:       | Actual/Actual (ICMA)   |
|     | (f) Determination Date(s):    | 20 January in each year, from and including 20 January 2026  |
| 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 ( <i>Redemption for tax reasons</i> ): | Minimum period: 30 days<br>Maximum period: 60 days                                |
| 18. | Issuer Call:  | Applicable  |
|     | (a) Optional Redemption Date(s):  | Any day from and including 20 October 2027 up to but excluding the Maturity Date. |
|     | (b) Optional Redemption Amount:   | €100,000 per Specified Denomination   |
|     | (c) If redeemable in part:  | Not Applicable  |
|     | (d) Notice periods:   | Minimum period: 15 days<br>Maximum period: 30 days                                |
| 19. | Make-Whole Call:  | Applicable  |

(a)	Make-Whole Redemption Margin:	0.200 per cent.
(b)	Reference Security:	Euro 1.300 per cent. German Federal Government Bond of Bundesrepublik Deutschland ( <i>Bundesobligation</i> ) due 15 October 2027 (ISIN: DE0001141869)
(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.

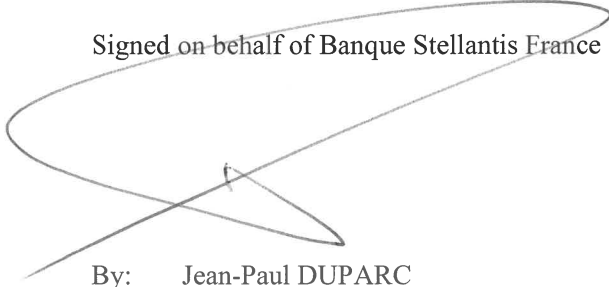
The remuneration of the Representative shall be €350 (VAT excluded) per year, payable on each Interest Payment Date with the first payment at the Issue date.

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

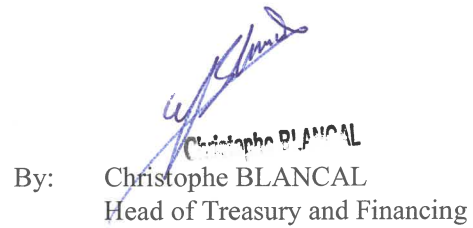
The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Banque Stellantis France



By: Jean-Paul DUPARC  
Chief Executive Officer

*Duly authorised*



By: 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 20 January 2025. |
| (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:<br><br>Moody's France S.A.S. ( <b>Moody's</b> ): A3<br>S&P Global Ratings Europe Limited ( <b>S&amp;P</b> ): 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/credit-rating-agencies/cra-authorisation](http://www.esma.europa.eu/credit-rating-agencies/cra-authorisation)) 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: 3.250 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: €497,490,000
- (ii) Use of proceeds: The net proceeds will be used for the Issuer's general corporate purposes.

#### 6. **OPERATIONAL INFORMATION**

- (a) ISIN: FR001400WM69
- (b) Common Code: 297872427
- (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  
Crédit Agricole Corporate and Investment Bank  
Lloyds Bank Corporate Markets  
Wertpapierhandelsbank GmbH  
RBC Capital Markets (Europe) GmbH  
UniCredit Bank GmbH



- (c) Stabilisation Manager(s) (if Banco Santander, S.A. any):
- (d) If non-syndicated, name of Not Applicable relevant Dealer:
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA rules not applicable