

**FIRST SUPPLEMENT DATED 5 NOVEMBER 2024
TO THE BASE PROSPECTUS DATED 16 JULY 2024**



BANQUE STELLANTIS FRANCE

€4,000,000,000

Euro Medium Term Note Programme

This first supplement (the **Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 16 July 2024 (the **Base Prospectus**), prepared in relation to the €4,000,000,000 Euro Medium Term Note Programme of Banque Stellantis France (**BANQUE STELLANTIS FRANCE** or the **Issuer**). The Base Prospectus, as supplemented, constitutes a base prospectus for the purpose of Article 8 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**). The *Autorité des marchés financiers* (the **AMF**) has granted to the Base Prospectus approval number 24-323 on 16 July 2024.

Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to Article 31 of the Prospectus Regulation.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

This Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation for the purposes of:

- a) incorporating by reference the Issuer's half-year financial statements as of 30 June 2024 in the "*Documents Incorporated by Reference*" section of the Base Prospectus;
- b) amending the "*Description of the Issuer*" section of the Base Prospectus; and
- c) amending the "*General Information*" section of the Base Prospectus.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus which may affect the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

This Supplement will be published on the websites of (i) the AMF (www.amf-france.org) and (ii) the Issuer (www.banque-stellantis-france.com) and copies will be available so long as any of the Notes are outstanding at the registered office of the Fiscal Agent and Paying Agent.

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this Supplement will prevail.

1. AMENDMENT TO THE BASE PROSPECTUS

1.1 DOCUMENTS INCORPORATED BY REFERENCE

The “*Documents Incorporated by Reference*” section of the Base Prospectus is deleted in its entirety and replaced with the following:

“This Base Prospectus should be read and construed in conjunction with the information mentioned in the correspondence table below and contained in the documents listed below (refer to the links below), which have been previously or simultaneously published and/or filed with the AMF. These documents are incorporated into this Base Prospectus and are deemed to form an integral part thereof, it being understood that only the pages and sections of these documents that are indicated in the correspondence table below are deemed to be incorporated by reference into this Base Prospectus:

- (a) the sections referred to in the table below included in the English translation of the 2023 *Rapport Semestriel* of Banque Stellantis France (the **2024 Half-Year Report**) which has previously been published and was filed with the AMF on 29 October 2024 ([2024 Half-Year report](#));
- (b) the sections referred to in the table below included in the English translation of the 2023 *Rapport Annuel* of Banque Stellantis France (the **2023 Annual Report**), which has previously been published and which French language version was filed with the AMF on 16 July 2024 ([2023 Annual Report](#));
- (c) the sections referred to in the table below included in the English translation of the 2022 *Rapport Annuel* of Banque Stellantis France (formerly, PSA Banque France) (the **2022 Annual Report**), which has previously been published and was filed with the AMF on 16 June 2023 ([2022 Annual report](#));
- (d) the terms and conditions of the Notes at pages 34 to 65 of the Base Prospectus dated 10 July 2023 (the **2023 Terms and Conditions**) ([2023 Base Prospectus](#));
- (e) the terms and conditions of the Notes on pages 31 to 62 of the Base Prospectus dated 18 July 2022 (the **2022 Terms and Conditions**) ([2022 Base Prospectus](#)); and
- (f) the terms and conditions of the Notes on pages 30 to 61 of the Base Prospectus dated 17 December 2020 (the **2020 Terms and Conditions**) ([2020 Base Prospectus](#)).

The documents incorporated by reference listed at (a) to (f) above are available on the Issuer's website and those documents only and no other information or documents of such website nor the website itself are incorporated by reference herein: <https://www.banque-stellantis-france.com/financial-documentation>.

For the avoidance of doubt, (i) non-incorporated parts of the documents listed above and (ii) documents incorporated by reference into the documents listed above are not incorporated by reference pursuant to Article 19.1 of the Prospectus Regulation as they are either not relevant for the investor or are covered elsewhere in the Base Prospectus.

The Issuer will, in the event of any significant new factor, material mistake or material inaccuracy relating to information included in this Base Prospectus which may affect the assessment of any Notes, prepare a supplement to this Base Prospectus in accordance with Article 23 of the Prospectus Regulation or publish a new Base Prospectus for use in connection with any subsequent issue of Notes. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable, be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

The Base Prospectus (together with any Final Terms relating to Notes admitted to trading on a Regulated Market) has been published on the AMF's website at www.amf-france.org.

The cross-reference tables below set out the relevant page references for the information incorporated herein by reference:

Annex 7 of Commission Delegated Regulation (EU) 2019/980 – Registration document for wholesale non-equity securities		2024 Half-Year Report	2023 Annual Report	2022 Annual Report
3	RISK FACTORS			
3.1	<p>A description of the material risks that are specific to the Issuer and that may affect the Issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed "<i>Risk Factors</i>".</p> <p>In each category the most material risks, in the assessment of the Issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the Issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.</p>		pages 24-34	
4.	INFORMATION ABOUT THE ISSUER			
4.1	<u>History and development of the Issuer</u>			
4.1.4	The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address and telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	page 49		
5	BUSINESS OVERVIEW			
5.1.	<u>Principal Activities</u>			
5.1.1	A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed.	<p>pages 4-21</p> <p>See also section "<i>Description of the Issuer</i>".</p>		
6	ORGANISATIONAL STRUCTURE			
6.1	If the Issuer is part of a group, a brief description of the group and of the Issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	<p>Pages 5</p> <p>See also section "<i>Description of the Issuer</i>".</p>		

Annex 7 of Commission Delegated Regulation (EU) 2019/980 – Registration document for wholesale non-equity securities		2024 Half-Year Report	2023 Annual Report	2022 Annual Report
6.2	If the Issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Page 6		
9	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES			
9.1	Names, business addresses and functions within the Issuer of the following persons, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies.	Pages 50-56 See also section “ <i>Description of the Issuer</i> ”.		
9.2	Administrative, management and supervisory bodies conflicts of interests Potential conflicts of interests between any duties to the Issuer of the persons referred to in item 9.1 and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	Page 50-51		
11	FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES			
11.1	<u>Historical Financial Information</u>			
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the Issuer has been in operation and the audit report in respect of each year.	Pages 59-94	pages 181-232	pages 165-217
11.1.3	Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.	Page 68	pages 190-195	pages 174-179
11.1.5	Consolidated financial statements If the Issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.	Pages 59-93	pages 181-228	pages 165-214

Annex 7 of Commission Delegated Regulation (EU) 2019/980 – Registration document for wholesale non-equity securities		2024 Half-Year Report	2023 Annual Report	2022 Annual Report
11.1.6	Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document.	Pages 59-93	pages 181-228	pages 165-214
11.2	<u>Auditing of historical financial information</u>			
11.2.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/CE and Regulation (EU) No 537/2014.	Page 94	pages 229-232	pages 215-217
11.2.1a	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.	N/A	N/A	N/A
11.3	<u>Legal and arbitration proceedings</u> Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering, at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.		page 11	

Previous Terms and Conditions of the Notes	
2023 Terms and Conditions	pages 34 to 65 of the Base Prospectus dated 10 July 2023
2022 Terms and Conditions	pages 31 to 62 of the Base Prospectus dated 18 July 2022
2020 Terms and Conditions	pages 30 to 61 of the Base Prospectus dated 17 December 2020

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Base Prospectus for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference in this Base Prospectus.”

1.2 DESCRIPTION OF THE ISSUER

1.2.1. The first paragraph of the “*Description of the Issuer*” section on page 81 of the Base Prospectus shall be deleted and replaced with the following:

“Prospective investors should note that further information regarding the Issuer is set out on pages 4 to 21 and 49 to 56 of the 2024 Half-Year Report which was filed with the AMF on 29 October 2024, which are incorporated by reference in this Base Prospectus, as set out in the section “Documents Incorporated by Reference” of this Base Prospectus.”

1.2.2. The paragraphs entitled “Business overview and activities” and “Indebtedness” of the “*Description of the Issuer*” section on pages 82 to 83 of the Base Prospectus shall be deleted in their entirety and replaced with the following:

“Business overview and activities

The cooperation with Santander Consumer Finance, S.A. in particular enhances the activities of the Banque Stellantis France Group, as more competitive offers are dedicated for the Stellantis brands’ customers and dealer networks. These offers are accompanied by a complete range of insurance products and services that enable customers to benefit from a global and coherent product range at the point of sale. The Banque Stellantis France Group also provides dealers of the Stellantis brands with financing for inventory (including new and used vehicles) and spare parts, as well as other financing, such as working capital.

The Banque Stellantis France Group offers in France and since May 2023 in Benelux financing, insurance products and other services, as well as savings for retail customers in France and since June 2023 in Germany:

Financing services

- Financing for end users (71 per cent. of outstanding loans at 30 June 2024). Individuals and companies are offered a range of solutions including instalment loans for the purchase of new and used vehicles, as well as leasing solutions with or without a purchase option (for individuals only since April 2023). Outstanding loans to end users stood at €14,018 million at 30 June 2024.
- Financing for the dealer network (29 per cent. of outstanding loans at 30 June 2023). Financing solutions are available to the Peugeot, Citroën and DS and since April 2023 to all Stellantis brands’ dealer network for financing their stock of new and used vehicles, spare parts, as well as other solutions for financing their working capital and their investments. Outstanding loans to corporate dealers stood at €5,774 million at 30 June 2024.

Insurance products and services

- An extensive range of services and insurance products intended for end users are offered by the Banque Stellantis France Group: insurance policies related to financing, such as death/invalidity insurance, unemployment insurance, or financial loss insurance which covers the total loss of the financed vehicle. There are insurance policies related to the vehicle, such as car insurance or extensions of guarantee for used vehicles: assistance services including mobility solutions and additional services related, for example, to the maintenance of vehicles and to the “connected vehicle” offer. Banque Stellantis France Group sold an average of 1.7 insurance or service contracts per client financed in the first half of 2024.

Retail savings

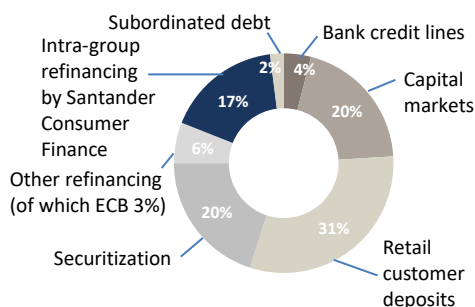
- The “Distingo Bank” retail savings business consists of savings accounts and term deposits for retail customers. Outstanding retail savings activity stood at €5,641 million at 30 June 2024.

Indebtedness

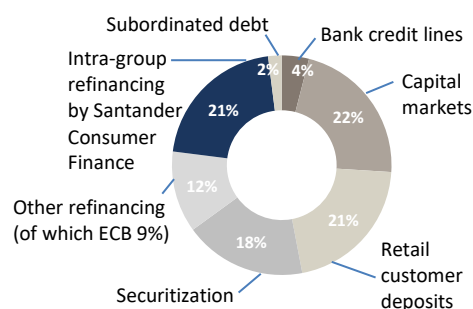
The indebtedness of the Banque Stellantis France Group stood at €18,219 million at 30 June 2024 (€19,034 million at 31 December 2023) with diversified sources of funding (as illustrated by the charts below).

SOURCES OF REFINANCING

AT 30 JUNE 2024



AT 31 DECEMBER 2023



The increase of new loans to customers and dealers is closely linked to the general economic situation in the car industry and the sales performance of the Banque Stellantis France Group. Outside of any exceptional reorganisation and geographical enlargement, given the Banque Stellantis France Group's activities, a variation of 15 per cent. of debt over a six-month period is not considered as unusual. Debt increases are and will be performed through:

- (i) public debt issuances under this Programme, all of which will be publicly disclosed;
- (ii) bank loans, asset backed securitisations, some of which are not publicly disclosed; and
- (iii) customer savings and term deposit accounts following publicity or loyalty campaigns.

For further information regarding the products and services offered by the Banque Stellantis France Group, see pages 7 to 11 of the 2024 Half-Year Report, which are incorporated by reference in this Base Prospectus, as set out in the section "*Documents Incorporated by Reference*" of this Base Prospectus.

For the names and functions within the Issuer of the members of the Issuer's administrative, management or supervisory bodies, and an indication of the principal activities performed by them outside the Issuer where these are significant with respect to the Issuer, please see pages 50 to 56 of the 2024 Half-Year Report, which are incorporated by reference in this Base Prospectus.

The business address of Mr. Rafael Moral Salarich as member and Chairman of the Issuer's Board of Directors is located at Avenida. Cantabria, S/N. 28660 Boadilla del Monte, Madrid, Spain.

The business address of Mr. Abdou SOW as member of the Issuer's Board of Directors is located at 26 Quai Charles Pasqua 92300 Levallois-Perret, France.

The business address of Mr. Alexandre Sorel, Mr. Jean-Paul Duparc, Mr. Laurent Aubineau and Mrs. Hélène Bouteleau, respectively, as member of the Issuer's Board of Directors is located at 2-10 Boulevard de l'Europe, 78300 Poissy, France."

1.2.3. The paragraphs entitled "Board of Directors" and "Executive Committee" of the "*Description of the Issuer*" section on pages 84 and 85 of the Base Prospectus shall be deleted in their entirety.

1.3 GENERAL INFORMATION

The sentence of the section “7. Significant or Material Change” on page 94 of the Base Prospectus shall be deleted and replaced with the followings:

“There has been no significant change in the financial performance or financial position of the Issuer and/or the Banque Stellantis France Group since 30 June 2024 and there has been no material adverse change in the prospects of the Issuer since 31 December 2023.”

2. PERSONS RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SUPPLEMENT

We hereby certify, having taken all reasonable care to ensure that such is the case, that to the best of our knowledge, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Poissy, 5 November 2024

BANQUE STELLANTIS FRANCE

2-10, boulevard de l'Europe
78300 Poissy
France

Represented by

Jean-Paul DUPARC

Chief Executive Officer

Christophe BLANCAL

Head of Treasury & Financing



This supplement to the Base Prospectus has been approved on 5 November 2024 by the AMF in its capacity as competent authority pursuant to the Prospectus Regulation.

The AMF approves this supplement after having verified that the information contained in the Base Prospectus is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in the Base Prospectus (as amended by this first supplement). Investors should make their own assessment of the opportunity to invest in such Notes.

This first supplement obtained the following approval number: 24-468.