

FCIRS CLAIM CODE COMPLIANCE STATEMENT 2026

Introduction

- 1.1 Fiat Chrysler Investors Recovery Stichting (the “**Foundation**”) endorses and fully complies with the *best practice* principles of the Dutch Claim Code 2019 (the “**Claim Code**”).¹
- 1.2 In accordance with Principle I of the Claim Code and the Foundation’s articles of association dated 8 June 2024 (the “**Articles of Association**”)², the Management Board (the “**Board**”) and the Supervisory Board (the “**SB**”) of the Foundation explain in this *compliance statement* how the Foundation complies with the *best practice* principles of the Claim Code.

Principle I: Compliance with and enforcement of the Code

- 1.3 The Foundation adheres to Principle I of the Claim Code.
- 1.4 This *compliance statement* describes the Foundation’s governance structure and explains how the Foundation complies with the Claim Code in accordance with the Articles of Association (Article 7.1). This *compliance statement* is published annually on the Foundation’s website.³

Principle II: Representation of collective interests on a non-profit basis

- 1.5 The Foundation adheres to Principle II of the Claim Code.
- 1.6 The Foundation serves to protect the interests of all parties (including legal entities) who, during the period from 13 October 2014 to 23 May 2017, acquired and/or held listed shares in Fiat Chrysler Automobiles N.V. (now Stellantis N.V.) (“**Stellantis**”) on the Mercato Telematico Azionario (MTA) stock exchange in Milan (Italy) (the “**Affected Parties**”), including all participants (the “**Participants**”), in accordance with its statutory purpose (Article 1.i. of the Articles of Association).
- 1.7 The Foundation is a non-profit organisation (Article 3.4 of the Articles of Association). Under Article 4 of the Articles of Association, neither a natural person nor a legal entity may dispose of all or part of the Foundation’s assets and income as if they were their own. Under Article 8 of the Articles of Association, the external representation of the Foundation is based on a dual-signature system.

¹ The Claim Code can be viewed on the Foundation’s website:
<https://www.fiatchryslerinvestorsrecovery.com/documents>.

² The Articles of Association can be viewed on the Foundation’s website:
<https://www.fiatchryslerinvestorsrecovery.com/documents>.

³ Should the Foundation fail to comply with the Claim Code at any time, the Board will explain in its *compliance statement* why and to what extent it is deviating from it. A board decision that deviates from the Claim Code requires the prior approval of the SB.

- 1.8 In accordance with Principle II.3 of the Claim Code, the Articles of Association (Article 14.3) stipulate that any surplus upon dissolution shall be distributed amongst the Participants.
- 1.9 Any decision to dissolve the Foundation requires the prior approval of the SB (Article 6.3 of the Articles of Association) and a unanimous vote of the Board, cast at a meeting of the full Board (Articles 13.2 and 14.2 of the Articles of Association).

Principle III: External Funding

- 1.10 The Foundation complies with Principle III of the Claim Code.
- 1.11 The Foundation has entered into an agreement with an external financier (the “**Funder**”) affiliated with Fortress Investment Group LLC (“**Fortress**”) for the provision of financing to the Foundation (the “**Funding Agreement**”). Fortress is a reputable, internationally operating financier of legal proceedings. The Foundation has submitted a redacted version⁴ of the Funding Agreement in the ongoing proceedings.
- 1.12 The Board has investigated the Funder’s capitalisation, *track record* and reputation. The terms of the Funding Agreement have been the subject of detailed discussions between the Board and the Funder. Following these discussions, the Board and the Funder have agreed on terms that are in accordance with the Claim Code.
- 1.13 The Board members, the SB members and service providers of the Foundation are all independent of the Funder and its affiliated companies, including the Funder’s manager(s). This is laid down in Article 4.2 of the Articles of Association.

Funding Agreement

- 1.14 The Funding Agreement stipulates that Dutch law applies exclusively and contains an exclusive choice of forum in favour of an arbitration institute based in the Netherlands (the NAI).
- 1.15 The Funding Agreement stipulates that the Foundation has and retains exclusive control over the litigation and settlement strategy. The Foundation’s lawyer, Scott+Scott Attorneys at Law, Amsterdam branch (“**Scott+Scott**”), are acting in this matter exclusively for and on behalf of the Foundation and its constituents. This is also set out in the engagement letter between the Foundation and Scott+Scott.
- 1.16 Under the Funding Agreement, the Foundation has sufficient financial resources to pursue its statutory objective and to represent the collective interests of its constituents.
- 1.17 The Funding Agreement guarantees the confidentiality of the information held by the Foundation and which it will come to hold, and limits the information that the Foundation may or may not share with the Funder (whereby such sharing takes place on a confidential basis).

⁴ In the version submitted in the proceedings, the Foundation has redacted the budget made available to it.

- 1.18 The Funding Agreement stipulates that the Funder shall provide funding to the Foundation until a final judgment has been rendered in the first instance proceedings. The Funder has agreed to continue funding the Foundation during the ongoing appeal proceedings. Only in exceptional circumstances (within the meaning of Principle III.6 of the Claim Code) is the Funder entitled to terminate its funding, in which case a notice period must be observed.
- 1.19 In exchange for providing funding for the legal proceedings and bearing other costs, the Funder is entitled to remuneration if the claim is successful. This remuneration shall in all cases amount to a maximum of 25% of the total damages awarded in the ongoing legal proceedings or via a settlement agreement.

Principle IV: Independence and avoidance of conflicts of interest

- 1.20 The Foundation adheres to Principle IV of the Claim Code.
- 1.21 There are no close family ties or similar relationships within the Board and the SB, or between members of the Board and the SB. The same applies to (the relatives of) members of the Board and the SB who are affiliated with the Funder, including the Funder's manager(s) (Articles 4.2, 5.2 and 10.2 of the Articles of Association). Primary or secondary positions held by members of the Board and the SB that compromise their independence are also avoided.
- 1.22 The Foundation shall not enter into any agreements with a (legal) person or any other entity in which a Board or SB member is involved in the capacity of director, founder, shareholder, supervisor, partner, associate or employee (Article 6.5 of the Articles of Association).⁵

Principle V: The composition, duties and working methods of the Board

- 1.23 The Foundation complies with Principle V of the Claim Code.
- 1.24 The Foundation has a Board consisting of three persons in accordance with Article 5.1.a of the Articles of Association. The Board possesses sufficient legal and financial expertise to carry out its activities. Article 8 of the Articles of Association stipulates that the Board represents the Foundation. The power of representation also rests with two members of the Board acting jointly.
- 1.25 The Board requires the approval of the SB for certain decisions that have significant consequences for the Foundation and/or its objectives. The Board reports to the SB at least once a year on the policy pursued (Article 6.7 of the Articles of Association).
- 1.26 In accordance with Article 12.4 of the Articles of Association, the Board submits a balance sheet and a statement of income and expenditure to the SB for approval each year.

⁵ Article 6.5 of the Articles of Association does not apply to the remuneration of a private limited company or other legal entity owned by a member of the Board or the SB for the performance of their duties for the Foundation.

- 1.27 The Board maintains a publicly accessible website (<https://www.fiatchryslerinvestorsrecovery.com/>).

Principle VI: Remuneration of Board members

- 1.28 The Foundation adheres to Principle VI of the Claim Code.
- 1.29 The Board members are entitled to remuneration that is reasonably proportionate to the nature and scope of their duties (Article 5.9 of the Articles of Association). The Board members receive a remuneration of EUR 300 per hour (excluding VAT). Apart from this remuneration, Board members receive no other remuneration or compensation for their work for the Foundation.
- 1.30 The total remuneration of the Board members for the years 2022/2023 and 2024 is included in the MB Report 2024. For the year 2025, this amount is included in the MB Report 2025. All the aforementioned Board Reports are available on the Foundation's website.

Principle VII: The Supervisory Board

- 1.31 The Foundation complies with Principle VII of the Claim Code.
- 1.32 The Foundation has a SB consisting of three persons in accordance with Article 10.1.a of the Articles of Association. The SB members are independent of the Board. The SB possesses sufficient legal and financial expertise to carry out its activities.
- 1.33 The SB meets at least once a year. In addition, a joint meeting with the Board is held at least once a year (Article 10.12 of the Articles of Association).
- 1.34 The members of the SB are entitled to remuneration that is reasonably proportionate to the nature and scope of their duties and is in line with market practice (Article 10.13 of the Articles of Association). The SB members receive a remuneration of EUR 300 per hour (excluding VAT). Apart from this remuneration, the SB members receive no other remuneration or compensation for their work for the Foundation.
- 1.35 The total remuneration of the SB members for the years 2022/2023 and 2024 is included in the SB Report 2024. For the year 2025, this amount is included in the SB Report 2025. All the aforementioned SB Reports are available on the Foundation's website.