

# Compensation Report



Prepared in accordance with article 123-ter of the Legislative Decree no. 58 of February 24, 1998 and Annex 3A, Forms 7-bis and 7-ter, of the CONSOB Regulation no. 11971 of May 14, 1999

THE OFFICIAL ITALIAN VERSION OF THIS COMPENSATION REPORT WAS PUBLISHED  
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## Definitions

<b>Annual Total Direct Compensation</b>	means the sum of: (i) the gross annual fixed component of the compensation, (ii) the annual variable component that is based on the achievement of given target objectives, (iii) the annualized value of the medium-long term element of the variable component that is based on the achievement of medium-long term target-based objectives and/or long term commitment to the Company, including the granting of shares occurred during the year upon satisfaction of the vesting conditions of an equity incentive plan
<b>Board of Directors</b>	means the board of directors of the Company
<b>Board of Statutory Auditors</b>	means the board of statutory auditors of the Company
<b>CEO</b>	means the Chief Executive Officer of the Company, namely Mr. Sergio Marchionne
<b>Chief Human Resources Officer</b>	means the Chief Human Resources Officer of the Group
<b>Company</b>	means Fiat S.p.A.
<b>Compensation Committee</b>	means the Compensation Committee, entirely composed of independent directors, namely, as of the date of this Compensation Report: Mr. René Carron (as Chairman), Mr. Gian Maria Gros-Pietro and Ms. Patience Wheatcroft
<b>Compensation Policy</b>	means the compensation policy described in Section 1 of this Compensation Report
<b>Compensation Report</b>	means this compensation report prepared in accordance with article 123-ter of the Financial Act and Annex 3A, Forms 7-bis and 7-ter, of the Issuers' Regulation
<b>Corporate Governance Code</b>	means the Corporate Governance Code for Italian Listed Companies issued by Borsa Italiana, to which the Company adheres
<b>EU Recommendations</b>	means the EU Recommendation 2004/913 and EU Recommendation 2009/385
<b>Executive Directors</b>	means the directors granted by the Board of Directors with a special office and duties and namely Mr. John Elkann and Mr. Sergio Marchionne
<b>Executives with Strategic Responsibilities</b>	means the members of the Group Executive Council and other key corporate executives reporting to the CEO
<b>Financial Act</b>	means the Legislative Decree no. 58 of February 24, 1998
<b>Group</b>	means the Company together with its subsidiaries
<b>Group Executive Council</b>	means the decision-making body which supports the CEO of the Company. The Group Executive Council is responsible for reviewing the operating performance of the businesses, setting performance targets, making key strategic and investment decisions for the Group and sharing best practice, including the development and deployment of managerial resources
<b>Issuers' Regulation</b>	means the CONSOB Regulation no. 11971 of May 14, 1999
<b>LTI</b>	means the LTI Plan based on equity instruments approved by the shareholders' meeting of the Company on April 4, 2012 and described in the Report to the shareholders issued by the Company pursuant to Article 114-bis of the Financial Act
<b>Performance and Leadership Bonus Plan</b>	means the Group's annual short term incentive plan that is linked to both the achievement of key financial metrics of operating performance of the Group and individual performance and leadership contribution
<b>Related Parties Regulation</b>	means the CONSOB Regulation no. 17221 of March 10, 2010

## Section I

Section 1 of this Compensation Report is aimed to outline and describe: *(i)* the policy of the Company with respect to the compensation of members of the Board of Directors, members of the Board of Statutory Auditors and Executives with Strategic Responsibilities and *(ii)* the procedures followed in relation to the adoption and implementation of said policy (the “**Compensation Policy**”).

The Compensation Policy conforms to the recommendations of the Corporate Governance Code. In particular, the Compensation Policy incorporates the recommendations contained in Article 6 of the Corporate Governance Code relating to compensation for members of the Board of Directors and Executives with Strategic Responsibilities.

The Compensation Policy also fulfils the requirements of the Procedures for Transactions with Related Parties adopted by the Group on November 17, 2010.

In accordance with the Corporate Governance Code, article 123-*ter* of the Financial Act and EU Recommendations, this Compensation Policy, which illustrates the policies and practices followed by the Company, was prepared for and approved for the first time by the Board of Directors in February 2012 and then approved by the shareholders’ meeting of the Company. Similarly, the Compensation Policy was approved again by the Board of Directors in February 2013, and then approved by the shareholders’ meeting on April 9, 2013. On February 27, 2014 the Board of Directors, with the concurring advice of the Compensation Committee, approved this Policy, which will be submitted for approval to the shareholders’ meeting called to resolve also on the 2013 financial statements.

### A. Drafting, approval and implementation of the Compensation Policy

This Compensation Policy, to be submitted to the approval of the shareholders’ meeting called to approve the 2013 financial statements, was adopted by the Board of Directors on February 27, 2014.

In addition to the Board of Directors, also the following corporate bodies and persons were involved in the drafting and approval of this Compensation Policy: the Compensation Committee, that on February 22, 2012 prepared and approved the guidelines and principles of this Compensation Policy to be submitted to the Board of Directors. The Compensation Committee reviewed again the Compensation Policy in February 2013 and in the meeting held on 27 February, 2014, during which the Compensation Committee was advised by the Chief Human Resources Officer on how the Compensation Policy had been implemented by the Company in its dealings with the Executive Directors and the Executives with Strategic Responsibilities.

The corporate bodies and persons responsible for the correct implementation of the Compensation Policy are the Compensation Committee, that shall monitor the application of the Compensation Policy with regard to Executive Directors and Executives with Strategic Responsibilities, having being advised by the Chief Human Resources Officer. On a yearly basis the Chief Human Resources Officer that reports to the Compensation Committee and advises such Committee on the implementation of the Compensation Policy in the previous financial year and the proposed changes for the upcoming financial year.

The table below summarizes the main roles and responsibilities for setting and governing compensation for participants covered under the Company's Compensation Policy:

<b>Participants covered</b>	<b>Who proposes / recommends</b>	<b>Who advises</b>	<b>Who approves</b>	<b>Shareholders' advisory voting rights ("Say on Pay")</b>
Non - Executive Directors	Compensation Committee	Chief Human Resources Officer	Shareholders	Not applicable
Executive Directors	Compensation Committee	Chief Human Resources Officer	Directors, absent the Executive Directors	Yes
Executives with Strategic Responsibilities	Chief Human Resources Officer	Compensation Committee  Internal and external Executive Compensation experts	CEO	Yes

## **B. Role of the Compensation Committee**

### ***B.1 Composition of the Compensation Committee***

In 1999, the Board of Directors established the Nominating and Compensation Committee. The roles and requirements of such committee are constantly updated to reflect current best practice in corporate governance. On 24 July 2007, as part of the continuous review of the system of corporate governance and to better align itself with best international practice as well as the recommendations of the Corporate Governance Code, the Board passed a resolution to split the Nominating and Compensation Committee into the Compensation Committee and the Nominating and Corporate Governance Committee. In implementation of the most recent recommendations of the Corporate Governance Code, on 22 February 2012 the Board of Directors approved a revised charter of the Compensation Committee, which better details its activities.

The Chief Human Resources Officer attends the Compensation Committee's meetings; the chairman may invite other individuals to attend the meetings whenever their presence may help the Compensation Committee to perform its functions. The Compensation Committee may rely on the support of external advisors at the Company's expense.

As of the date of this Compensation Policy, the members of the Compensation Committee are: Mr. René Carron (as Chairman), Mr. Gian Maria Gros-Pietro and Ms. Patience Wheatcroft, all Non-Executive Directors and independent pursuant to article 148 of the Financial Act and article 3 of the Corporate Governance Code. All the members of the Compensation Committee have an adequate knowledge and experience in compensation and financial matters.

The Charter of the Compensation Committee is available on the Company's website: [www.fiatspa.com](http://www.fiatspa.com).

### ***B.2 Role of the Compensation Committee***

On the basis of this Charter, as amended on February 22, 2012, the Compensation Committee is entrusted with the following duties:

- (a) presenting proposals to the Board in relation to compensation policies for directors and executives with strategic responsibilities
- (b) presenting proposals to the Board in relation to individual compensation plans for the Chairman, Chief Executive Officer and other directors with specific responsibilities, as well as in relation to the establishment of performance targets for their variable compensation and, on an annual basis, verifying the level of achievement
- (c) examining proposals from the Chief Executive Officer concerning compensation and performance evaluations for executives with strategic responsibilities

- (d) periodically evaluating the adequacy, overall coherence and concrete application of compensation policies for directors and, on the basis of information provided by the Chief Executive Officer, for executives with strategic responsibilities
- (e) carrying out the functions of the committee for transactions with related parties, where related to compensation
- (f) examining specific issues relating to compensation when requested by the Board and providing recommendations.

With the adoption of the Procedures for Transactions with Related Parties – pursuant to the Related Parties Regulation – the Compensation Committee was assigned, exclusively with regard to matters related to compensation, responsibility for transactions with related parties. Accordingly, the Compensation Committee is required to give an opinion on the substantial and procedural fairness of compensation-related transactions with related parties that are of particular significance, as defined in those procedures.

### ***B.3 Activities carried out by the Compensation Committee in relation to the Compensation Policy***

As anticipated under Paragraph (A) above, the guidelines and principles of the Compensation Policy were prepared and approved for the first time by the Compensation Committee on February 22, 2012.

In the first months of 2012, the Compensation Committee met twice to perform the preliminary activities necessary to submit to the Board of Directors the proposal of an equity incentive plan (LTI).

During 2012, the Committee was advised by the Company's management on a benchmark analysis, carried out on a European basis and taking into particular consideration the forty most traded companies on the Milan Stock Exchange (which compose the so called FTSE-MIB Index), on the compensation of non- executive directors. On the basis also of this benchmark analysis, and with the aim to align the compensation of non-Executive Directors holding special offices on the average of the sample examined, the Board of Directors, based on the Compensation Committee proposal, approved to grant, pursuant to Article 2389 of the Italian Civil Code, a fixed compensation to the Directors who are also members of the Committees established by the Board (see also paragraph D3). The committee reviewed again the Compensation Policy in February 2013.

In accordance with the Procedures for Transactions with Related Parties, the Committee held a session on February 27, 2014 to examine the proposal of variable compensation of the CEO for 2013, proposing also the confirmation of fixed remuneration as determined in 2011.

On February 27 2014 the Compensation Committee reviewed and recommended for approval to the Board of Directors this Compensation Report.

## **C. Role of the independent expert (if any)**

No independent expert was involved in the drafting of this Compensation Policy.

## **D. Objectives and Principles of the Compensation Policy**

### ***D.1 Objectives***

The objective of the Compensation Policy is to ensure that the Group is adequately competitive, in each of the business sectors and geographic areas in which it operates, to be able to attract, develop and retain highly qualified executives with strong leadership through periodically established targets that are based on objective as well as generally applicable criteria.

In addition, the Compensation Policy seeks to incentivize individuals in key positions toward the achievement of Company and Group performance targets, maintaining the interests of management continuously aligned to those of shareholders.

### ***D.2 Principles***

The principles and criteria applied in setting compensation for executive members of the Board of Directors, and Executives with Strategic Responsibilities are intended to ensure the Group has the ability to attract, retain and motivate individuals who have the professional skills and experience to achieve the best results in their respective areas of responsibility and take account of the impact of their role on the achievement of the Group's financial and strategic objectives. With that intent, the Compensation Policy is defined to align the interests of the Company's management with those of the Company's shareholders through the creation of a strong link between rewards and Company and/or individual performance.

In general, the fixed compensation component adequately compensates individuals for services performed even if the variable components, where established, are not received as a result of the performance targets set by the Board of Directors not being met. This is considered fundamental in discouraging behaviour that is oriented exclusively to short-term results and inconsistent with the target level of risk established by the Group.

Executive Directors and Executives with Strategic Responsibilities may also be eligible to receive variable compensation, either immediate or deferred, subject to the achievement of pre-established economic and financial performance targets.

In particular, variable compensation that is paid immediately is intended to incentivize individuals toward the achievement of the targets established in the annual budget and to reward the level of achievement or over-achievement of those targets.

Where used, deferred components of variable compensation, which are share-based, are designed to incentivize achievement of the targets referred to above, through an annual vesting mechanism, as well as enhancing medium to long-term retention and alignment with shareholder interests, objectives typical of such instruments.

### **D.3 Changes to the previous Compensation Policy**

The compensation policy described in this Report does not materially differ from that approved in 2012.

## **E. Fixed and variable Components of the Compensation**

### **E.1 Members of the Board of Directors**

With reference to the policies relating to fixed and variable components of the compensation, the Company distinguishes between Executive and non-Executive Directors.

With regard to non-Executive Directors with no specific additional responsibilities (including independent directors), the compensation consists of a fixed fee set by shareholders. Non-Executive Directors holding particular offices receive also additional compensation, as indicated below.

Since the shareholders meeting held on April 4, 2012, the fixed compensation of non-Executive Directors not holding particular offices has been determined in euro 50,000.

As mentioned above, in 2012 the Board of Directors, pursuant to Article 2389 third paragraph of the Italian Civil Code, resolved to grant to the non-Executive Directors who are also members of the Committees established by the Board the following annual fixed compensation:

- Chair of the Internal Control and Risk Committee: euro 30,000
- Members of Internal Control and Risk Committee: euro 20,000
- Chair of the other Committees: euro 20,000
- Members of the other Committees: euro 15,000.

With reference to the said resolution of the Board of Directors, the Compensation Committee conducted the preliminary advisory activities mentioned in paragraph B3 above.

In addition, non-Executive Directors are also refunded for expenses incurred in for the exercise of their office.

In accordance with EU Recommendations and article 6 of the Corporate Governance Code, non-Executive Directors are not eligible for any form of compensation tied to the achievement of financial targets or participation in any share-based compensation scheme of the Company.

As per Group policy, which reflected the common practice of the Italian market, the non-Executive Directors are not granted with any variable compensation.

With reference to Executive Directors, in addition to the compensation set by shareholders, they are granted individual compensation plans. In particular, at the time of their appointment or thereafter, the Compensation Committee proposes to the Board of Directors the remuneration package for Executive Directors or for directors holding special offices. On the basis of the above, the Board of Directors establishes – pursuant to article 2389, third paragraph, of the Italian Civil Code upon proposal of the Compensation Committee and following consultation with the Board of Statutory Auditors – fixed compensation for the Chairman and the CEO, and, in the case of Directors holding special offices in subsidiaries, approves the proposal to be submitted to the board of directors of the relevant subsidiary.

The model of delegation adopted by the Board, contemplates broad operating powers to the Chairman and the Chief Executive Officer by which they are authorized, separately and individually, to perform all ordinary and

extraordinary acts that are consistent with the Company's purpose and not reserved by law for, or otherwise delegated or assumed by, the Board of Directors itself. In practice, the Chairman has the role of coordination and strategic direction for the activities of the Board of Directors, while the Chief Executive Officer is responsible for the operational management of the Group.

Consistent with the above, the individual compensation plan applicable to the Chairman does not contemplate a variable compensation, while the CEO is also granted with variable compensation, which can be both monetary and equity based.

As a general principle, the remuneration package of the CEO consists, *inter alia*, of the following elements: (i) a gross annual fixed component; (ii) an annual variable cash component that is based on the achievement of pre-set business objectives; (iii) a medium-long term, variable equity component.

With regard to Directors holding special offices (such as Mr. Montezemolo, Chairman of Ferrari S.p.A.) the individual compensation plan contemplates (i) a gross annual fixed component; (ii) an annual variable cash component that is based on the achievement of pre-set business objectives.

In addition, upon proposal of the Compensation Committee, the Board of Directors retains authority to grant bonuses for specific transactions that are deemed exceptional in terms of strategic importance and effects on the results of the Company and/or the Group as well as to consider special circumstances in resolving on the variable component of the remuneration. The Compensation Committee and the Board of Directors evaluate and approve in advance, respectively, any further remuneration elements awarded to Directors for any other special offices granted thereto within the Boards of Directors of the Company's subsidiaries.

Payment of short-term variable compensation is subject to the level of achievement of specific Group performance targets established annually by the Board of Directors, based on the proposal of the Compensation Committee, that are concretely measurable and consistent with the targets provided for in the Business Plan. The variable component is subject to a maximum established with reference to gross annual fixed compensation. The Compensation Committee verifies – on a yearly basis – the Group's performance achievement of the performance objectives established for the previous year and makes its consequent recommendation to the Board of Directors. On such basis, the Board of Directors, after consultation with the Board of the Statutory Auditors, resolves on the variable compensation of Executive Directors.

With regard to the weight of fixed and variable components of the compensation package, it should be noted that, on the basis of an international benchmarking, the individual compensation plan of the CEO is set on the basis of the following indicative criteria:

- (a) the fixed component generally represents no more than 25-35% of the targeted Annual Total Direct Compensation;
- (b) the annual incentive is determined as a percentage of the fixed salary (inclusive of remuneration received for other offices in other Group companies) depending on the level of achievement or over achievement of pre-set targets and represents generally not less than 100% of the fixed component in case of achievement of the targets. In any case, the maximum incentive cannot be 2.5 times greater than the gross annual fixed component;
- (c) the medium/long term, variable, target-based annualized component generally represents at least 60% to 70% of the total variable component (targeted annual performance bonus and annualized value of LTI awards) of the targeted Annual Total Direct Compensation. Special retention awards of equity may make the annualized component even greater.

In addition in the past the Company granted to the CEO and certain Executives with Strategic Responsibilities stock options in accordance with the terms of certain share-based incentive plans approved between 2004 and 2012, which in certain cases allow shares to be purchased at a predetermined price (stock options) and in other cases provide for the granting of Fiat ordinary shares (stock grants). Details concerning such plans are available at the Company's website.

With regard to allowances in the event of resignation or termination as well as health and welfare benefits, including supplementary pension benefits, please refer to Paragraphs L and M below, respectively.

For information on the LTI Plan approved in 2012, please refer to the Report on such LTI Plan available on the Company's website, [www.fiatspa.com](http://www.fiatspa.com).

## **E.2 Statutory Auditors**

Members of the Board of Statutory Auditors receive a fixed compensation, as established by shareholders. They are also entitled to reimbursement for any expenses occurred in relation to exercise of their office.



### **E.3 Executives with Strategic Responsibilities**

The same principles and criteria described above are applied to compensation for Executives with Strategic Responsibilities for the purpose of attracting, incentivizing and retaining highly-qualified personnel through compensation packages that are competitive with the market and recognize key attributes such as merit, demonstrated leadership and the impact of an individual's role on the achievement of Group financial targets.

The standard compensation structure for Executives with Strategic Responsibilities provides a fixed component as well as short and long-term variable components. As stated above, the fixed compensation component adequately compensates individuals for services performed even if the variable components are not received as a result of performance targets not being met.

The short-term variable component is subject to the achievement of financial targets established yearly and the amount determined in relation to the level of achievement or over-achievement of those targets, up to a maximum established in relation to the fixed component.

Following to the shareholders' approval of the LTI Plan on April 4, 2012, the long-term variable component consists of share-based incentive plans that link an appropriate portion of the variable component to the achievement of pre-established performance targets, that are concretely measurable and correlated to value creation for shareholders over the medium to long term. Payment of this compensation is deferred through the cliff vesting mechanism following the achievement of the established targets and satisfaction of the conditions for continued service. Another component is the Retention LTI, which is linked to the beneficiary's continuing professional relationship with the Group. The selection of the beneficiaries is attributed to the CEO. For more information on the LTI Plan, please refer to the *ad hoc* Resolution published pursuant to Article 114-bis of the Financial Act.

Given the changing organization and business environment since the approval of the LTI Plan, in 2013 the Company elected not to utilize the authorization contemplated by the LTI Plan regarding senior managers including Executives with Strategic Responsibilities and no LTI Plan awards were granted. The Group intends to propose an integrated Fiat-Chrysler long term incentive program applicable also to employees of Chrysler Group LLC and its subsidiaries, which would replace the LTI Plan (the LTI Plan is not applicable to the employees of Chrysler Group and its subsidiaries). At the appropriate time, the Company will submit such new plan for requisite approvals.

As a general principle, the remuneration package of Executives with Strategic Responsibilities consists, *inter alia*, of the following elements: (i) a gross annual fixed component; (ii) an annual variable cash component that is based on the achievement of pre-set business objectives; (iii) a medium-long term equity based variable component (which includes stock options mentioned in Paragraph E.1 above and the share-based incentives contemplated by the LTI Plan approved by the shareholders on April 4, 2012).

With regard to allowances in the event of resignation or termination as well as health and welfare benefits, including supplementary pension benefits, please refer to Paragraphs L and M below, respectively.

In addition, the CEO may grant discretionary bonuses to these managers for specific transactions that are deemed exceptional in terms of strategic importance and effects on the results of the Company and/or the Group.

When setting the compensation of Executives with Strategic Responsibilities, the CEO, on the basis of international benchmarking, considers the following indicative criteria:

- (a) the fixed component generally represents no more than 50% of the targeted Annual Total Direct Compensation;
- (b) the annual targeted incentive for Executives with Strategic Responsibilities represents not less than 40% of their fixed gross annual salary;
- (c) the medium/long term, variable, target-based annualized component (Long Term Incentive Plans) generally represents at least 50% of the total variable component of the target-based Annual Total Direct Compensation.

### **F. Non-monetary benefits**

Executive Directors with specific functions may be granted health and welfare benefits, private use of transport means and discounts on the purchase of Group's products. For security reasons, Executive Directors must travel with means of transport owned, leased or procured by the Group. For the same reasons, the Group may also bear part of the costs related to personnel dedicated to the personal security of the Executive Directors. Executives with Strategic Responsibilities may be assigned with health and welfare benefits and company cars. Other benefits may be granted in particular circumstances.

### **G. Targets for the assignment of variable Compensation**

The standard compensation structure for Executive Directors and Executives with Strategic Responsibilities provides a fixed component as well as short and long-term variable components.

The short-term variable component is subject to the achievement of financial targets established yearly and the amount determined in relation to the level of achievement or over-achievement of those targets, up to a maximum established in relation to the fixed component.

With regard to the annual Performance and Leadership Bonus Plan, the relative metrics are set on the basis of annual budget. The short-term variable component of Executive Directors' compensation is determined on consolidated Group results, whereas, for Executives with Strategic Responsibilities, metrics are established on consolidated Group results and/or on each Executive's area of direct responsibility.

The Compensation Committee and Board of Directors will review any unusual items that occurred in the performance year to determine the appropriate overall measurement of achievement.

In any event the choice of metrics provides a natural balance in order to prevent short term oriented decisions not consistent with the level of risk deemed acceptable by the Group.

The intention with a the LTI Plan is to provide a long-term variable component consisting of a share-based incentive plan that links an appropriate portion of the variable component to the achievement of pre-established performance targets, that are concretely measurable and correlated to value creation for shareholders over the medium to long term. Please refer to Paragraph E above and to the Report published pursuant Article 114-bis of the Financial Act and available on the Company's website: [www.fiatspa.com](http://www.fiatspa.com).

### **H. Targets for the assignment of share-based incentive schemes**

The LTI share-based Plan is envisaged for individuals at Group companies whose activities and leadership have a significant impact on the Group. This plan intends to incentivize individuals in key positions, including Executives with Strategic Responsibilities, toward the achievement of Company and Group performance targets through the alignment of medium to long-term incentives to value creation for shareholders.

For further information please refer to Paragraph E above, to the Report published pursuant Article 114-bis of the Financial Act and to the relevant Board's proposal to the shareholders, available on the Company's website: [www.fiatspa.com](http://www.fiatspa.com).

### **I. Consistency with the long-term interests of the Company and the Risk Management Policy**

The long-term interests of the Company and the risk management policy of the Group are integral part of the Group's Internal Control System. The Compensation Policy has been prepared in full consistency with the Internal Control System of the Group. Please also refer to Paragraph D above.

### **J. Vesting periods and deferral payment systems (if any)**

Please refer to Paragraph H above.

### **K. Time restrictions**

The LTI Plan does not provide for any lock-up mechanism after the shares are granted to the beneficiaries. Trading of such shares is subject to the applicable laws and regulations. The rights granted under the LTI Plan will be non-transferable (except, once vested, in the event of death of the beneficiary).

### **L. Cessation of office or termination of employment**

The Board of Directors may also grant Executive Directors with specific functions with an allowance in the event of resignation or termination (regarding allowances granted in the previous years, please refer to Section II, Part I, (v) of this Report).

For Executives with Strategic Responsibilities post termination treatment consists in the relevant termination indemnity accruals set aside per collective bargaining agreements. Furthermore, in the case of dismissal under mutual agreement, the Group collective bargaining agreement in Italy provides pre-defined and nondiscretionary

severance benefits for Executives covered by that agreement. Executives with Strategic Responsibilities whose professional relation with the Group is not governed by such collective bargaining agreement are covered by Group defined nondiscretionary severance programs.

Furthermore, the Company may enter into non-competition agreements with its members of the Board of Directors and Executives with Strategic Responsibilities and for specific and relevant professional roles of senior managers and executives, providing for payment of a fee in relation to the term and scope of the obligation resulting from the agreement itself. The obligation is referred to the industry in which the employer operates in at the time of the agreement and to its geographical scope. The scope of the obligation varies according to the individual's role at the time of execution of the agreement.

#### **M. Insurance, social security or pension coverage**

The Board of Directors may also grant Executive Directors, with specific functions, with insurance policies covering accidental death, permanent disability and life insurance as well as with supplementary pension benefits.

#### **N. Other information**

Please refer to Paragraph E.1 above.

#### **O. Reference to the compensation policy adopted by other Companies**

The determination of compensation levels is based on continuous monitoring of levels for the market in general and for the sector, including benchmarking against groups of a comparable size, complexity and standing.

## Section II

### Part 1

The items composing the remuneration of the members of the Board of Directors, Board of Statutory Auditors and Executives with Strategic Responsibilities are as follows:

- (i) Fixed remuneration: as per the shareholders resolution passed on April 4, 2012, each director was granted a fixed remuneration. During 2012, the Board of Directors, pursuant Article 2389 third paragraph of the Italian Civil Code, resolved to grant to non-Executive Directors who are also members of the Committees established by the Board of Directors an additional fixed compensation (see paragraph E.1). Executive Directors received a fixed compensation pursuant to a Board of Directors resolution. Each member of the Board of Statutory Auditors was granted a fixed remuneration. Executives with Strategic Responsibilities' fixed remuneration is set forth in their respective employment agreements.

The practice followed in 2013 by the Group is consistent with the principles set forth in Paragraph E above.

- (ii) Expense Reimbursement: each director has the right to be refunded expenses incurred for the exercise of their office. The practice followed in 2013 by the Group is consistent with the principles set forth in Paragraph E above.

- (iii) Bonus and Other Incentives: Executive Directors and Executives with Strategic Responsibilities are eligible to receive variable compensation, either immediate or deferred, subject to the achievement of pre-established economic and financial performance targets. Payment of the short-term portion of the Executive Directors with specific functions variable compensation is subject to the level of achievement of specific performance targets established annually by the Board of Directors, based on the proposal of the Compensation Committee, such targets being concretely measurable and consistent with the pre-determined targets. The variable component is subject to a maximum established with reference to gross annual fixed compensation. The Compensation Committee verifies – on a yearly basis – the achievement of the performance objectives established for the previous year and makes its consequent recommendation to the Board of Directors. On such basis, the Board of Directors resolves on the variable compensation of Executive Directors.

Variable compensation of Executives with Strategic Responsibilities follows the same logic and criteria and is determined by the CEO at the relevant time in accordance with the general criteria set forth by the Compensation Committee.

Regarding the LTI Plan approved in April 2012, the Company elected not to utilize the authorization related to senior managers, including Executives with Strategic Responsibilities given the changing organization and business environment since the approval of the LTI Plan and no LTI Plan awards were granted for the senior managers and Executives with Strategic Responsibilities during 2013. Please refer to Paragraph E3 regarding the Group's intention to propose an integrated Fiat-Chrysler long term incentive program applicable also to employees of Chrysler Group LLC and its subsidiaries, to be submitted for requisite approvals in due course. The practice followed in 2013 by the Group is consistent with the principles set forth in Paragraph E.

- (iv) Non-monetary benefits: Executives with Strategic Responsibilities may utilize one company car each also for their personal purposes. The relevant benefit is calculated in accordance with the applicable tax regulation and form part of their gross remuneration.

The practice followed in 2013 by the Group is consistent with the principles set forth in Paragraph F above.

- (v) Post-mandate Indemnity: in 2004, upon the appointment of the CEO of the Company, the Board of Directors granted him a retention scheme that accrues full value over a ten year period, providing an allowance in the event of resignation or termination of the mandate. The same allowance had been granted to the Chairman of Ferrari. This allowance, consistent with past practice, is payable over twenty years in an amount which, after ten years, may not be greater than five times the fixed portion of their annual compensation. In 2011 Fiat S.p.A. and Fiat Industrial S.p.A. agreed that Fiat S.p.A. will continue to grant this allowance to Mr. Marchionne based also on the fixed remuneration granted to him by Fiat Industrial S.p.A. and that Fiat Industrial S.p.A. will indemnify Fiat S.p.A. for any expense borne in such respect. Subsequent to the merger of Fiat Industrial SpA and CNH Global NV in September 2013, the surviving company, CNH Industrial NV will continue to indemnify Fiat SpA in this respect.<sup>(1)</sup>

(1) The related cost recognized by Fiat in 2013 was €685 thousand (net of the portion charged to CNH Industrial N.V. for €320 thousand). €776 thousand were recognized by Ferrari in relation to its Chairman's allowance.

For Executives with Strategic Responsibilities post termination treatment consists in the relevant termination indemnity accruals set aside per collective bargaining agreements. Furthermore, in the case of dismissal under mutual agreement, the Group collective bargaining agreement in Italy provide pre-defined and nondiscretionary severance benefits for Executives covered by that agreement. Executives with Strategic Responsibilities whose professional relation with the Group is not governed by such collective bargaining agreement are covered by Group defined nondiscretionary severance programs.

The practice followed in 2013 by the Group is consistent with the principles set forth in Paragraph L above.

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Incentive Plans: please refer to the ad hoc Resolutions published pursuant to Article 114-*bis* of the Financial Act.

**Table 1: Remuneration paid to the Members of the Board of Directors, Statutory Auditors, General Managers and Executives with Strategic Responsibilities**

(Amounts in €/000)

Name and Surname	Office held	Period the office was held	Expiry of the office <sup>(i)</sup>	Fixed remuneration			Remuneration for the participation to internal committees			Non-monetary benefits	Other remuneration	Total	Nominal cost ("Fair value") of the equity remuneration	Post-mandate indemnity
				Fixed remuneration	Remuneration for special offices	Remuneration as relevant employee	Remuneration for the participation to internal committees	Bonus and other incentives						
<b>DIRECTORS</b>														
John Elkann	Chairman	1/1/2013 – 12/31/2013	2015	50.0	1,250.0	-	20.0	-	197.1	-	1,517.1	-	-	
Sergio Marchionne	CEO	1/1/2013 – 12/31/2013	2015	-	-	-	-	-	-	-	-	-	-	
(i) Remuneration paid by the listed company														
				50.0	1,500.0	-	-	-	107.1	-	2,554.1	6,005.0 <sup>(ii)</sup>	-	
(ii) Remuneration paid by subsidiaries and/or affiliates														
				750.0 <sup>(ii)</sup>	-	-	-	-	-	-	449.0 <sup>(ii)</sup>	192.6 <sup>(ii)</sup>	-	
<b>(iii) Total</b>				<b>800.0</b>	<b>1,500.0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>107.1</b>	<b>-</b>	<b>3,753.1</b>	<b>6,197.6</b>	<b>-</b>	
Andrea Agnelli	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	-	-	-	-	50.0	-	-	
Joyce Victoria Bigio	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	35.0	-	-	-	85.0	-	-	
Tiberto Brandolini D'Adda	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	-	-	-	-	50.0	-	-	
René Carron	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	40.0	-	-	-	90.0	-	-	
Luca Cordero di Montezemolo	Director	1/1/2013 – 12/31/2013	2015	-	-	-	-	-	-	-	-	-	-	
(i) Remuneration paid by the listed company														
				50.0	-	-	-	-	-	-	50.0	-	-	
(ii) Remuneration paid by subsidiaries and/or affiliates														
				2,742.0 <sup>(ii)</sup>	-	-	-	-	-	-	2,742.0 <sup>(ii)</sup>	-	-	
<b>(iii) Total</b>				<b>2,792.0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,484.0</b>	<b>-</b>	<b>-</b>	
Gian Maria Gros-Pietro	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	45.0	-	-	-	95.0	-	-	
Patience Wheatcroft	Director	1/1/2013 – 12/31/2013	2015	50.0	-	-	30.0	-	-	-	80.0	-	-	

(continued)

**Table 1: Remuneration paid to the Members of the Board of Directors, Statutory Auditors, General Managers and Executives with Strategic Responsibilities**  
(continued)

(Amounts in €/000)

Name and Surname	Office held	Period the office was held	Expiry of the office <sup>1)</sup>	Fixed remuneration			Remuneration for the participation to internal committees			Non-monetary benefits	Other remuneration	Total	Nominal cost ("Fair value") of the equity remuneration	Post-mandate indemnity
				Fixed remuneration	Remuneration for special offices	Remuneration as relevant employee	Bonus and other incentives	Bonus and other incentives						
<b>STATUTORY AUDITORS</b>														
Ignazio Carbone	Chairman	1/1/2013 – 12/31/2013	2015	100.0	-	-	-	-	-	-	100.0	-	-	
Lionello Jona Celesia	Regular Auditor	1/1/2013 – 12/31/2013	2015	65.0	-	-	-	-	-	-	65.0	-	-	
Piero Locatelli	Regular Auditor	1/1/2013 – 12/31/2013	2015	65.0	-	-	-	-	-	-	65.0	-	-	
<b>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES<sup>2)</sup></b>														
(i) Remuneration paid by the listed company														
				-	-	5,711.1	-	1,647.0 <sup>3)</sup>	46.5	-	7,404.6	-	1,061.6	
(ii) Remuneration paid by subsidiaries and/or affiliates														
				-	-	4,498.2	-	2,522.9 <sup>4)</sup>	144.4	787.2	7,952.7	10,028.0 <sup>5)</sup>	239.2	
<b>(iii) Total</b>				-	-	<b>10,209.3</b>	-	<b>4,169.9</b>	<b>190.9</b>	<b>787.2</b>	<b>15,357.3</b>	<b>10,028.0</b>	<b>1,300.8</b>	

(\*) Year in which term of office expires at General Meeting held to approve the financial statements.

1) See Table 3A. Nominal cost (non-cash item) recognized in the income statement 2013 against the increase of a specific equity reserve.

2) This amount does not include the compensation for the office held at Fiat Group Automobiles (€500 thousand) which he does not receive but is paid to Fiat S.p.A.

3) Compensation for the office held at Ferrari S.p.A.

4) See table 3B.

5) Includes 19 executives employed as at 31 December 2013.

**Tabella 2: Stock options granted to the Members of the Board of Directors, General Managers and Executives with Strategic Responsibilities**

Name and Surname	Office	Scheme	Options held at the beginning of the current financial year			Options granted during the current financial year			Options exercised during the current financial year			Options expired during the current financial year		Options held at the end of the current financial year		Options relating to the current financial year			
			Number of options	Exercise price (€)	Possible exercise period (from-to)	Number of options	Exercise price	Possible exercise period (from-to)	Fair value on the granting date	Granting date	Market price of the shares underlying the granting of the options	Number of options	Exercise price	Market price of the shares underlying the granting of the options	Number of options	Market price of the shares underlying the granting of the options	Number of options	Market price of the shares underlying the granting of the options	Fair Value (€/000)
Sergio Marchionne	CEO																		
(i)	Remuneration paid by the listed company	Plan 26 July 2004 <sup>(1)</sup>	10,670,000	6.583	01/2011-01/2016	-	-	-	-	-	-	-	-	-	-	-	-	10,670,000	-
		Plan 3 November 2006 <sup>(1)</sup>	6,250,000	13.370	11/2010-11/2014	-	-	-	-	-	-	-	-	-	-	-	-	6,250,000	-
(ii)	Remuneration paid by subsidiaries and/or affiliates		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iii)	<b>Total</b>		<b>16,920,000</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	<b>16,920,000</b>	-
<b>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</b>																			
(i)	Remuneration paid by the listed company	Plan 3 November 2006 <sup>(1)</sup>	557,500	13.370	02/2011-11/2014	-	-	-	-	-	-	-	-	-	-	-	-	557,500	-
(ii)	Remuneration paid by subsidiaries and/or affiliates		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iii)	<b>Total</b>		<b>557,500</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	<b>557,500</b>	-

(1) The plan allows the beneficiary to receive one ordinary Fiat S.p.A. share and one ordinary CNH Industrial N.V. share for each option held.



**Tabella 3A: Incentive scheme based on financial instruments, other than stock options, in favor of the Members of the Board of Directors, General Managers and Executives with Strategic Responsibilities**

Name and Surname	Office	Scheme	Unvested financial instruments granted in past financial years				Financial instruments granted during the current financial year				Financial instruments forfeited during the current financial year		Fair value of financial instruments expended in the current financial year
			Number and kind of financial instruments	Vesting period	Fair value on the granting date	Vesting period	Granting date	Market price on the granting date	Number and kind of financial instruments	Number and kind of financial instruments	Value on the maturity date	Nominal cost ("Fair value") (€/000)	
Sergio Marchionne													
(i) Remuneration paid by the listed company		Stock Grant 4 April 2012 (Fiat S.p.A. shares)	4,666,667	2/22/2013-2/22/2015	-	-	-	-	-	-	2,333,333 <sup>(1)</sup>	€4,205	6,005.0 <sup>(2)</sup>
(ii) Remuneration paid by subsidiaries and/or affiliates		Chrysler Directors' Restricted Stock Unit Plan (Director RSU Plan) <sup>(3)</sup>	-	-	7/30/2013-6/10/2014	7/30/2013	\$9.92	\$9.92	-	-	25,032 <sup>(3)</sup>	\$9.00	192.6
<b>(iii) Total</b>			<b>4,666,667</b>										<b>6,197.6</b>
<b>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</b>													
(i) Remuneration paid by the listed company		Chrysler Deferred Phantom Shares (DPSs) Plan	-	-	-	-	-	-	-	-	-	-	-
		Chrysler Cash restricted share units (RSUs)	636,830	3/12/2010-6/30/2015	53,552	2013	\$9.92	\$9.92	-	-	196,748	\$9.00	2,590.0
(ii) Remuneration paid by subsidiaries and/or affiliates		Chrysler Long Term Incentive Plan restricted share units (RSUs) 23 February 2012	133,536	2/23/2012-2/23/2015	172,320	2/26/2013	\$9.00	\$9.00	-	-	66,761	\$9.00	1,439.0
		Chrysler Long Term Incentive Plan Performance share units (PSUs) 23 February 2012	1,514,995	2/23/2012-2/23/2015	87,745	12/1/2013-12/31/2014	\$9.92	\$9.92	-	-	-	-	5,683.0
<b>(iii) Total</b>			<b>2,285,361</b>								<b>263,509</b>		<b>10,028.0</b>

(1) As of the date of this Remuneration report (27 February 2014), the beneficiary has not exercised his right with respect to the "Stock Grant 4 April 2012", vested and he has not received any shares.

(2) Nominal cost (non-cash item) recognized in the income statement 2013 against the increase of a specific equity reserve.

(3) Mr. Marchionne does not receive any direct compensation for his services on behalf of Chrysler Group. In connection with his service as a Director of Chrysler, similarly to the equity-based compensation granted to the other Board members, he was assigned "Restricted Stock Unit" under the Director RSU Plan. Such RSUs will be paid within 60 days following the date on which he ceases to serve as a Director. For further details see Chrysler Group LLC Form 10-k for the fiscal year ended 31 December 2013.

### Tabella 3B: Cash incentives schemes in favor of the Members of the Board of Directors, General Managers and Executives with Strategic Responsibilities

(Amounts in €/000)

Name and Surname	Office	Bonus in the current financial year			Bonus related to prior years			Other bonuses
		Paid/Payable	Deferred	Deferral period	No longer payable	Paid/Payable	Deferred	
Sergio Marchionne								
(i) Remuneration paid/payable by the listed company		897.0	-	-	-	-	-	-
(ii) Remuneration paid/payable by subsidiaries and/or affiliates		449.0	-	-	-	-	-	-
<b>(iii) Total</b>		<b>1,346.0</b>	-	-	-	-	-	-
Luca Cordero di Montezemolo								
(i) Remuneration paid/payable by Ferrari S.p.A.	Director	2,742.0	-	-	-	-	-	-
<b>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</b>								
(i) Remuneration paid/payable by the listed company		1,647.0	-	-	-	-	-	-
(ii) Remuneration paid/payable by subsidiaries and/or affiliates		2,522.9	-	-	-	-	-	-
<b>(iii) Total</b>		<b>4,169.9</b>	-	-	-	-	-	-

**Table 4: Shares held by Members of the Boards of Directors and Statutory Auditors, General Managers and Executives with Strategic Responsibilities**

Name and Surname	Office held	Shares held	No. of shares held at 12.31.2012	No. of shares additions in 2013	No. of shares sold in 2013	No. of shares incoming/(outgoing) managers	Change in No. of shares held by incoming/(outgoing) managers	No. of shares held at 12.31.2013
Sergio Marchionne	CEO Fiat S.p.A.	Fiat S.p.A. ordinary	3,260,000	-	240,000	-	-	3,020,000
Luca Cordero di Montezemolo	Director	Fiat S.p.A. ordinary	127,172	-	-	-	-	127,172
Gian Maria Gros-Pietro	Director	Fiat S.p.A. ordinary	3,300	-	-	-	-	3,300
<b>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES</b>								
		Fiat S.p.A. ordinary	96,691	105,450	109,158	(14,769)		78,214