

## MERGER OF FIAT S.P.A. INTO FIAT CHRYSLER AUTOMOBILES N.V. (FCA)

This notice is to inform the market that the merger deed relative to the merger of Fiat S.p.A. with and into Fiat Investments N.V. – a wholly-owned subsidiary incorporated in the Netherlands – which was renamed Fiat Chrysler Automobiles N.V. (FCA) upon the effectiveness of the merger – was executed in Amsterdam on 11 October 2014 and took effect on October 12th.

FCA's common shares have been admitted to listing on both the NYSE and MTA and, will begin trading on October 13th.

The Information Document providing details of the merger, prepared in accordance with Article 57 (1)(d) of the Consob Issuer Regulations is available on the corporate website ([www.fiatspa.com](http://www.fiatspa.com)).

### Exchange of Fiat shares into FCA shares

The exchange ratio for the merger will be **1 (one) FCA common share for 1 (one) Fiat share**.

Fiat shares which, at the request of the holder, have been assigned a **Special ISIN Code (IT0005039893)**, will be exchanged for **1 (one) FCA qualifying common share and 1 (one) FCA special voting share**, which entitles the holder to an additional vote and is non-transferable (except as expressly permitted by FCA's Articles of Association).

As the merger takes effect prior to Monday, 13 October 2014, the date the shares in the new company commence trading, the final date of trading for Fiat shares was Friday, 10 October 2014, and the record date for final settlement will, therefore, be 14 October 2014. Subsequent to that date, FCA common shares will be credited, at the above exchange ratio, via intermediaries participating in the Monte Titoli centralized clearing system.

Fiat Shares designated with the above Special ISIN Code will be exchanged with the qualifying FCA common shares, which are associated with a special voting share, and credited to an intermediary account (held by FCA). The qualifying shares, pursuant to FCA's Articles of Association, will be registered in the Loyalty Register and shareholders be notified by FCA. Such exchange will therefore not appear in the intermediaries accounts. The qualifying common shares will only be tradable after a request has been submitted to FCA's agent (Computershare S.p.A.) in accordance with the procedures set out in "Special Voting Shares – Terms and Conditions", which is available on the Fiat and FCA website ([www.fiatspa.com](http://www.fiatspa.com) and [www.fcagroup.com](http://www.fcagroup.com)).

For Fiat DTC Elected shares, designated by ISIN Code IT000035A063, the FCA shares will be credited by an intermediary participating in the clearing system managed by the Depositary Trust and Clearing Corporation.

### Settlement of cash exit shares offered to shareholders

Upon the merger taking effect, the 60,002,027 Fiat shares in relation to which shareholders have exercised cash exit rights will be settled at the cash exit price of €7.727 per share.

On 6 October 2014, at the conclusion of the offer period, a total of 6,085,630 of those shares had been purchased by Fiat shareholders participating in the rights and pre-emption rights offerings pursuant to Article 2437-*quater* (3) of the Italian Civil Code. Requests received in relation to the pre-emption offering were fully satisfied.

Payment for shares purchased through the rights and/or pre-emption rights offerings will take place on 14 October 2014 via the intermediary through which the subscription form was submitted and to which notification of assignment has already been communicated. Purchased shares will be credited by Monte Titoli (via the respective intermediary) on 14 October 2014. The cash exit price will be credited to shareholders exercising cash exit rights by Monte Titoli (via the respective intermediary) on the same date.