



EXTRAORDINARY
GENERAL MEETING
DECEMBER 3, 2015

**AGENDA AND
EXPLANATORY NOTES**

AGENDA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FIAT CHRYSLER AUTOMOBILES N.V. (the “Company”) TO BE HELD ON THURSDAY, DECEMBER 3, 2015 AT 12:00 NOON CET AT HOTEL SOFITEL LEGEND THE GRAND AMSTERDAM, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, the Netherlands.

1. OPENING

2. EXPLANATION OF THE DEMERGER AS PART OF A SERIES OF TRANSACTIONS TO SEPARATE FERRARI FROM THE COMPANY

(for discussion)

3. DEMERGER

Resolution in accordance with Section 2:334m of the Dutch Civil Code to effect a demerger from the Company as set forth in Title 7 of Book 2 of the Dutch Civil Code (“Demerger”), as a consequence whereof all shares in Ferrari N.V. held by the Company and such amount in cash as established in accordance with the Demerger Proposal (as defined below) will transfer to FE Interim B.V. under a universal title of succession in accordance with the demerger proposal dated September 17, 2015 between the Company and FE Interim B.V. (the “Demerger Proposal”).

(voting)

4. CLOSE OF MEETING

EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairperson of the meeting will open the Extraordinary General Meeting of Shareholders.

Item 2: Explanation of the Demerger as part of a series of transactions to separate Ferrari from the Company

Detailed information relating to the Demerger and the other transactions to separate Ferrari from the Company and relating to Ferrari, its business, results of operations, investment risks, and other matters are included in the final prospectus, dated October 20, 2015 relating to the initial public offering of common shares of Ferrari N.V., filed with the U.S. Securities and Exchange Commission on October 21, 2015, inter alia, comprising a description of the business and the financial performance of Ferrari N.V. and the separation of Ferrari N.V. from Fiat Chrysler Automobiles N.V. (the "Prospectus") that forms part of the documentation for this Extraordinary General Meeting.

The Separation

The Demerger which is being brought to a vote at this meeting is part of a series of transactions to separate the Ferrari business from the Company.

On October 29, 2014 the Company, at the time holder of 90% of the ordinary shares of Ferrari S.p.A., announced its intention to separate Ferrari from the Company. This separation (the "Separation") occurs through a series of transactions which include:

- (i) a restructuring of Ferrari that was completed shortly before the IPO (as defined hereinafter), which restructuring, inter alia, resulted in the Company holding 90% of the common shares (and special voting shares) of New Business Netherlands N.V. (which was renamed Ferrari N.V. in connection with the IPO) with the latter company being the holding company of all shares in Ferrari S.p.A.; and
- (ii) the initial public offering (the "IPO") and listing on the New York Stock Exchange of common shares of Ferrari N.V. on 21 October 2015, whereby approximately 10% of the common shares in Ferrari N.V. were sold to the public; and
- (iii) the post-IPO acquisition by holders of Company shares and mandatory convertible securities of the Company, of the Company's remaining 80% ownership interest in Ferrari N.V. through a series of corporate steps (the "Spin-Off") including the Demerger and a second Dutch law demerger and Dutch law merger, which are briefly described below.

The Demerger

Through the Demerger, the Company will transfer its 80% share interest in Ferrari N.V. to FE Interim B.V. ("FE Interim") – a company incorporated and wholly owned by a Dutch foundation formed by the Company ("Stichting FCA") – with FE Interim issuing common shares and special voting shares in its capital to holders of the Company's common shares and to holders of the Company's special voting shares, applying a 1:1 exchange ratio (one FE Interim common share for each Company common share and one FE Interim special voting share for each Company special voting share respectively).

For further details regarding the Demerger, please refer to the demerger proposal dated 17 September 2015 between the Company and FE Interim, and the Prospectus, inter alia comprising a description of the Separation in "The Restructuring and Separation Transactions" under "The Spin-off". The demerger proposal is available on the website of the Company (http://www.fcagroup.com/en-US/investor_relations/stock_shareholder_corner/shareholder_meetings).

The Demerger will be voted upon as part of Item 3 of the agenda.

The Second Demerger

Upon completion of the Demerger, pursuant to a subsequent Dutch law demerger (the "Second Demerger"), FE Interim will transfer all of its common shares and special voting shares in Ferrari N.V. to FE New N.V. ("FE New") – a company incorporated and wholly owned by Stichting FCA – with FE New issuing common shares to the holders of FE Interim's common shares and special voting shares to the holders of FE Interim's special voting shares, applying a 10:1 exchange ratio (one FE New common share for each 10 FE Interim common shares and one FE New special voting share for each 10 FE Interim special voting shares respectively).

For further details regarding the Second Demerger please refer to the demerger proposal dated 17 September 2015 between FE Interim and FE New and the Prospectus, inter alia, comprising a description of the Separation in "The Restructuring and Separation Transactions" under "The Spin-off". The Second Demerger proposal is available on the website of the Company (http://www.fcagroup.com/en-US/investor_relations/stock_shareholder_corner/shareholder_meetings).

The Second Demerger will not be voted upon at this meeting since the Company will not be a party to such Second Demerger.

Following completion of the Second Demerger, all common shares and special voting shares of FE Interim, except the shares held by Stichting FCA, will be cancelled in exchange for distribution of the nominal value of such shares to the shareholders and FE Interim will thereafter be liquidated. Also, the holders of the Company's 7.875% mandatory convertible securities will receive common shares in FE New pursuant to the terms of those convertibles.

The Merger

Subsequently, Ferrari N.V. will be merged with and into FE New (with FE New then being renamed Ferrari N.V.).

Pursuant to this merger (the “Merger”), each holder (other than FE New) of common shares in Ferrari N.V. will receive one common share in FE New for each common share held in Ferrari N.V. and each holder (other than FE New) of special voting shares in Ferrari N.V. will receive one special voting share in FE New for each special voting share held in Ferrari N.V. (i.e. an exchange ratio of 1:1 will be applied); the common shares and special voting shares held by FE New in Ferrari N.V. will be cancelled pursuant to the Merger.

For further details please refer to the Merger proposal dated 10 September 2015 between FE New and New Business Netherlands N.V. (currently named Ferrari N.V.) and the Prospectus, inter alia, comprising a description of the Separation in “The Restructuring and Separation Transactions” under “The Spin-off”. Both the Merger proposal and the Prospectus are available on the website of the Company (http://www.fcagroup.com/en-US/investor_relations/stock_shareholder_corner/shareholder_meetings).

The Merger will not be voted upon at this meeting given that the Company will not be a party to the Merger.

Shareholding in Ferrari following completion of the Separation

Upon completion of the Spin-Off and thereby the Separation, which is currently being expected to occur in early 2016, FE New, then renamed Ferrari N.V., would be the parent company of the Ferrari group through a 100% shareholding in Ferrari S.p.A. The Company would no longer have an ownership interest in Ferrari N.V. or Ferrari S.p.A. and the common shares of Ferrari N.V. would be held as follows: Exor S.p.A.: approximately 24%; Mr. Piero Ferrari: approximately 10% and public shareholders: approximately 66%. As a result of Ferrari N.V.’s loyalty voting program, the voting power in Ferrari N.V. will depend on the level of participation in the loyalty voting program of the Company prior to the Demerger, and on the participation in Ferrari N.V.’s (i.e. the company formerly named New Business Netherlands N.V.) loyalty voting program prior to the Merger.

For further details on the shareholding in Ferrari N.V. post Spin-Off, please refer to the Prospectus in “The Restructuring and Separation Transactions” under “Our shareholding following the Separation”.

(for discussion)

Item 3: The Demerger

Resolution in accordance with Section 2:334m of the Dutch Civil Code to effect the Demerger.

(voting)

Item 4: Close of meeting

The chairperson of the meeting will close the Extraordinary General Meeting of Shareholders. Final greetings.

Fiat Chrysler Automobiles N.V., October 22, 2015

WE ARE NOT ASKING FOR YOUR PROXY. THIS IS NEITHER A PROXY STATEMENT NOR A SOLICITATION OF PROXIES. THE COMMON SHARES AND SPECIAL VOTING SHARES OF FIAT CHRYSLER AUTOMOBILES N.V. ARE EXEMPT FROM THE PROXY RULES OF THE UNITED STATES SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.