

**PROXY FORM**

To be sent to and to be received by: **Computershare S.p.A.**, Via Nizza 262/73, 10126 Turin (Italy), as Agent for **FCA N.V.**, by **11:00 p.m. CEST on April 6, 2018** by mail or by Fax (+39 011 0923202) or by e-mail (fca@computershare.it), as an attachment in PDF format.

**Disclaimer**

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote as per attached Voting Instructions Form at the Shareholders' AGM of FCA N.V.. Alternatively the Shareholder can **vote online** through the company website (www.fcagroup.com/Investors/Stock Info&Shareholder Corner/Shareholder Meetings).

**Mandatory information \***

<b>THE UNDERSIGNED*</b>			
Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *	
At ( <i>street address</i> ) *		Italian Tax Code*	
Telephone no. *	e-mail		
entitled to vote at the close of business of <b>March 16, 2018 (record date)</b> as <b>(1):</b>			
<input type="checkbox"/> registered shareholder	<input type="checkbox"/> legal representative or agent with authority to sub-delegate		<input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in
<input type="checkbox"/> Beneficial interest holder	<input type="checkbox"/> official receiver	<input type="checkbox"/> manager	<input type="checkbox"/> other (specify)
for no. *	<b>FCA common shares</b>		
<b>(2)</b> registered in the name of			
Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *	
At ( <i>street address</i> ) *		Italian tax Code	
Registered in the securities account <b>(3)</b> no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. <b>(4)</b>		Made by ( <i>Bank</i> )	

**APPOINTS** Computershare S.p.A. to attend at the above mentioned meeting and **to vote**, with reference to the above shares, **in accordance with the instructions provided in the following Voting Instructions Form**. If no such directions are indicated,

**ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all following proposals.

DATE	Form of identification <b>(5)</b> ( <i>type</i> )*	Issued by *	no. *	<b>SIGNATURE</b>
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1. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
2. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
3. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
4. Reference to the communication made by the intermediary and its name.
5. Provide details of a valid form of identification of the proxy signatory.

**VOTING INSTRUCTIONS FORM**

The Undersigned \_\_\_\_\_

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders' meeting as follows

RESOLUTIONS OF THE AGENDA TO BE VOTED	<i><b>VOTE</b></i>		
	<i>(Please tick as appropriate)</i>		
<b>2.e.</b> Adoption of the 2017 Annual Accounts	For	Against	Abstain
<b>2.f.</b> Granting of discharge to the directors in respect of the performance of their duties during the financial year 2017	For	Against	Abstain
<b>3.a.</b> Re-appointment of John Elkann (executive director)	For	Against	Abstain
<b>3.b.</b> Re-appointment of Sergio Marchionne (executive director)	For	Against	Abstain
<b>4.a.</b> Re-appointment of Ronald L. Thompson (non-executive director)	For	Against	Abstain
<b>4.b.</b> Appointment of John Abbott (non-executive director)	For	Against	Abstain
<b>4.c.</b> Re-appointment of Andrea Agnelli (non-executive director)	For	Against	Abstain
<b>4.d.</b> Re-appointment of Tiberto Brandolini d'Adda (non-executive director)	For	Against	Abstain
<b>4.e.</b> Re-appointment of Glenn Earle (non-executive director)	For	Against	Abstain
<b>4.f.</b> Re-appointment of Valerie A. Mars (non-executive director)	For	Against	Abstain
<b>4.g.</b> Re-appointment of Ruth J. Simmons (non-executive director)	For	Against	Abstain
<b>4.h.</b> Re-appointment of Michelangelo A. Volpi (non-executive director)	For	Against	Abstain
<b>4.i.</b> Re-appointment of Patience Wheatcroft (non-executive director)	For	Against	Abstain
<b>4.j.</b> Re-appointment of Ermenegildo Zegna (non-executive director)	For	Against	Abstain
<b>5.</b> Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the company	For	Against	Abstain
<b>6.</b> Delegation to the Board of Directors of the authority to acquire common shares in the capital of the Company	For	Against	Abstain

**SIGNATURE** .....