



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting of shareholders (the "EGM") of Fiat Chrysler Automobiles N.V. (the "Company" or "FCA") is to be virtually held on Monday January 4, 2021, beginning at 2:30 p.m. CET.

The EGM can be followed via a live webcast that will be available on the Company's website (www.fcagroup.com). Votes can only be cast in advance of the EGM as further set out in this convocation notice. The language of the meeting shall be English. The EGM is convened to discuss and decide on the agenda reflected below.

MEETING OF HOLDERS OF COMMON SHARES AND MEETING OF HOLDERS OF SPECIAL VOTING SHARES

In connection with agenda item 3 reflected below, the EGM will also serve as meeting of holders of common shares in the share capital of FCA, as well as a meeting of holders of special voting shares in the share capital of FCA, as further explained in the Shareholders' Circular for this EGM. This notice will also serve as a notice convening the meeting of holders of common shares in the capital of FCA and the meeting of holders of special voting shares in the capital of FCA, respectively.

AGENDA¹

1. **OPENING**
2. **PROPOSAL TO APPROVE THE MERGER AND ALL RELATED PROPOSALS IN CONNECTION WITH THE COMBINATION WITH PSA² (VOTING ITEM)**

Implementation of the Merger

- A. *to approve that FCA will merge with PSA, in accordance with the Merger Proposal, by means of a cross-border legal merger in which PSA will be the disappearing entity and FCA will be the surviving entity;*
- B. *to waive the setting up of and negotiation with the special negotiating body as referred to in Section 2:333k subsection 12 of the DCC and to be subject to the standard rules for employee participation on the Board of Directors as applied under Dutch Law and as reflected in the Combined Company's Articles of Association;*

Amendments to the Articles of Association

- C. *to amend the Articles of Association to allow for the issuance and allotment of the New FCA Common Shares in connection with the Merger, with effect as of the Effective Time;*

¹ Undefined terms used in this notice have the meaning given to them in the Shareholders' Circular for the EGM.

² For the sake of clarity: PSA referred to in this agenda item means Peugeot S.A.

- D. *to amend the Articles of Association to implement the governance of the Combined Company with effect as of the Governance Effective Time, including, without limitation (i) the authorisation of the Board of Directors to issue shares and limit or exclude pre-emptive rights, (ii) the creation of an option right for the SVS Foundation and (iii) the conversion of currently issued Special Voting Shares into Class B Special Voting Shares;*

(Re-)appointments of members of the Board of Directors

- E. *to re-appoint Mr. John Elkann as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- F. *to appoint Mr. Carlos Tavares as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- G. *to appoint Mr. Robert Peugeot as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- H. *to appoint Mr. Henri de Castries as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- I. *to re-appoint Mr. Andrea Agnelli as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- J. *to appoint Ms. Fiona Clare Cicconi as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- K. *to appoint Mr. Jacques de Saint-Exupéry as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- L. *to appoint Mr. Nicolas Dufourcq as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- M. *to appoint Ms. Ann Frances Godbehere as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- N. *to appoint Ms. Wan Ling Martello as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*
- O. *to appoint Mr. Kevin Scott as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;*

Discharge of voluntarily resigning members of the Board of Directors

- P. *to grant discharge to the voluntarily resigning members of the Board of Directors in respect of the performance of their duties up to the Extraordinary General Meeting;*

Amendment to SVS Terms and Conditions

- Q. *to approve the amendment of the Special Voting Shares' terms and conditions with effect as of and conditional upon the Governance Effective Time;*

Special dividend

- R. *to approve the special dividend to be paid in cash including in United States Dollars; and*

Conversion of warrants

- S. *to confirm, approve and ratify the conversion of the PSA Equity Warrants into FCA Equity Warrants and PSA Performance Shares into FCA RSUs as of the Effective Time, as further set out in the Merger Proposal.*

3. PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION TO INCREASE AND, SUBSEQUENTLY, DECREASE THE COMBINED COMPANY'S ISSUED SHARE CAPITAL (VOTING ITEM)

Capital increase

- A. *to amend the Articles of Association to increase the nominal value of the FCA Common Shares; and*

Capital decrease

- B. *to amend the Articles of Association to decrease the nominal value of the FCA Common Shares.*³

4. CLOSE OF MEETING

EGM DOCUMENTATION

All documents for the EGM, including, without limitation:

- the shareholders' circular, containing the explanatory notes to the agenda and a further explanation regarding agenda items 2 and 3 (the "**Shareholders' Circular**");
- the common draft terms of the proposed Merger between FCA and PSA;
- the board report drawn up by the Company, explaining among other things the legal, social and economic aspects of the Merger;
- the statement and report of the Dutch auditor, regarding, inter alia, the Exchange Ratio used in the Merger;
- the proposed articles of association, to be executed before the Merger becomes effective and which increases the authorized share capital of the Company;
- the proposed articles of association, to be executed at 01:00 a.m. CET on the day immediately following the day on which the Merger becomes effective and as a result of which, inter alia, the legal name of the Company will become "Stellantis N.V.";
- the proposed articles of association, envisaged to be executed following a two-month creditor opposition period, which increase the Company's issued share capital;
- the proposed articles of association, envisaged to be executed following a two-month creditor opposition period, which decrease the Company's issued share capital;
- the proposed special voting shares' terms and conditions;

³ Please refer to the "Note regarding Agenda Item 3 section B" below for an explanation on the purpose and manner of implementation of this agenda item.

- statement of the total number of outstanding shares and voting rights at the date of this EGM notice; and
- the forms of proxy for voting at the EGM,

are available on the Company's website: www.fcagroup.com.

This documentation is also available at the Company's offices at 25 St. James's Street, London, SW1A 1HA United Kingdom, for shareholders and other persons entitled to attend the meeting who will, upon request, receive a copy free of charge.

The Admission Prospectus is published on the Company's website (www.fcagroup.com) and contains additional information on the Combination and Merger. If FCA Shareholders wish to further inform themselves on the Combination and Merger and their implications, they are recommended to read the Admission Prospectus (and primarily the following sections: "Risk Factors", "The Merger", "The Combination Agreement and Cross Border Merger terms", "The FCA Extraordinary General Meeting" and "Stellantis").

NOTE REGARDING AGENDA ITEM 3 SECTION B.

Should the Faurecia Distribution (as further explained in the Shareholders' Circular) be approved by the Combined Company's general meeting to be held after the Effective Time, it is envisaged that such distribution would be effectuated by means of a repayment of share premium following a reduction of the Company's issued share capital within the meaning of section 2:99 of the DCC. This capital reduction will be preceded by a capital increase. In that respect, the amendments of the articles of association as contemplated by agenda item 3 (both sections A. and B.) are proposed.

The implementation of the capital reduction is subject to the publication of the customary filings with the Dutch Trade Register and the two-month creditor opposition period as described in section 2:100 of the DCC. The Shareholders' Circular contains a further explanation in this respect.

The Company's Board of Directors reserves the discretionary power to determine if and when the amendments of the articles of association as proposed under agenda item 3 will be implemented, provided that the Board of Directors may only resolve to proceed with such implementation (i) after the Capital Reduction Time (as described in the Shareholders' Circular) and (ii) after the general meeting of the Combined Company deciding upon the Faurecia Distribution (in which respect it is envisaged that another extraordinary general meeting will be convened). Furthermore, the board of directors may only resolve to either implement both the amendments proposed under agenda item 3, or neither of these proposed amendments.

Agenda item 3 requires the approval of the Company's general meeting. Additionally, to the extent required in view of a possible impairment of rights under Dutch Law, approval of the Special Voting Shares Meeting and the FCA Common Shares Meeting is sought in respect of agenda item 3.

COVID-19 STATEMENT

To protect the health and safety of all participants in connection with the COVID-19 outbreak and considering the temporary legislative measures from the Dutch government, shareholders will not be allowed to attend the EGM in person. The meeting can be followed via a live webcast that will be available on the Company's website (www.fcagroup.com).

PARTICIPATION AND RECORD DATE

Shareholders can hold FCA shares in four ways:

1. shareholders holding special voting shares and common shares or shareholders holding common shares electing to receive special voting shares upon completion of the required holding period (the "**Loyalty Shareholders**") registered in the loyalty register of the Company (the "**Loyalty Register**"). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agents: Computershare Trust Co. NA and Computershare S.p.A. (each the "**Agent**" and both the "**Agents**");
2. shareholders holding common shares in registered form (the "**Registered Shareholders**") in an account at Computershare Trust Co. NA as the transfer agent of the Company (the "**Transfer Agent**" and together with the Agents, the "**EGM Agents**");
3. shareholders holding common shares in an intermediary account with a participant in the Monte Titoli system (the "**Monte Titoli Participant Account**"); and
4. shareholders holding common shares in a bank, brokerage or other intermediary account with a participant in the Depository Trust Company system (the "**DTC Participant Account**").

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the EGM, shareholders (and other persons entitled to attend the EGM), must (i) be registered as of Monday December 7, 2020 (the "**Record Date**"), in the register established for that purpose by the Board of Directors (the "**EGM Register**") after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the EGM and (ii) request registration in the manner mentioned below. The EGM Register established by the Board of Directors is: (i) in respect of Loyalty Shareholders, the Loyalty Register, (ii) in respect of Registered Shareholders, the administration of the Transfer Agent, and (iii) in respect of shareholders holding common shares in a Monte Titoli Participant Account or in a DTC Participant Account, the administration of the relevant bank, brokerage or other intermediary (the "**Intermediary**").

VOTING

Loyalty Shareholders and Registered Shareholders

The EGM Agents will send the EGM meeting materials to Loyalty Shareholders and/or Registered Shareholders at the addresses of such shareholders as they appear from the records maintained by the relevant EGM Agent, including a proxy form that allows them to give their voting instructions in accordance with the form. The proxy form will also be available on the Company's website (www.fcagroup.com).

Loyalty Shareholders and/or Registered Shareholders, will be entitled to vote at the EGM by proxy, please note proxy instructions below, if they have given their voting instructions to the relevant EGM Agent by 11 p.m. CET on Monday December 28, 2020 in writing or electronically (contact details at the end of this announcement). They can also cast their vote in advance of the EGM via the web procedure made available on the Company's website (www.fcagroup.com).

Shareholders holding common shares in a Monte Titoli Participant Account

Shareholders holding common shares in a Monte Titoli Participant Account who wish to vote at the EGM by proxy, please note proxy instructions below, should request their Intermediary to issue a statement confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit the notification of participation no later than 11 p.m. CET on Monday December 28, 2020 to Computershare S.p.A.

The abovementioned shareholders may give their voting instructions through the proxy form published on the Company's website (see instructions below). They can also cast their vote in advance of the EGM via the web procedure made available on the Company's website (www.fcagroup.com).

Shareholders holding common shares in a DTC Participant Account

Shareholders holding common shares in a DTC Participant Account should give instructions to their Intermediary, as the record holder of their shares, who is required to vote their shares according to their instructions. In order to vote their shares at the EGM, they will need to follow the directions provided by their Intermediary.

VOTE BY PROXY

Subject to compliance with the above provisions, shareholders can vote at the EGM by proxy and follow the meeting via live webcast on the website of FCA (www.fcagroup.com). In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the relevant EGM Agent (contact details below) by 11 p.m. CET on Monday December 28, 2020 in writing or electronically pursuant to instructions contained in the proxy forms. All votes shall be cast electronically or in writing ahead of the EGM in accordance with the proxy and voting instructions.

QUESTIONS BY SHAREHOLDERS

Shareholders can submit questions regarding the agenda items of the EGM by email to EGM2021@fcagroup.com until Friday January 1, 2021 at 2:30 p.m. CET. The email has to include the name, the surname, the number of shares held by the shareholder, the EGM agenda item to which the question refers and the bank or broker statement proving shareholder's shareholding at the Record Date.

FCA intends to address the questions during the meeting, to the extent appropriate with a view to the orderly conduct of the meeting. Shareholders who have submitted questions before the deadline mentioned above may ask follow-up questions during the EGM in accordance with the instructions given at the EGM, and only insofar the order of the meeting allows.

Address details of EGM Agents:

Computershare S.p.A.
Via Nizza 262/73, 10126 Torino (Italy)
e-mail: fca@computershare.it or fca@pecserviziotitoli.it

Computershare Trust Company NA

P.O. BOX 505000
Louisville, KY 40233-5000web.queries@computershare.com

By Overnight Delivery:
Computershare
462 South 4th Street
Suite 1600
Louisville, KY 40202

FIAT CHRYSLER AUTOMOBILES N.V., NOVEMBER 23, 2020.