

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 pm CET on December 28, 2020** 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 **on line** as per attached Voting Instructions Form at the Shareholders' EGM of FCA N.V. Alternatively the Shareholder can **vote online** through the company's website (www.fcagroup.com/en-US/investors/stock_info_and_shareholder_corner/shareholder_meetings/pages/default.aspx).

Mandatory information *

THE UNDERSIGNED (natural person only)*			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		ItalianTax Code (if known)*	
Telephone no. *	e-mail		
entitled to vote at the close of business on Dec. 7, 2020 (record date) as (1) :			
<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. *	FCA common shares		
(2) registered in the name (natural or legal person)			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		ID number (Tax Code/LEI)	
Registered in the securities account (3) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (4)		Made by (<i>Bank</i>)	

APPOINTS Computershare S.p.A. to attend at the abovementioned meeting and **to vote on line**, 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 (5) (<i>type</i>)*	Issued by *	no. *	SIGNATURE
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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 VOTED¹	VOTE <i>(Please tick as appropriate)</i>		
2. PROPOSAL TO APPROVE THE MERGER AND ALL RELATED PROPOSALS IN CONNECTION WITH THE COMBINATION WITH PEUGEOT S.A. (PSA)	For	Against	Abstain
<p>Implementation of the Merger</p> <p>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;</p> <p>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;</p> <p>Amendments to the Articles of Association</p> <p>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 from the Effective Time;</p> <p>D. to amend the Articles of Association to implement the governance of the Combined Company with effect from 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;</p> <p>(Re-)appointments of members of the Board of Directors</p> <p>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;</p> <p>F. to appoint Mr. Carlos Tavares as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;</p> <p>G. to appoint Mr. Robert Peugeot as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;</p> <p>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;</p> <p>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;</p>			

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

<p>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;</p> <p>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;</p> <p>L. to appoint Mr. Nicolas Dufourcq as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;</p> <p>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;</p> <p>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;</p> <p>O. to appoint Mr. Kevin Scott as member of the Board of Directors with effect as of and conditional upon the Governance Effective Time;</p> <p>Discharge of voluntarily resigning members of the Board of Directors</p> <p>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;</p> <p>Amendment to SVS Terms and conditions</p> <p>Q. to amend the Special Voting Shares' terms and conditions with effect from and conditional upon the Governance Effective Time;</p> <p>Special dividend</p> <p>R. to approve the special dividend to be paid in cash, including in United States Dollars, in connection with the Combination; and</p> <p>Conversion of warrants</p> <p>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 per the Effective Time, as further set out in the Merger Proposal.</p>					
3. PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION TO INCREASE AND, SUBSEQUENTLY, DECREASE THE COMBINED COMPANY'S ISSUED SHARE CAPITAL			For	Against	Abstain
<p>Capital increase</p> <p>A. to amend the Articles of Association to increase the nominal value of the FCA Common Shares; and</p> <p>Capital decrease</p> <p>B. to amend the Articles of Association to decrease the nominal value of the FCA Common Shares.</p>					

SIGNATURE