



FIAT CHRYSLER AUTOMOBILES

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

PRESS RELEASE

### **FCA completes the sale of 1.17% of CNHI's common shares**

Fiat Chrysler Automobiles N.V. (NYSE: FCAU / MTA: FCA) ("**FCA**") announced today that it has successfully completed the placement of 15,948,275 common shares of CNH Industrial N.V. ("**CNHI**"), representing 1.17% of CNHI's common shares (the "**Placement**").

The total consideration of the Placement amounted to 144.3 million euro.

The Placement, carried out through an accelerated bookbuilding procedure directed to certain institutional investors, was priced at 9.05 euro per share.

Settlement of the sale will take place on 21 March 2017 by delivery of the common shares to investors and payment of the consideration to FCA.

FCA engaged Société Générale Corporate & Investment Banking as Sole Bookrunner for the sale.

Following the settlement of the sale, FCA holds no residual shares in CNHI.

London, 16 March 2017

*This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia), Canada, South Africa, Australia or Japan or any other jurisdiction where such an announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or pursuant to an available exemption therefrom. Neither this document nor the information contained herein constitutes or forms part of an offer to sell, or the solicitation of an offer to buy, securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction.*

*In member states of the European Economic Area ("EEA") which have implemented the Prospectus Directive (each, a "Relevant Member State"), this announcement and any offer if carried out subsequently is made exclusively pursuant to Article 3, paragraph 2 of the Prospectus Directive. For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC, as further amended and implemented. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it.*

For further information:

tel.: +39 (011) 00 63088

Email: [mediarelations@fcagroup.com](mailto:mediarelations@fcagroup.com)

[www.fcagroup.com](http://www.fcagroup.com)



FIAT CHRYSLER AUTOMOBILES

PRESS RELEASE

*In Italy, the offer and sale of the Shares (as defined below) is carried out pursuant to Article 100 of the Legislative Decree of February 24, 1998, No. 58, as amended, as implemented by Article 34-ter, paragraph 1, of Consob Regulation No. 11971 of May 14, 1999, as amended (the "Issuers' Regulation"), provided that, with respect to qualified investors as defined therein, such qualified investors will act in their own account and not as depositaries or nominees for other shareholders or third parties, but in any event excluding (i) small and medium enterprises and natural persons indicated in the Issuers' Regulation which have not been included in the Issuers' register of qualified investors, (ii) management companies and financial intermediaries authorized to manage individual portfolios on behalf of third parties and (iii) fiduciary companies managing portfolio investments regulated by Article 60, paragraph 4, of Legislative Decree No. 415 of July 23, 1996.*

*This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.*

*This announcement has been issued by and is the sole responsibility of Fiat Chrysler Automobiles N.V. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Société Générale Corporate & Investment Banking (the "Bookrunner") or by any of its affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.*

*In connection with the offering of the shares of CNH Industrial N.V. (the "Shares"), the Bookrunner and any of its affiliates acting as an investor for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition the Bookrunner or its affiliates may enter into financing arrangements and swaps with investors in connection with which the Bookrunner (or its affiliates) may from time to time acquire, hold or dispose of Shares. The Bookrunner does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.*

*The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Shares. Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to the Shares (which has not been independently verified by the Bookrunner).*

*The Bookrunner is acting on behalf of Fiat Chrysler Automobiles N.V. and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to clients of the Bookrunner nor for providing advice in relation to any offering of the Shares.*

*This communication and any subsequent offer of securities may be restricted by law in certain jurisdictions and persons receiving this communication or any subsequent offer should inform themselves about and observe any such restriction and must not under any circumstances forward this communication to any other person. Failure to comply with such restrictions may violate securities laws of any such jurisdiction.*