

**FIAT CHRYSLER AUTOMOBILES N.V.  
PROFILE OF NON-EXECUTIVE DIRECTORS**

**1 Introduction**

- 1.1 Fiat Chrysler Automobiles N.V. (FCA) designs, engineers, manufactures and sells passenger cars, light commercial vehicles, components and production systems worldwide. FCA is an international auto group engaged in industrial activities in the automotive sector through companies located in 40 countries and has commercial relationships with customers in approximately 150 countries.
- 1.2 The board of directors of FCA is responsible for the management and the general course of affairs of the company and the business connected with it. Pursuant to its articles of association, FCA has a one-tier board of directors, consisting of at least three directors, and comprising both executive and non-executive directors. The majority of the directors shall consist of non-executive directors. The role of the non-executive directors is to supervise the policies of the executive directors and the general affairs of FCA and its affiliated enterprise, as well as to assist the executive directors by providing advice.
- 1.3 In respect of the composition of the FCA board of directors, the following profile has been adopted. From time to time this profile will be evaluated and checked against strategic changes and economic, social and other relevant developments and, if necessary, based thereon amended. The purpose of this profile is to provide a guide to the membership and work of the non-executive directors of FCA.

**2 Profile**

- 2.1 The FCA board of directors shall be composed in such manner that its composition reflects an adequate mix of technical abilities, professional background and experience, both general and specific, gained in an international environment and pertaining to the dynamics of the macro-economy and globalization of markets, more generally, as well as the industrial and financial sectors, more specifically. The size and composition of the FCA board of directors also allows for a mix of skills and experience that is adequate in terms of the size of FCA and the FCA group, as well as the complexity and specific characteristics of the sectors in which the FCA group operates and the geographic distribution of its businesses.
- 2.2 FCA non-executive directors are selected and recommended according to the following selection criteria:
- (a) background/education/training/degrees;
  - (b) (international) experience;
  - (c) skills;
  - (d) nationality
  - (e) age and gender; and

(f) diversity.

2.3 In selecting and nominating new non-executive directors, FCA shall ensure that such new directors complement the knowledge and experience of the other non-executive directors. In selecting and nominating new non-executive directors, FCA shall also ensure that the diversity policy of the board of directors of FCA is taken into account. Each non-executive director has to be capable of assessing the broad outline of the overall policy of FCA.

2.4 The board of directors of FCA will from time to time designate the non-executive director of FCA who is considered a financial expert as referred to in Section 2(3) of the Dutch Decree on the Establishment of an audit committee (i.e. a financial expert with relevant knowledge and experience of financial administration and accounting).

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