



FIAT CHRYSLER AUTOMOBILES

EXTRAORDINARY
GENERAL MEETING
7 SEPTEMBER 2018

**AGENDA AND
EXPLANATORY NOTES**

AGENDA

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF FIAT CHRYSLER AUTOMOBILES N.V.
TO BE HELD ON FRIDAY, 7 SEPTEMBER 2018 AT 9:00 A.M. CEST
AT THE OFFICES OF LOYENS & LOEFF AT FRED.
ROESKESTRAAT 100, 1076 ED AMSTERDAM, THE
NETHERLANDS.

1. OPENING

2. APPOINTMENT OF MICHAEL MANLEY AS EXECUTIVE DIRECTOR (*VOTING*)

3. CLOSE OF MEETING

EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairperson of the meeting will open the Extraordinary General Meeting of Shareholders.

Item 2: Appointment of Michael Manley as executive director

Following fourteen years of enlightened leadership Mr. Marchionne passed away on July 25 2018. He had been an outstanding leader and a unique point of reference of the Company. The Company expresses its gratitude again for Mr. Marchionne's invaluable contribution.

The Company is now required to appoint a new executive director and the Board of Directors proposes that Michael Manley will be appointed as executive director.

Article 14 paragraph 3 of the articles of association of the Company determines that the term of office of an executive director will expire on the day the first Annual General Meeting of Shareholders is held in the following calendar year. The term of office of Michael Manley will therefore expire at the day on which the 2019 Annual General Meeting of Shareholders will be held.

The relevant biographical details and curriculum vitae of Michael Manley are available for inspection at the offices of the Company as well as on the Company's website (www.fcagroup.com).

Item 3: Close of meeting

The chairperson of the meeting will close the Extraordinary General Meeting of Shareholders. Final greetings.

Fiat Chrysler Automobiles N.V.

27 July 2018

WE ARE NOT ASKING FOR YOUR PROXY. THIS IS NOT A PROXY STATEMENT NOR A SOLICITATION OF PROXIES. THE COMMON SHARES AND SPECIAL VOTING SHARES OF FIAT CHRYSLER AUTOMOBILES N.V. ARE EXEMPT FROM THE PROXY RULES OF THE UNITED STATES SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.