



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**) is convened at 9:00 a.m. CEST on Friday, 7 September 2018, at the offices of Loyens & Loeff at Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands. The language of the meeting shall be English. The EGM is convened to discuss and decide on the following:

AGENDA

1. OPENING

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

3. CLOSE OF MEETING

EGM DOCUMENTATION

The EGM documentation:

- the Agenda and explanatory notes to the Agenda and information about Michael Manley whose appointment has been proposed as member of the Company's board of directors (the **Board of Directors**),
- statement of the total number of outstanding shares and voting rights at the date of this notice,
- proxy forms for shareholders,
- instructions and documents for participation and voting at the EGM

is available on the Company's website ([www.fcagroup.com/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/Stock_Info&Shareholder_Corner/Shareholder_Meetings)). 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.

PARTICIPATION AND RECORD DATE

Shareholders can hold Company shares in four ways:

- 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**);
- 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**);
- shareholders holding common shares on an intermediary account with a participant in the Monte Titoli system (the **Monte Titoli Participant Account**);
- shareholders holding common shares on an 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 (which for the purposes of this notice include holders of a Dutch law right of usufruct), must (i) be registered as of 10 August 2018 (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**).

ATTENDANCE AND 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 another person the right to attend and vote their shares at the EGM in accordance with their instructions. The proxy form will also be available on the Company's website ([www.fcagroup.com/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/StockInfo&ShareholderCorner/ShareholderMeetings)).

Loyalty Shareholders and/or Registered Shareholders, will be entitled to attend the EGM (either in person or by proxy, please note proxy instructions below) if they have notified the relevant EGM Agent by 11:00 p.m. CEST on 31 August 2018 of their attendance in writing or electronically (contact details at the end of this announcement).

Shareholders holding common shares in a Monte Titoli Participant Account

Shareholders holding common shares in a Monte Titoli Participant Account who wish to attend the EGM (either in person or 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 attendance requests no later than 11:00 p.m. CEST on 31 August 2018 to Computershare S.p.A.

If these shareholders request to attend the EGM (either in person or by proxy), they will receive an attendance card issued in their name (the **Attendance Card**). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the EGM to enter the EGM. For this purpose the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the EGM in accordance with their instructions. Prior to the EGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located 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/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/Stock%20Info&Shareholder%20Corner/Shareholder%20Meetings)).

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 and/or attend the EGM, they will need to follow the directions provided by their Intermediary.

Representation by proxy

Subject to compliance with the above provisions, shareholders can attend and vote at the EGM in person or by proxy. 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 11:00 p.m. CEST on 31 August 2018 in writing or electronically pursuant to instructions contained in the proxy forms.

Identification

Persons entitled to attend the EGM will be required to show a valid identity document at the registration desk prior to admission to the EGM.

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 30170

College Station, TX 77842-3170

Web.queries@computershare.com

Overnight correspondence should be sent to:

Computershare

211 Quality Circle, Suite 210

College Station, TX 77845

Fiat Chrysler Automobiles N.V.

27 July 2018