

NOTICE OF THE ANNUAL GENERAL MEETING

A notice has been published on the website of Fiat Chrysler Automobiles N.V. (the "Company" or "FCA") calling the Annual General Meeting of Shareholders ("AGM") for 12:00 CET on Thursday, April 16, 2015 at the Hotel Sofitel Legend The Grand Amsterdam, Oudezijds Voorburgwal 197, 1012 EX, Amsterdam (the Netherlands). The AGM, to be held in English, has been convened to discuss and decide on the following

Agenda:

1. **Opening**
2. **Annual Report 2014**
 - a. Report of the Board for the financial year 2014 (discussion)
 - b. Implementation of the remuneration policy in 2014 (discussion)
 - c. Policy on additions to reserves and on dividends (discussion)
 - d. Adoption of the 2014 Annual Accounts (voting)
 - e. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2014 (voting)
3. **Re-Appointment of the Executive Directors**
 - a. Re-appointment of John Elkann (voting)
 - b. Re-appointment of Sergio Marchionne (voting)
4. **Re-Appointment of the Non Executive Directors**
 - a. Re-appointment of Ronald L. Thompson (voting)
 - b. Re-appointment of Andrea Agnelli (voting)
 - c. Re-appointment of Tiberio Brandolini d'Adda (voting)
 - d. Re-appointment of Glenn Earle (voting)
 - e. Re-appointment of Valerie A. Mars (voting)
 - f. Re-appointment of Ruth J. Simmons (voting)
 - g. Re-appointment of Patience Wheatcroft (voting)
 - h. Re-appointment of Stephen M. Wolf (voting)
 - i. Re-appointment of Ermenegildo Zegna (voting)
5. **Appointment of Independent Auditor**

Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the company (voting)
6. **Remuneration for the Executive and Non Executive Directors**
 - a. Adoption of the remuneration policy for the executive directors and the non-executive directors (voting)
 - b. Approval of awards to executive directors (voting)
7. **Delegation to the Board of the Authority to acquire common shares in the capital of the Company (Voting)**
8. **Close of meeting**

AGM Documentation

The AGM notice and documentation are available on the Company's website (www.fcagroup.com/Investors/Stock and Shareholder Corner/Shareholder Meetings) and at the Company's offices at 25 St. James Street, London, SW1A 1HA (United Kingdom). Shareholders and other persons entitled to attend the AGM may request free copies of all relevant documents.

Attendance and voting

Under Dutch law and the Company's Articles of Association, to be eligible to attend the AGM shareholders must hold the right to vote on **March 19, 2015 (record date)** and be registered in the AGM Register established for that purpose by the Board of Directors.

Complete information and instructions for attendance and voting at the AGM, including by proxy, are provided in the AGM notice and summarized below.

Shareholders registered in the loyalty register and registered shareholders will receive all necessary information and documentation, including proxy forms, from the agents designated by the Company (Computershare S.p.A. and Computershare Trust Co. NA).

Shareholders whose **shares are held in an intermediary account with a participant in the Monte Titoli clearing system** will have to instruct their intermediaries to request registration in the AGM Register and obtain the Attendance Card. Intermediaries must submit attendance requests to Computershare S.p.A. no later than 11:00 p.m. CET on April 9, 2015.

The deadline for conferral of proxy to Computershare S.p.A. is April 9, 2015 by 11:00 p.m. CET, using the proxy form provided on the Company's website. The above shareholders can also cast their vote in advance of the AGM following the online procedure detailed on the Company's website (www.fcagroup.com/Investors/Stock and Shareholder Corner/Shareholder Meetings).

The above shareholders registering to attend the AGM (either in person or by proxy) will receive, as previously mentioned, the Attendance Card issued in their name that will serve as admission certificate for the shareholder or his/her proxy. To designate a proxy, shareholders should complete the appropriate section of the Attendance Card.

Shareholders whose shares are held in a **bank, brokerage or intermediary account with a participant in DTC clearing system** will need to follow the instructions provided by the bank or brokerage firm in order to vote their shares and/or attend the AGM.

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