



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See Attachment](#)

Blank lined area for listing Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ [See Attachment](#)

Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See Attachment](#)

Blank lined area for providing other information necessary for the adjustment.

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Daniel W. Devine* Date ▶ FEBRUARY 5, 2016

Print your name ▶ Daniel W. Devine Title ▶ Vice President - Tax

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**INTERNAL REVENUE SERVICE  
ATTACHMENT TO FORM 8937**

Below is information per Form 8937 Part I and Part II completed and published by Fiat Chrysler Automobiles N.V. ("FCA") in February 2016.

***Box 10 – CUSIP Number & Box 12 – Ticker Symbol:***

FCA common shares

For common shares traded on the New York Stock Exchange (the "NYSE"):

CUSIP: N31738 102

NYSE Ticker Symbol: FCAU

For common shares traded on the *Mercato Telematico Azionario* (the "MTA") managed by the Borsa Italiana (the "BIT"):

ISIN: NL0010877643

BIT Ticker Symbol: FCA

FCA MCSs

CUSIP: N31738 110

NYSE Ticker Symbol: FCAM

FCA special voting shares

[CUSIP]/[ISIN]: [●]/[N/A]

Ticker Symbol: N/A

**Box 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:**

The separation of the Ferrari business from the FCA group, including the distribution of FCA's remaining interest in the Ferrari business to FCA's shareholders and MCS holders (the "spin-off"), was completed on January 3, 2016.

Pursuant to the spin-off, FCA shareholders received one common share of Ferrari N.V. (formerly FE New N.V.) ("Ferrari") for every 10 FCA common shares held. In addition, holders of FCA mandatory convertible securities ("MCSs") received 0.77369 common shares of Ferrari for each MCS unit of \$100 in notional amount.

The Ferrari common shares outstanding following the spin-off were 188,923,499, while the issued common shares in the capital of Ferrari were 193,923,499 (the issued share capital includes additional 5,000,000 common shares that are not outstanding and are retained in the treasury of the company. These shares are not traded nor voted and are therefore not considered to be “outstanding”). In addition FCA shareholders participating in the company’s loyalty voting program received one special voting share of Ferrari for every 10 special voting shares of FCA held. The Ferrari special voting shares issued and outstanding as of completion of the spin-off were 56,497,618. Special voting shares are not listed and cannot be traded.

Ferrari common shares will continue to trade on the NYSE under the RACE ticker symbol, but from January 4, 2016, the shares are trading under the new CUSIP N3167Y 103. Ferrari common shares commenced trading on the MTA on January 4, 2016, under the RACE ticker symbol and the ISIN code NL0011585146.

**Box 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:**

FCA believes that it is appropriate for FCA common shareholders to allocate 34.4%% of pre-spin-off basis in FCA common shares to Ferrari common shares received in respect of such FCA common shares and 65.6%% to such FCA common shares.

FCA believes that it is appropriate for FCA MCS holders to allocate 30.6% of pre-spin-off basis in FCA MCSs to Ferrari common shares received in respect of such FCA MCSs and 69.4% to such FCA MCSs.

FCA believes and intends to take the position that the fair market value of each FCA and Ferrari special voting share is, and at all times since issuance has been minimal. Accordingly, the amount of any pre-spin-off basis in FCA special voting shares allocable between the FCA special voting shares and Ferrari special voting shares is expected be minimal. However, because the fair market value of the special voting shares is factual and is not governed by any guidance that directly addresses such a situation, the IRS could assert that such expectation is incorrect. Holders of FCA and Ferrari special voting shares are urged to consult their own tax advisors regarding their basis in the special voting shares.

U.S. holders that acquired blocks of FCA common shares, MCS, and/or special voting shares at different times or at different prices should consult their own tax advisors regarding the allocation of their aggregate adjusted tax basis among the Ferrari common shares and/or special voting shares received in the spin-off.

**Box 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:**

The allocation of the pre-spin-off US tax basis in FCA and Ferrari common shares is based on the volume weighted average prices (“VWAP”) on the NYSE of \$8.9894 and \$47.1287, respectively, on January 4, 2016 (i.e., the day after the spin-off).

As noted above, FCA shareholders received 1 Ferrari common share for every 10 FCA common shares held at the record date. Therefore, the value of Ferrari common shares received per FCA common share is \$4.7129 (one-tenth of \$47.1287), and the aggregate value following the spin-off of an FCA common share plus Ferrari common shares received per FCA common share is \$13.7023 (i.e., \$8.9894 plus \$4.7129). Accordingly, as noted in Box 15 above, FCA believes that pre-spin-off US tax basis in FCA common shares is appropriately allocated 34.4% to Ferrari common shares received in respect of the FCA common shares and 65.6% to such FCA common shares.

The allocation of the pre-spin-off US tax basis in FCA MCSs and Ferrari common shares is based on the volume weighted average prices ("VWAP") on the NYSE of \$82.7767 and \$47.1287, respectively, on January 4, 2016 (i.e., the day after the spin-off). As noted above, FCA MCS holders received 0.77369 Ferrari common shares for every FCA MCS held at the record date. Therefore, the value of Ferrari common shares received per FCA MCS is \$36.463 (\$47.1287 multiplied by 0.77369), and the aggregate value following the spin-off of an FCA MCS plus Ferrari common shares received per MCS is \$119.2397 (i.e., \$82.7767 plus \$36.463). Accordingly, as noted in Box 15 above, FCA believes that pre-spin-off US tax basis in FCA MCSs is appropriately allocated 30.6% to Ferrari common shares received in respect of the FCA MCSs and 69.4% to such FCA MCSs.

**Box 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:**

Among other relevant provisions, the tax treatment of the spin-off is based on Internal Revenue Code Sections 301, 316, 355(a), 356(b), 358(a)-(b), 368(a), and 1001, and Treasury Regulations Sections 1.358-1 and 1.358-2.

**Box 18 – Can any resulting loss be recognized:**

No loss may be recognized by a holder of FCA common shares, MCSs, and/or special voting shares upon receipt of Ferrari common shares and/or special voting shares, except for possible loss recognized in connection with cash received in lieu of a fractional share.

**Box 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year:**

The allocation of basis would be taken into account in the taxable year of the holder during which the spin-off occurred (e.g., 2016 of calendar year taxpayers).

The U.S. federal income tax consequences of the spin-off are complex and uncertain. Further, the information provided herein is only a brief summary of certain expected U.S. federal income tax consequences of the spin-off.

For a more detailed description of the U.S. federal income tax consequences of the spin-off and a description of certain possible alternative characterizations see “Questions and Answers Regarding the Ferrari Spin-Off” available on the FCA website at [www.fcagroup.com](http://www.fcagroup.com) under the Investors section.

This information provided herein is not intended as tax advice. Holders of FCA common shares, MCSs, and/or special voting shares receiving Ferrari common shares and/or special voting shares in the spin-off are urged to consult their tax advisors as to the specific tax consequences to them of the spin-off under applicable tax laws.

Additional information on Ferrari and the separation can be found in:

- The Form F-1 Registration Statement by Ferrari N.V. (formerly New Business Netherlands N.V.) initially filed with the Securities and Exchange Commission on July 23, 2015, as amended.
- The listing of Ferrari shares on the MTA, Ferrari published a listing prospectus on January 3, 2016, the spin-off date, which is available on the FCA website at [www.fcagroup.com](http://www.fcagroup.com) under the Investors section.