

This document has been translated into English for the convenience of international readers.

The original Italian is the authoritative version.

Resolution proposal

The shareholders' meeting of

"Fiat S.p.A.",

resolves

1) to approve the common cross-border merger plan relating to the merger by absorption of "Fiat S.p.A." with and into its wholly-owned subsidiary "Fiat Investments N.V.", (which will - upon effectiveness of the merger - be renamed "Fiat Chrysler Automobiles N.V."), having its official seat in Amsterdam (Netherlands) and its principal executive offices at 240 Bath Road, SL1 4DX, Slough (United Kingdom), registered with the trade register of the Amsterdam (Netherlands) Chamber of Commerce under number no. 60372958, which, as a result of the merger:

a) will increase its share capital by a maximum amount of up to euro 12,509,557.73 (twelve million five hundred nine thousand five hundred fifty-seven/73), by issuing a maximum number of 1,250,955,773 (one billion two hundred fifty million nine hundred fifty five thousand seven hundred seventy-three) new common shares having

a nominal value of euro 0.01 (one euro cent) each, having right to 2014 dividends, if any, and an additional amount up to a maximum of euro 90,138.75 (ninety thousand one hundred thirty-eight/75) and a maximum number of 9,013,875 (nine million thirteen thousand eight hundred seventy-five) shares in relation to the potential fulfillment, total or partial, of the share capital increase of the absorbed company resolved on November 3, 2006, to assign, in dematerialized form, to the shareholders of the absorbed company, other than the company itself, applying an exchange ratio of 1 (one) new share for each share owned at the merger effective date, without cash adjustment and without prejudice to the cash exit right pursuant to articles 2437, paragraph 1 letter c) and 2437 quinquies of the Italian Civil Code and article 5 of Italian Legislative Decree 108/2008,

b) will issue special voting shares with a nominal value of euro 0.01 (one euro cent), up to a maximum number equal to the ordinary shares issued by the company, to be allocated to the shareholders of the absorbed company, other than the company itself, who are qualified shareholders having validly request to receive such special voting right shares, which are not part of the exchange ratio, in addition to common

shares;

2) to establish that the merger by absorption of "Fiat S.p.A." with and into its wholly-owned subsidiary "Fiat Chrysler Automobiles N.V." and the payment of the cash exit rights referred to under no. 1) above shall occur only if, before the execution of the merger deed, the conditions precedent set forth under Section 17 of the common merger plan - published pursuant to the applicable laws and regulations together with the relevant documentation - have been satisfied (or waived, to the extent permitted by applicable laws)

3) to grant to the current members of the Board of Directors, severally and not jointly, having the power and authority to appoint special attorneys to this end, with all the other necessary powers in order to execute the merger, in accordance with the applicable laws and the contents of the above mentioned common merger plan, with the power and authority - in particular - to verify and ascertain the satisfaction or the waiver (to the extent permitted by applicable laws) of each condition precedent referred to under the common merger plan and to issue and sign deeds and statements with respect to this satisfaction, to establish the effects of the transaction, to execute and sign deeds and documents in general and to carry out everything is deemed

necessary or even only appropriate in order to properly
complete the transaction.