FIAT CHRYSLER AUTOMOBILES N.V.

ANNUAL GENERAL MEETING

Address from CEO

Mike Manley

Amsterdam, 26 June 2020 – 3:00 p.m.

Thank you, Mr. Chairman, and good afternoon Shareholders.

As John mentioned in his opening remarks, we are holding this AGM in unusual circumstances that none of us could have reasonably predicted even a short time ago.

Before I give an overview of our 2019 operating results, I want to provide you an update on our actions taken to address the COVID-19 pandemic and what we have done to ensure the continuity of our business in the face of this crisis.

It is often said that times of crisis reveal the true character of an organization and its people.

I cannot praise enough the level of commitment, solidarity, determination and effort exhibited by everybody in our company during these months to help our local communities and support first responders and healthcare workers.

The extraordinary way our employees have mobilized has proven, once again, that the FCA family is capable of applying its ingenuity to any situation. And as always, they make me proud to be part of this team.

Here are just a few examples of what we've been doing:

- In China, when the virus first hit, FCA sourced and donated 500,000 masks, and our China JV donated vehicles and medical materials to local non-profits and hospitals.

- In Italy, our engineering and manufacturing teams have been working with Siare Engineering, the only domestic producer of ventilators, to significantly increase their output. Daily production capacity has increased from 10 to 75 units per day, reaching over 3,000 units delivered to health organizations since March. We also made a fleet of 300 Fiat and Jeep vehicles available to the Italian Red Cross for distribution of food and medicine across the country, and provided several ambulances based on the Fiat Ducato.
- In North America, we are working with non-profit organizations to provide food to those in need and to date we have provided more than 4.2 million meals, including more than 2 million exclusively for children who normally would have access to school lunches. We have also donated more than 3.2 million face masks to healthcare workers and first responders throughout North America.
- In Brazil, we built two field hospitals in record time for low income families, adding some 220 beds to the public health system. We also built a 100-bed field hospital in Argentina. We are repairing ventilators from public hospitals in Brazil and supporting local manufacturers to help increase national production almost 10-fold.

As you know during this period we had to stop production across all of our manufacturing sites.

During the pause in production, we have been working to identify and implement best practices at the global level, reconfiguring work stations, offices and common areas, and expanding our already extensive cleaning protocols.

Far from being a simple on/off switch, our reopening has been a gradual and responsible process, with the safety and well-being of our employees always remaining at the forefront of our approach.

As of this week, most of our plants are back up and running in all regions, under a comprehensive, multi-layered program of health and safety protocols.

Along with the restart of production, most of our dealer network is open for sales in all regions, with the remaining locations expected to be back in business soon, as lockdown restrictions are gradually eased across the world.

Given the unprecedented nature of this event, we have taken quick actions to safeguard the earnings power of the company and preserve cash.

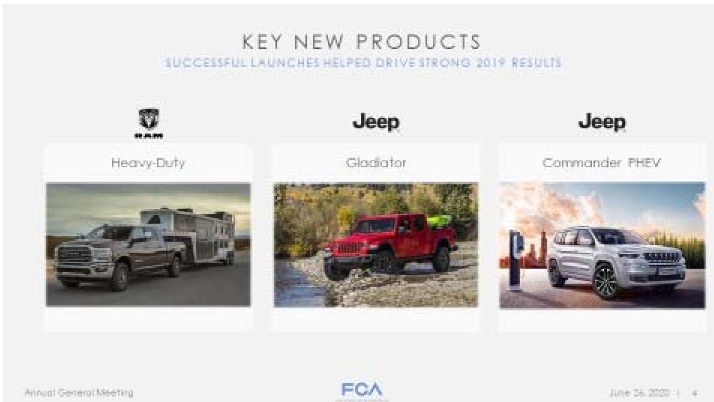
We went into this crisis with a very strong balance sheet, and despite the significant cash outflows, we further strengthened our liquidity with:

- The addition of a new €3.5 billion bridge credit facility syndicated in April, and
- A new €6.3 billion credit facility we signed earlier this week, dedicated to our operations in Italy.

These past few months have put our resilience and our spirit to the test, but, at the same time, have been an incredible learning experience for our company and for all of us as individuals.

The way we have collectively risen to these challenge tells me that, despite the testing months that still lie ahead, we will come out of this stronger than ever.

Now, let me turn to a summary of our 2019 performance, starting with our new products.



During the year, we strengthened our product portfolio with several key launches, including:

- The all-new Ram Heavy Duty truck, which was awarded Motor Trend's 2020 Truck of the Year, on the back of the all-new Ram Light Duty winning the previous edition of the award.
- The all-new Jeep Gladiator, which was named 2020 North American Truck of the Year and marked the brand's return to the pickup truck market; and
- The all-new Jeep Commander PHEV, which was developed for the China market and is the first electrified vehicle in the global Jeep family. This also represents Jeep's entry into China's rapidly-growing New Energy Vehicle market.

2019 was an important year for our company. Not only did we deliver strong financial results, but we also took a number of actions designed to position FCA for sustainable success in the future.

Adjusted EBIT for the year came in at €6.7 billion, with margin at 6.2%.

North America continued to be a standout for the Group, achieving another year of record results, with Latin America also delivering higher year-over-year profitability.

In the U.S., the Ram brand reached a new sales record, and, for the first time, became the Number 2 ranked brand in the highly profitable large pickup truck segment.

Among the other highlights of the year:

- We finalized the sale of Magneti Marelli, which not only significantly strengthened our balance sheet, but also allowed the Group to distribute a €2 billion extraordinary dividend to our shareholders.
- We strengthened our network of partnerships to develop e-mobility solutions for electric vehicles by executing agreements with Enel X and Engie Group in Europe, for both home charging stations and public charging networks.

- With a focus on improving our efficiency and speed to market, we streamlined our Global Product Development team by bringing together vehicle and powertrain engineering under a single, global organization.

During 2019 we also committed to key projects that are fundamental to our future, and will further strengthen our business in the years ahead.

- In the United States, we announced $4.5 billion of investments to expand the capacity of our facilities in Michigan and build a new state-of-the-art plant in Detroit. It's a commitment that will add 6,500 new jobs and will increase our overall capacity in Michigan by over 40%.
- In Brazil, we have started a significant new investment cycle of R$16 billion (approximately €3.4 billion), which will see a renewed product line-up for the Fiat and Jeep brands and add a new state-of-the-art flex-fuel engine plant, which will become the largest powertrain hub in Latin America.
- This is in addition to the €5 billion plan we are executing in Italy, centered around electrification, with key new products and a new Battery Hub located inside our historic Mirafiori complex in Turin, that will assemble batteries for our growing line-up of electric models.

Last but not least, the agreement we reached with PSA for a 50/50 merger was the most significant action taken during 2019 for the evolution of our company.

Now for the benefit of our shareholders, I would like to show you a brief video which will provide you with additional insights into PSA.

[VIDEO SHOWN]

The combination of FCA and PSA will create the world's fourth largest OEM by volume.

Together, we will have a more balanced and profitable global footprint with among the highest margins in our core markets of Europe, North America and Latin America, and the opportunity to reshape the strategy in other regions.

We will also have a strong combined balance sheet with significant financial flexibility to invest in new technologies and a more diversified and less volatile earnings profile.

The merged entity will have a highly complementary iconic brand portfolio, covering all key segments and will benefit from pooled capabilities in key technologies.

By becoming one single group, we will be able to generate significant value, delivering approximately €3.7 billion in estimated annual run-rate synergies. These synergies will be derived primarily from sharing vehicle platforms, powertrains, technologies and enhanced purchasing power.

The future entity will also benefit from a combined management team with a successful track record in combining OEMs with diverse corporate cultures, as well as a proven ability to extract synergies and effectively integrate businesses.

In the past days, the European Commission has initiated a Phase II review of the merger project with a focus on the Light Commercial Vehicle business in Europe. This review is not expected to delay our timetable to completion, and both companies will continue to engage with the European Commission in the same constructive spirit that has defined our proposal from the outset.

Preparations for the merger are advancing well and on schedule. Antitrust approvals have already been granted in a number of jurisdictions, including the U.S., China, Japan and Russia.

And let me end this slide by reaffirming our shared objective to close the transaction by the end of the first quarter of 2021 and in the meantime, we will maintain our focus on the flawless delivery of our commitments.

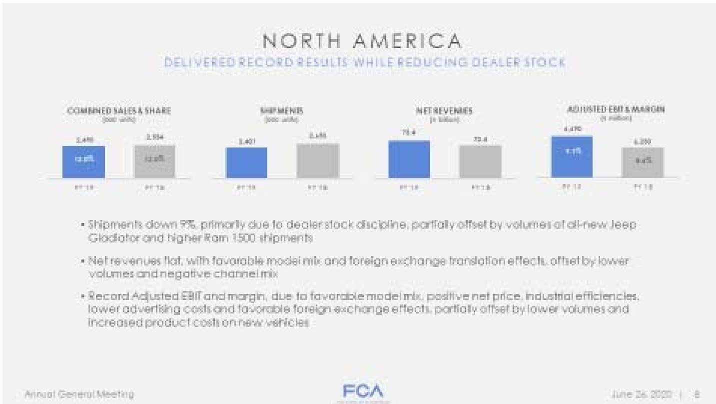
Now, let’s turn to the 2019 financial highlights.

FCA closed the year with another **strong performance**.

Our worldwide combined shipments were 4.4 million units with Net revenues of €108.2 billion.

As I mentioned earlier, we delivered an Adjusted EBIT of €6.7 billion, with margin improving by 10 basis points to 6.2%, and our Adjusted net profit totaled €4.3 billion.

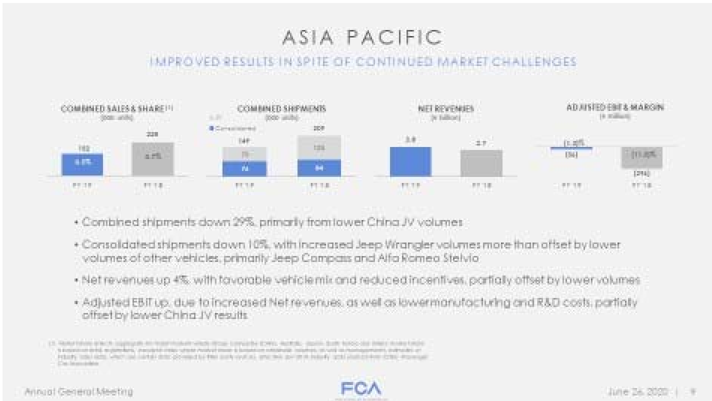
We also generated strong Industrial free cash flows of €2.1 billion and our liquidity remained strong, increasing by €2 billion to just over €23 billion at year-end.



From a regional perspective, North America had another strong year, with sales of 2.5 million vehicles and a market share of 12%, – both substantially flat compared to the previous year.

Despite actions taken to address dealer stock levels and the resulting decrease in our shipments year over year, we posted record results in the region for the 5th consecutive year.

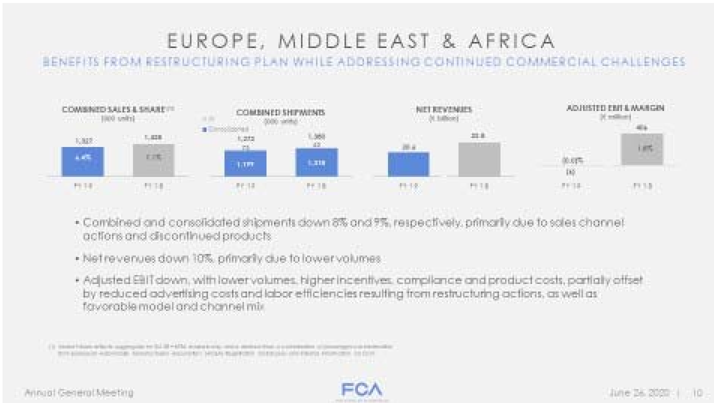
Adjusted EBIT was up 7% at €6.7 billion, with margin up 50 basis points to 9.1%.



Results in APAC significantly improved, despite continued market challenges, particularly in China.

Combined sales were down 33% to 152 thousand units, primarily due to lower volumes from our joint venture in China. Consolidated shipments were down 10% to 76 thousand units, while Net revenues were up 4%.

Adjusted EBIT showed a loss of €36 million, significantly reduced from the previous year, when we reported a loss of €296 million, mainly due to improved vehicle mix and net pricing, along with lower industrial costs, partially offset by reduced volumes and lower JV results.



In EMEA, performance was impacted by several factors, including continued commercial challenges and the age of our product portfolio in the region.

Consolidated shipments were down 9%, with Net revenues down 10% to €20.6 billion.

Adjusted EBIT declined approximately €400 million year over year to near breakeven primarily due to lower volumes, higher incentives, and increased compliance and product costs, partially offset by reduced advertising, labor efficiencies from our prior restructuring actions and favorable model and channel mix.

However, during 2019, we took actions to invest in EMEA and improve future operating performance. We streamlined headcount and further reduced our cost-base in the region. We also continued our focus on moving away from low-margin sales channels.

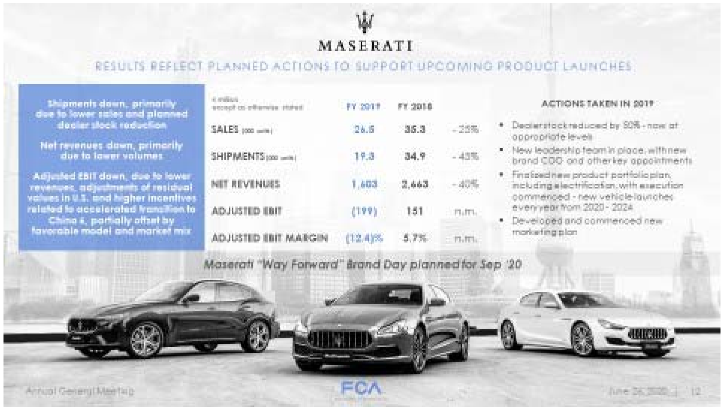
Finally, we announced significant investments in key new products, which will go a long way towards renewing our product portfolio and improving our competitiveness.

In LATAM we delivered another year of strong results and our sales continued to outpace the industry, driven by fresh products in key segments and industrial discipline from the team.

Sales were up 2%, while the industry was down 6%, and our market share in the region improved by 110 basis point to 13.9%.

In Brazil, we regained overall market leadership, while retaining our leading position in key segments such as SUVs, pickups and light commercial vehicles.

Net revenues for the region were up 4% to €8.5 billion and, despite the continuing challenging market conditions in Argentina, Adjusted EBIT was up 40% to €501 million, with margin increasing by 150 basis points to 5.9%.



Moving on to Maserati, 2019 was a challenging year and the lower year-over-year results reflect the impact of important actions we took to re-position the business.

As planned, we reduced dealer stock levels by 50% during the year, driving a 45% reduction in shipments and a 40% decline in Net revenues. Global sales were down approximately 25% from the previous year.

Adjusted EBIT showed a loss of €199 million. Excluding the impact of the dealer inventory destocking, as well as the higher incentives in China related to the accelerated transition to China 6 and residual value adjustments in the U.S. that we recognized during the year, Maserati would have been substantially at breakeven in 2019.

During the year, a completely new management team was installed, with key talent recruited both internally and externally. We committed to key investments to renew and expand Maserati's product offering, with a regular cadence of new product launches, including a significant level of electrified powertrains, through 2024.

In September this year, the Maserati team will host a Maserati Day. The event will set out the future of the brand, introducing exciting new products, innovation plans and customization programs, starting with a supercharged reveal of the new Super Sports Car MC20 and the new 100% Maserati powertrain.

So, in summary, 2019 was another year of strong financial results and balance sheet strengthening. But much more than that, it was a year of decisive action to equip and energize FCA for the new era of mobility thanks to the Combination Agreement with PSA and the widening of our network of partnerships.

We committed to major investments in our future product portfolio, including, of course, a major shift into the high voltage electrified vehicles that will see us meet the increasingly stringent emissions and fuel efficiency regulations around the world. These are the investments that will sustain our positive market and profit momentum and enable us to continue delivering superior long-term shareholder value.

So to end, let's take a look at what we're doing this year to lay the foundation of our sustainable future.

Our purpose in this next era of sustainable mobility is to be at the forefront of breakthrough technologies, with innovative products and pioneering solutions.

Electrification is already at the core of our strategy and is growing significantly during 2020 with the addition of several new electrified options to our portfolio.

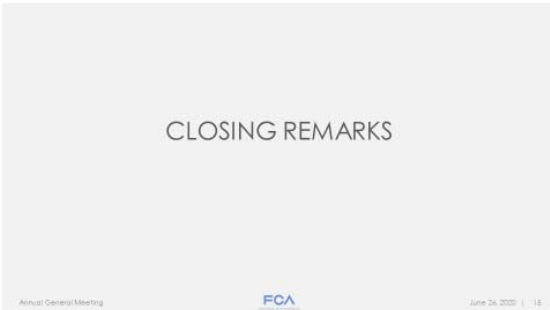
The all-new Fiat 500 full battery electric vehicle, whose first limited edition was launched in March, will be available in our European showrooms in September and combines a clean and sustainable soul with the unmistakable Fiat design and attention to detail.

The Ducato BEV - a full electric version of our segment leader in Europe and currently sold in more than 80 countries around the world – will become Fiat Professional's flagship for electric mobility and will be launched in Europe in October.

Jeep's electrification plan is well underway and all Jeep electrified vehicles will carry a new "4xe" badge, starting with the plug-in hybrid electric versions of the Renegade and Compass, which are leading the way for the brand's entry into the EV market in Europe. By the end of June/early July, both vehicles will be available for ordering in select European markets.

Also Jeep's icon, the Wrangler, will arrive on the market with a 4xe version that will be in the frontline of our electrification strategy in North America. We plan to globally reveal the all-new PHEV in the third quarter, and the vehicle will arrive in our showrooms in the U.S. by the end of the year and in Europe and China early next year.

So we're doing a lot and we also have a lot to look forward to.



In closing, I think it's important to say that we are fully aware that this pandemic and its impact are here for the foreseeable future and it has required us to rethink many aspects of our business.

Our experienced leadership team has navigated our company through more than one crisis in recent years, and we have always emerged stronger for it.

I firmly believe that as the market recovers, as it will, we will return to the positive momentum we were experiencing prior to this horrible pandemic.

We have a great portfolio of brands, a solid business plan, which includes a robust product pipeline, and an extraordinarily resilient culture – and these are the great strengths that FCA brings to the merger with PSA that will generate a whole new series of opportunities for us to work on to the benefit of our shareholders.

I would like to conclude by thanking everyone in the FCA organization for the flexibility, creativity and resilience they have demonstrated during these unprecedented times.

And I would also like to thank all of our shareholders for supporting the Group and its management.

With that, I'll hand you back to the Chairman.

* * *

SUPPLEMENTAL FINANCIAL MEASURES

FCA monitors its operations through the use of various supplemental financial measures. These and similar measures are widely used in the industry in which the Group operates, however, these financial measures may not be comparable to other similarly titled measures of other companies and are not intended to be substitutes for measures of financial performance as prepared in accordance with IFRS as issued by the IASB, as well as IFRS adopted by the European Union. Group management believes these supplemental financial measures provide comparable measures of its financial performance which then facilitate management's ability to identify operational trends, as well as make decisions regarding future spending, resource allocations and other operational decisions.

FCA's supplemental financial measures are defined as follows:

- Earnings before interest, taxes, depreciation and amortization ("EBITDA") is computed starting with net profit/(loss) and adding back net financial expenses, Tax expense/(benefit) and depreciation and amortization expense
- Adjusted earnings before interest and taxes ("Adjusted EBIT") excludes certain adjustments from net profit/(loss) from continuing operations including: gains/(losses) on the disposal of investments, restructuring, impairments, asset write-offs and unusual income/(expenses) that are considered rare or discrete events that are infrequent in nature, and also excludes net financial expenses and Tax expense/(benefit)
- Adjusted net profit is calculated as net profit/(loss) from continuing operations excluding post-tax impacts of the same items excluded from Adjusted EBIT, as well as financial income/(expenses) and tax income/(expenses) considered rare or discrete events that are infrequent in nature
- Adjusted diluted EPS is calculated by adjusting Diluted earnings/(loss) per share from continuing operations for the impact per share of the same items excluded from Adjusted net profit
- Industrial free cash flows is calculated as Cash flows from operating activities less: cash flows from operating activities from discontinued operations; cash flows from operating activities related to financial services, net of eliminations; investments in property, plant and equipment and intangible assets for industrial activities; adjusted for net intercompany payments between continuing operations and discontinued operations; and adjusted for discretionary pension contributions in excess of those required by the pension plans, net of tax. The timing of Industrial free cash flows may be affected by the timing of monetization of receivables and the payment of accounts payable, as well as changes in other components of working capital, which can vary from period to period due to, among other things, cash management initiatives and other factors, some of which may be outside of the Group's control

Annual General Meeting FCA June 26, 2020 | 17

RECONCILIATION OF NET PROFIT TO ADJUSTED EBIT

€ million

RESULTS FROM CONTINUING OPERATIONS	YEARS ENDED DEC 31 2019	DEC 31 2018
NET PROFIT FROM CONTINUING OPERATIONS	2,700	3,330
TAX EXPENSE	1,321	778
NET FINANCIAL EXPENSES	1,005	1,056
ADJUSTMENTS:		
IMPAIRMENT EXPENSE AND SUPPLIER OBLIGATIONS [1]	[illegible]	[illegible]
RESTRUCTURING COSTS, NET OF REVERSALS [2]	[illegible]	103
GAINS ON DISPOSAL OF INVESTMENTS	(15)	—
BRAZILIAN INDIRECT TAX – REVERSAL OF LIABILITY/RECOGNITION OF CREDITS [3]	[illegible]	(72)
COSTS FOR RECALL, NET OF RECOVERY – AIRBAG INFLATORS	—	114
PORT OF SAVONA (ITALY) FIRE AND FLOOD	—	40
CHARGE FOR U.S. DIESEL EMISSIONS MATTERS	—	748
EMPLOYEE BENEFITS SETTLEMENT LOSSES	—	92
NORTH AMERICA CAPACITY REALIGNMENT	—	(60)
CHINA INVENTORY IMPAIRMENT	—	129
RECOVERY OF COSTS FOR RECALL – CONTESTED WITH SUPPLIER	—	[illegible]
U.S. SPECIAL BONUS PAYMENT	—	111
OTHER	[illegible]	42
TOTAL ADJUSTMENTS – CONTINUING OPERATIONS	1,642	1,574
ADJUSTED EBIT	6,668	6,738

FY 2019 Adjusted EBIT excludes adjustments primarily related to:
(1) Impairment expense primarily as a result of rationalized product portfolio plans for Europe ...
(2) Restructuring costs primarily related to LATAM and North America
(3) Credits recognized related to indirect taxes in Brazil

Annual General Meeting FCA June 26, 2020 | 18

RECONCILIATION OF NET PROFIT TO ADJUSTED NET PROFIT AND DILUTED EPS TO ADJUSTED DILUTED EPS

€ million

NET PROFIT TO ADJUSTED NET PROFIT	YEARS ENDED DEC 31 2019	YEARS ENDED DEC 31 2018
NET PROFIT (including Magneti Marelli results and net gain on disposal)	6,630	3,632
LESS: NET PROFIT – DISCONTINUED OPERATIONS	3,930	302
OF WHICH: GAIN ON COMPLETION OF MAGNETI MARELLI SALE, NET OF TAXES	3,769	–
OF WHICH: NET PROFIT MAGNETI MARELLI [1]	161	302
NET PROFIT FROM CONTINUING OPERATIONS	2,700	3,330
TOTAL ADJUSTMENTS – CONTINUING OPERATIONS (per Page 18)	1,640	1,874
TAX IMPACT ON ADJUSTMENTS [2]	(132)	(125)
NET DERECOGNITION OF DEFERRED TAX ASSETS AND OTHER TAX ADJUSTMENTS	77	–
IMPACT OF U.S. TAX REFORM	–	(72)
TOTAL ADJUSTMENTS, NET OF TAXES	[illegible]	1,677
ADJUSTED NET PROFIT	[illegible]	[illegible]

€/share

DILUTED EPS TO ADJUSTED DILUTED EPS	YEARS ENDED DEC 31 2019	YEARS ENDED DEC 31 2018
DILUTED EPS FROM CONTINUING OPERATIONS	1.71	2.12
IMPACT OF ADJUSTMENTS, NET OF TAXES, ON DILUTED EPS	1.00	0.88
ADJUSTED DILUTED EPS	2.71	3.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING FOR DILUTED EPS (000)	[illegible]	[illegible]

(1) Reflects results of Magneti Marelli up to its deconsolidation on completion of the sale transaction on May 2, 2019

(2) Reflects tax impact on adjustments excluded from Adjusted EBIT noted on Page 18

Annual General Meeting FCA June 26, 2020 | 19

RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES TO INDUSTRIAL FREE CASH FLOWS

€ million

	YEARS ENDED DEC 31 2019	YEARS ENDED DEC 31 2018
CASH FLOWS FROM OPERATING ACTIVITIES	10,462	9,948
LESS: CASH FLOWS FROM OPERATING ACTIVITIES – DISCONTINUED OPERATIONS	(308)	484
CASH FLOWS FROM OPERATING ACTIVITIES – CONTINUING OPERATIONS	10,770	9,464
LESS: OPERATING ACTIVITIES NOT ATTRIBUTABLE TO INDUSTRIAL ACTIVITIES	74	59
LESS: CAPITAL EXPENDITURES FOR INDUSTRIAL ACTIVITIES	8,383	5,389
ADD: NET INTERCOMPANY PAYMENTS BETWEEN CONTINUING OPERATIONS AND DISCONTINUED OPERATIONS	(200)	(46)
ADD: DISCRETIONARY PENSION CONTRIBUTION, NET OF TAX	–	478
INDUSTRIAL FREE CASH FLOWS	2,113	4,448

Annual General Meeting FCA June 26, 2020 | 20

FCA
FIAT CHRYSLER AUTOMOBILES