

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” or “FCA”) is convened at 12:00 noon CET on Thursday December 3, 2015, at HOTEL SOFITEL LEGEND THE GRAND AMSTERDAM, Oudezijds Voorburgwal 197, 1012 EX 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. EXPLANATION OF THE DEMERGER AS PART OF A SERIES OF TRANSACTIONS TO SEPARATE FERRARI FROM THE COMPANY (for discussion).

3. DEMERGER

Resolution in accordance with Section 2:334m of the Dutch Civil Code to effect a demerger from the Company as set forth in Title 7 of Book 2 of the Dutch Civil Code (“Demerger”), as a consequence whereof all shares in Ferrari N.V. held by the Company and such amount in cash as established in accordance with the Demerger Proposal (as defined below) will transfer to FE Interim B.V. under a universal title of succession in accordance with the demerger proposal dated September 17, 2015 between the Company and FE Interim B.V. (the “Demerger Proposal”) (voting).

4. CLOSE OF MEETING

EGM documentation

The EGM documentation:

- The Demerger Proposal, the demerger proposal dated September 17, 2015 between FE Interim B.V. and FE New N.V., the merger proposal dated September 10, 2015 between the FE New N.V. and Ferrari N.V. (at the time named New Business Netherlands N.V.) and the final prospectus, dated October 20, 2015 relating to the initial public offering of common shares of Ferrari N.V., filed with the U.S. Securities and Exchange Commission on October 21, 2015, *inter alia*, comprising a description of the business and the financial performance of Ferrari N.V. and the separation of Ferrari N.V. from Fiat Chrysler Automobiles N.V.,
- the Agenda and explanatory notes to the Agenda with proposed resolutions,
- statement of the total number of outstanding shares and voting rights,

- proxy form for shareholders, and
- instructions and documents for participation and voting at the EGM

is available on the Company's website (http://www.fcagroup.com/en-US/investor_relations/stock_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

Company shares can be held in four ways:

- **registered in the loyalty register** - shareholders holding special voting shares and common shares or shareholders holding common shares wishing to receive special voting shares upon completion of the required holding period. 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 "Administrative Agent" and both the "Administrative Agents");
- **as registered shareholders** – shareholders holding shares in registered form in an account at Computershare Trust Co. NA as the transfer agent of the Company (the "Transfer Agent" and together with the Administrative Agents, the "Agents");
- in a bank, brokerage or other intermediary account with a participant in the Monte Titoli system (the "**Monte Titoli participant account**") or
- in a bank, brokerage or other 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, a shareholder must (i) be registered as of **November 5, 2015** (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 holder 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 shareholders holding special voting shares and common shares and shareholders holding common shares for which they have elected to receive special voting shares, the Loyalty Register,
- (ii) in respect of registered shareholders, the administration of the Transfer Agent, and
- (iii) in respect of shareholders holding 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 Agents will send EGM meeting materials to **shareholders registered in the loyalty register**, and/or **registered shareholders**, at the addresses of such shareholders as they appear from the records maintained by the relevant Agent, including a proxy form that allows them to give another person the right to vote their shares in accordance with their instructions. The proxy form will also be available on the Company's website ([www.fcagroup.com/Investors/Shareholder Info/Shareholder Meetings](http://www.fcagroup.com/Investors/Shareholder%20Info/Shareholder%20Meetings)).

Shareholders registered in the loyalty register 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 Agent by **6:00 p.m. CET on November 27, 2015** of their attendance in writing, or electronically (contact details at the end of this announcement).

Shareholders holding shares in a Monte Titoli participant account

If shareholders hold their shares in a **Monte Titoli participant account** and wish to attend the EGM (either in person or by proxy, please note proxy instructions below), they 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 **6:00 p.m. CET on November 27, 2015** 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 on December 3, 2015 to enter the EGM. For this purpose the Attendance Card also contains a proxy form section. 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/Shareholder Info/Shareholder Meetings](http://www.fcagroup.com/Investors/Shareholder%20Info/Shareholder%20Meetings)).

Shareholders holding shares in a DTC participant account

If shareholders hold their shares in a DTC participant account, their Intermediary, as the record holder of their shares, 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 Agent (contact details below) or Intermediary by **6:00 p.m. CET on November 27, 2015** in writing or electronically pursuant to instructions contained in the proxy forms.

Identification

Persons entitled to attend the EGM may be requested to identify themselves at the registration desk prior to admission to the EGM and are therefore requested to bring a valid identity document.

Address details 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. October 22, 2015