# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM 6-K

# REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of May 2017 Commission File No. 001-36675

# Fiat Chrysler Automobiles N.V.

(Translation of Registrant's Name Into English)

25 St. James' Street London SW1A 1HA United Kingdom Tel. No.: +44 (0) 20 7766 0311 (Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F x Form 40-F □

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule101(b) (1): □

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule101(b) (7): □

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes □ No x

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

# The following exhibits are furnished herewith:

Exhibit 99.1	Fiat Chrysler Automobiles N.V. Interim Report as of and for the three months ended March 31, 2017
Exhibit 99.2	Fiat Chrysler Automobiles N.V. Supplemental information as of and for the three months ended March 31, 2017
Exhibit 99.3	Fiat Chrysler Automobiles N.V. Supplemental information as of and for the three months ended March 31, 2017

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 3, 2017 FIAT CHRYSLER AUTOMOBILES N.V.

By: /s/ Richard K. Palmer

Name: Richard K. Palmer Title: Chief Financial Officer

# **Index of Exhibits**

<u>Number</u>	Description of Exhibit
99.1	Fiat Chrysler Automobiles N.V. Interim Report as of and for the three months ended March 31, 2017
99.2	Fiat Chrysler Automobiles N.V. Supplemental information as of and for the three months ended March 31, 2017
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**Exhibit** 



# Interim Report

As of and for the three months ended March 31, 2017

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#### **CERTAIN DEFINED TERMS**

In this Interim Report, unless otherwise specified, the terms "we," "our," "us," the "Company," the "Group," and "FCA" refer to Fiat Chrysler Automobiles N.V., together with its subsidiaries, or any one or more of them, as the context may require.

All references in this Interim Report to "Euro" and "€" refer to the currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended. All references to "U.S. Dollars," "U.S. Dollar," "U.S.\$" and "\$" refer to the currency of the United States of America (or "U.S.").

#### Forward-Looking Statements

This document, and in particular the section entitled "Outlook," contains forward-looking statements. These statements may include terms such as "may," "will," "expect," "could," "should," "intend," "estimate," "anticipate," "believe," "outlook," "continue," "remain," "on track," "target," "objective," "goal," "plan," "design," "forecast," "projection," "prospects," or similar terms that are used to identify forward-looking statements. Forward-looking statements are not guarantees of future performance. Rather, they are based on the Group's current expectations and projections about future events and, by their nature, are subject to inherent risks and uncertainties. They relate to events and depend on circumstances that may or may not occur or exist in the future and, as such, undue reliance should not be placed on them. Actual results may differ materially from those expressed in such statements as a result of a variety of factors, including: the Group's ability to maintain vehicle shipment volumes; changes in the global financial markets, general economic environment and changes in demand for automotive products, which is subject to cyclicality; changes in local economic and political conditions, including with regard to trade policy; the Group's ability to expand certain of the Group's brands internationally; various types of claims, lawsuits, governmental investigations and other contingent obligations against the Group, including product liability and warranty claims and environmental claims, governmental investigations and lawsuits; material operating expenditures in relation to compliance with environmental, health and safety regulations; the Group's ability to enrich its product portfolio and offer innovative products; the high level of competition in the automotive industry, which may increase due to consolidation; exposure to shortfalls in the Group's defined benefit pension plans; the Group's ability to provide or arrange for adequate access to financing for the Group's dealers and retail customers and risks associated with financial services companies; the Group's ability to access funding to execute the Group's business plan and improve the Group's business, financial condition and results of operations; changes in the Group's credit ratings; the Group's ability to realize anticipated benefits from any joint venture arrangements and other strategic alliances; disruptions arising from political, social and economic instability; risks associated with our relationships with employees, dealers and suppliers; increases in costs, disruptions of supply or shortages of raw materials; developments in labor and industrial relations and developments in applicable labor laws; exchange rate fluctuations, interest rate changes, credit risk and other market risks; political and civil unrest; earthquakes or other disasters and other risks and uncertainties

Any forward-looking statements contained in this Interim Report speak only as of the date of this document and the Company does not undertake any obligation to update or revise publicly forward-looking statements. Further information concerning the Group and its businesses, including factors that could materially affect the Company's financial results, is included in the Company's reports and filings with the U.S. Securities and Exchange Commission ("SEC"), the Netherlands Authority for the Financial Markets (stichting Autoriteit Financiële Markten, (the "AFM"), Borsa Italiana S.p.A.and Consob (collectively, the "CONSOB").

#### MANAGEMENT DISCUSSION AND ANALYSIS

# Highlights

	For the three mont	For the three months ended March 31				
(€ million, except shipments, which are in thousands of units, and per share amounts)	2017	2016				
Combined shipments (1)	1,145	1,131				
Consolidated shipments (2)	1,078	1,086				
Net revenues	27,719	26,570				
Adjusted EBIT (3)	1,535	1,379				
Net profit	641	478				
Adjusted net profit (4)	671	528				
Earnings per share (5)						
Basic earnings per share (€)	0.416	0.312				
Diluted earnings per share (€)	0.411	0.306				
(€ million, except number of employees)	At March 31, 2017	At December 31, 2016				
Net Debt <sup>(6)</sup>	(6,919)	(6,568)				
Of which: Net Industrial Debt <sup>(6)</sup>	(5,112)	(4,585)				
Total Equity	20,063	19,353				
Equity attributable to owners of the parent	19,869	19,168				
Available liquidity (7)	21,576	23,801				
Number of employees	235,153	234,499				

<sup>(1)</sup> Combined shipments include shipments by the Group's consolidated subsidiaries and unconsolidated joint ventures.
(2) Consolidated shipments only include shipments by the Group's consolidated subsidiaries.
(3) Refer to sections —Non-GAAP measures, Group Results and Results by Segment in this Interim Report for further discussion.
(4) Refer to sections —Non-GAAP measures and Group Results in this Interim Report for further discussion in this Interim Report for further discussion.
(6) Refer to Note 15, Earnings per share, in the Interim Condensed Financial Statements included elsewhere in this Interim Report.
(6) Refer to sections —Non-GAAP measures, Group Results and Liquidity and Capital Resources in this Interim Report for further discussion.
(7) Refer to section —Liquidity and Capital Resources in this Interim Report for further discussion.

#### **Non-GAAP Financial Measures**

We monitor our operations through the use of several non-generally accepted accounting principles ("non-GAAP"), financial measures: Net debt, Net industrial debt, Adjusted Earnings Before Interest and Taxes ("Adjusted EBIT"), Adjusted net profit and certain information provided on a constant exchange rate basis. We believe that these non-GAAP financial measures provide useful and relevant information regarding our operating results and enhance the overall ability to assess our financial performance and financial position. They provide us with comparable measures which facilitate management's ability to identify operational trends, as well as make decisions regarding future spending, resource allocations and other operational decisions. These and similar measures are widely used in the industry in which we operate, 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 and financial position as prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and as adopted by the European Union.

Net Debt and Net Industrial Debt: Refer to the section —Liquidity and Capital Resources below for further discussion.

Adjusted EBIT: excludes certain adjustments from Net profit 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). Refer to the sections — Group Results and — Results by Segment below for further discussion.

Adjusted net profit: is calculated as Net profit 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. Refer to the section —*Group Results* below for further discussion.

Constant Exchange Rate: The discussions within the sections —*Group Results* and —*Results* by Segment below include information about our results at constant exchange rates ("CER"), which is calculated by applying the prior-year average exchange rates to current financial data expressed in local currency in which the relevant financial statements are denominated (see Note 1, *Basis of Preparation* in the Interim Condensed Consolidated Financial Statements included elsewhere in this Interim Report for information on the exchange rates applied). We believe that such results excluding the effect of currency fluctuations year-on-year, provide additional useful information to investors regarding the operating performance and trends in our business on a local currency basis.

#### **Group Results**

The following is a discussion of the Group's results of operations for the three months ended March 31, 2017 compared to the three months ended March 31, 2016.

	Three months ended March 31					
(€ million)		2017		2016		
Net revenues	€	27,719	€	26,570		
Cost of revenues		23,588		22,803		
Selling, general and other costs		1,841		1,756		
Research and development costs		846		759		
Result from investments		96		62		
Restructuring costs		35		7		
Net financial expenses		436		512		
Profit before taxes		1,069		795		
Tax expense		428		317		
Net profit	€	641	€	478		
Net profit attributable to:						
Owners of the parent	€	637	€	472		
Non-controlling interests	€	4	€	6		

#### Net revenues

				Increase/(De	ecrease)
	 Three months	ended March 3	1	2017 vs. 2	2016
(€ million)	2017		2016	%	CER
Net revenues	 27.719	€	26,570	4.3%	0.7%

See — *Results by Segment* below for a discussion of Net revenues for each of our six reportable segments (NAFTA, LATAM, APAC, EMEA, Maserati and Components).

#### Cost of revenues

					Increase/(Dec	crease)
		Three months	ended March 3	1	2017 vs. 2	016
(€ million)		2017		2016	%	CER
Cost of revenues	€	23,588	€	22,803	3.4%	(0.3)%
Cost of revenues as % of Net revenues		85.1%		85.8%		

The increase in Cost of revenues during the three months ended March 31, 2017 compared to the corresponding period in 2016 was primarily related to (i) vehicle mix, (ii) higher product costs for content enhancements, net of purchasing and manufacturing efficiencies, and (iii) foreign currency translation effects, which were partially offset by (iv) lower warranty costs.

The increase in Cost of revenues was primarily attributable to increases in EMEA, Maserati and LATAM, partially offset by decreases in NAFTA and APAC.

The increases in Cost of revenues in EMEA and Maserati were attributable to the increases in volumes. The increase in Cost of revenues in LATAM was mainly attributable to foreign currency effects.

The decrease in Cost of revenues in NAFTA was primarily due to lower volumes, purchasing savings and lower warranty costs, which were partially offset by higher product costs for content enhancements and foreign currency translation effects. The decrease in Cost of revenues in APAC was mainly due to decreased volumes attributable to lower levels of imported vehicles from the continued shift to localized Jeep production through the GAC Fiat Chrysler Automobiles Co. joint venture in China ("GAC FCA JV"), which is accounted for using the equity method of accounting.

## Selling, general and other costs

					Increase/(	Decrease)
		Three months	ended Ma	rch 31	2017 v	s. 2016
(€ million)		2017		2016	%	CER
Selling, general and other costs	€	1,841	€	1,756	4.8%	1.3%
Selling, general and other costs as % of Net revenues		6.6%		6.6%		

Selling, general and other costs include advertising, personnel, and other costs. Advertising costs accounted for 44.7 percent and 46.2 percent of total Selling, general and other costs for the three months ended March 31, 2017 and 2016, respectively.

The increase in Selling, general and other costs during the three months ended March 31, 2017 compared to the corresponding period in 2016 was primarily due to foreign currency translation effects.

#### Research and development costs

					Increase/(	(Decrease)
		Three months	ended Mar	ch 31	2017 vs. 2016	
(€ million)		2017		2016	%	CER
Research and development expenditures expensed	€	429	€	428	0.2%	(2.8)%
Amortization of capitalized development expenditures		414		331	25.1%	20.8 %
Impairment and write-off of capitalized development expenditures		3			n.m.	n.m.
Total Research and development costs	€	846	€	759	11.5%	7.9 %

	Three months ended March 31		
	2017	2016	
Research and development expenditures expensed as % of Net revenues	1.6%	1.6%	
Amortization of capitalized development expenditures as % of Net revenues	1.5%	1.3%	
Total Research and development expenditures as % of Net revenues	3.1%	2.9%	

n.m. - number is not meaningful

Total research and development expenditures for the three months ended March 31, 2017 and 2016 were as follows:

	Three months ended March 31				Increase/(Decrease)		
(€ million)		2017		2016	2017 vs. 2016	_	
Capitalized development expenditures	€	674	€	561	20.1%	ó	
Research and development expenditures expensed		429		428	0.2%	ó	
Total Research and development expenditures	€	1,103	€	989	11.5%	ó	
Capitalized development expenditures as % of Total Research and development expenditures		G. 40/		<b>=</b> 0 <b>=</b> 0.			
capendiales		61.1%		56.7%			
Total Research and development expenditures as % of Net revenues		4.0%		3.7%			

The increase in amortization of capitalized development expenditures during the three months ended March 31, 2017 compared to the corresponding period in 2016 was mainly attributable to the all-new Maserati Levante, Alfa Romeo Giulia and Alfa Romeo Stelvio. The increase in capitalized development expenditures was mainly related to the operations in NAFTA.

#### Net financial expenses

	Three months ended March 31			l March 31	Increase/(Decrease)	
(€ million)		2017		2016	2017 vs. 2016	
Net financial expenses	€	436	€	512	(14.8)%	

The decrease in Net financial expenses during the three months ended March 31, 2017 compared to the corresponding period in 2016 was primarily due to the reduction in gross debt.

#### Tax expense

	Three months ended March 31				Increase/(Decrease)	
(€ million)	2017		2016	2017 vs. 2016		
Tax expense	€	428	€	317	35.0%	

For the three months ended March 31, 2017, the Group's effective tax rate of 40 percent was in line with the Group's effective tax rate for the three months ended March 31, 2016.

### Net profit

	Three months ended March 31				Increase/(Decrease)	
(€ million)	2017		2016		2017 vs. 2016	
Net profit	€	641	€	478	34.1%	

The increase in Net profit during the three months ended March 31, 2017 compared to the corresponding period in 2016 was primarily due to improved operating performance in all segments, except LATAM, and lower net financial expenses, which were partially offset by higher tax expense.

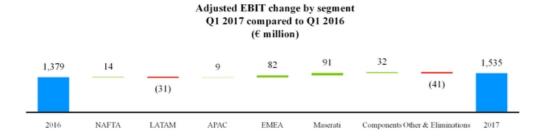
## Adjusted EBIT

		Three months ended March 31				Increase/(Decrease)		
(€ million)		2017		2016	2017 vs. 2016	CER		
Adjusted EBIT	€	1,535	€	1,379	11.3%	9.0%		
Adjusted EBIT margin (%)		5.5%		5.2%	+30 bps	_		

The following table summarizes the reconciliation of Net profit, which is the most directly comparable measure included in the Consolidated Income Statement, to Adjusted EBIT:

		Three months	ended Ma	arch 31
(€ million)		2017		2016
Net profit	€	641	€	478
Tax expense		428		317
Net financial expenses		436		512
Adjustments:				
Restructuring costs		35		7
NAFTA capacity realignment		_		51
Currency devaluations		_		19
Other		(5)		(5)
Total Adjustments		30		72
Adjusted EBIT	€	1,535	€	1,379

The following chart presents the change in Adjusted EBIT by segment for the three months ended March 31, 2017 compared to the corresponding period in 2016.



Refer to — Results by Segment below for a discussion of Adjusted EBIT for each of our six reportable segments (NAFTA, LATAM, APAC, EMEA, Maserati and Components).

#### Adjusted net profit

	_	Three m	onths e	nded March 31	Increase/(Decrease)	
(€ million)		2017		2016	2017 vs. 2016	
Adjusted net profit		671	€	528	27.1%	

The increase in Adjusted net profit during the three months ended March 31, 2017 compared to the corresponding period in 2016 was due to the improved operating performance in all segments, except LATAM, and lower net financial expenses, which were partially offset by higher tax expense.

The following table summarizes the reconciliation of Net profit, which is the most directly comparable measure included in the Consolidated Income Statement, to Adjusted net profit:

	Three months ended March 31							
(€ million)	2017							
Net profit	€ 641	€ 478						
Adjustments (1)	30	72						
Tax impact on adjustments	_	(22)						
Total adjustments, net of taxes	30	50						
Adjusted net profit	€ 671	€ 528						

<sup>(1)</sup> Adjustments are the same items that are excluded from Adjusted EBIT.

#### **Results by Segment**

	Net revenues Adjusted EBIT				EBIT	T Shipments				
						Three months	end	led March 31		_
(€ million, except shipments which are in thousands of units)		2017		2016		2017		2016	2017	2016
NAFTA	€	17,100	€	17,136	€	1,241	€	1,227	609	649
LATAM		1,672		1,311		(20)		11	101	102
APAC		666		949		21		12	16	25
EMEA		5,630		5,040		178		96	340	304
Maserati		949		508		107		16	12	6
Components		2,532		2,319		118		86	_	_
Other activities		185		182		(55)		(43)	_	_
Unallocated items & eliminations(1)		(1,015)		(875)		(55)		(26)		
Total	€	27,719	€	26,570	€	1,535	€	1,379	1,078	1,086

<sup>(1)</sup> Primarily includes intercompany transactions which are eliminated in consolidation

The following is a discussion of Net revenues, Adjusted EBIT and shipments for each of our six reportable segments for the three months ended March 31, 2017 compared to the three months ended March 31, 2016. We review changes in our results of operations with the following operational drivers:

- **Volume**: reflects changes in products sold to our customers, primarily dealers and fleet customers. Change in volume is driven by industry volume, market share and changes in dealer stock levels. Vehicles manufactured and distributed by our unconsolidated joint ventures are not included within volume;
- **Mix**: generally reflects the changes in product mix, including mix among vehicle brands and models, as well as changes in regional market and distribution channel mix, including mix between retail and fleet customers;

- **Net price**: primarily reflects changes in prices to our customers including higher pricing related to content enhancement, net of discounts, price rebates and other sales incentive programs, as well as related foreign currency transaction effects;
- **Industrial costs**: primarily include cost changes to manufacturing and purchasing of materials that are associated with content and enhancement of vehicle features, as well as industrial efficiencies and inefficiencies, recall campaign and warranty costs, depreciation and amortization, research and development costs and related foreign currency transaction effects;
- Selling, general and administrative costs ("SG&A"): primarily include costs for advertising and promotional activities, purchased services, information
  technology costs and other costs not directly related to the development and manufacturing of our products; and
- Other: includes other items not mentioned above, such as foreign currency exchange translation and results from joint ventures and associates.

#### NAFTA

						Increase/(Decrease)		
		Three month	arch 31	2017 vs. 2016				
		2017		2016	%	CER		
Shipments (thousands of units)		609		649	(6.2)%	_		
Net revenues (€ million)	€	17,100	€	17,136	(0.2)%	(4.0)%		
Adjusted EBIT (€ million)	€	1,241	€	1,227	1.1 %	(2.8)%		
Adjusted EBIT margin (%)		7.3%		7.2%	+10 bps			

The Group's market share<sup>(1)</sup> in NAFTA of 12.2 percent in the three months ended March 31, 2017 reflected a decrease of 80 bps from 13.0 percent for the same period in 2016. The Group was the market leader in Canada with a market share of 15.1 percent, which decreased 50 bps from the same period in 2016.

#### Shipments

The decrease in NAFTA shipments in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to the discontinuation of the Dodge Dart and Chrysler 200 and the transition to the all-new Jeep Compass, as well as reduced fleet volumes.

#### Net revenues

NAFTA Net revenues in the three months ended March 31, 2017 were in line with the same period in 2016:

- €0.6 billion decrease from lower shipments, net of favorable vehicle and market mix, as described above, substantially offset by
- €0.6 billion from favorable foreign currency effects.

<sup>(1)</sup> Our estimated market share data presented are based on management's estimates of industry sales data, which use certain data provided by third-party sources, including IHS Markit and Ward's Automotive.

#### Adjusted EBIT

The following chart reflects the change in NAFTA Adjusted EBIT by operational driver for the three months ended March 31, 2017 compared to the same period in



2016.

The slight improvement in NAFTA Adjusted EBIT for the three months ended March 31, 2017 compared to the same period in 2016 was mainly attributable to:

- · purchasing savings and lower warranty costs, net of higher product costs for content enhancements; and
- · favorable foreign currency translation effects.

This was partially offset by:

- · lower shipments, net of improved vehicle and market mix, as described above; and
- · unfavorable net price, which related to incentives accrued on stock and negative foreign currency transaction effects from the Canadian Dollar and Mexican Peso.

#### LATAM

			Increase/(Decrease)				
		Three months	ended Ma	arch 31	2017 vs. 2016		
		2017		2016	%	CER	
Shipments (thousands of units)		101		102	(1.0)%	_	
Net revenues (€ million)	€	1,672	€	1,311	27.5 %	4.8%	
Adjusted EBIT (€ million)	€	(20)	€	11	n.m.	n.m.	
Adjusted EBIT margin (%)		(1.2)%		0.8%	n.m.	_	

n.m. = number not meaningful

The Group's market share<sup>(1)</sup> in LATAM decreased to 12.2 percent in the three months ended March 31, 2017 from 12.7 percent in the same period in 2016. However, the Group continued to be the market leader in Brazil with a market share of 17.8 percent, which decreased 30 bps from the same period in 2016.

<sup>(1)</sup> Our estimated market share data presented are based on management's estimates of industry sales data, which use certain data provided by third-party sources, including IHS Markit, National Organization of Automotive Vehicles Distribution and

#### Shipments

LATAM shipments in three months ended March 31, 2017 were in line with shipments in the three months ended March 31, 2016.

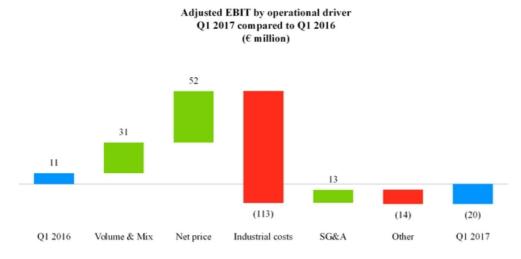
#### Net revenues

The increase in LATAM Net revenues in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to:

- €0.3 billion from favorable foreign currency exchange translation effects;
- · favorable vehicle mix; and
- · positive net pricing, mainly in Brazil.

#### Adjusted EBIT

The following chart reflects the change in LATAM Adjusted EBIT by operational driver for the three months ended March 31, 2017 compared to the same period in



2016.

The decrease in LATAM Adjusted EBIT for the three months ended March 31, 2017 compared to the same period in 2016 was mainly attributable to:

- increased product costs driven by inflation;
- · higher depreciation and amortization related to new vehicles; and
- negative foreign currency exchange effects.

These were partially offset by:

- favorable vehicle mix mainly from products produced at the plant in Pernambuco, Brazil;
- · positive net pricing, mainly in Brazil; and
- lower advertising costs.

Adjusted EBIT for the three months ended March 31, 2017 excluded total charges of €32 million, which related to workforce restructuring costs.

#### Venezuela

We continue to monitor the currency exchange regulations and other factors to assess whether our ability to control and benefit from our Venezuelan operations has been adversely affected. As of March 31, 2017, we continue to control and therefore consolidate our Venezuelan operations. Due to the political and economic uncertainties in Venezuela, it is possible that we could lose the ability to control, and as a result, we would be required to deconsolidate our Venezuelan operations.

#### **APAC**

						Increase/(Decrease)	
		Three month	s ended M	Tarch 31	2017 vs. 2016		
		2017		2016	%	CER	
Combined shipments (thousands of units)		66		53	24.5 %	_	
Consolidated shipments (thousands of units)		16		25	(36.0)%	_	
Net revenues (€ million)	€	666	€	949	(29.8)%	(32.4)%	
Adjusted EBIT (€ million)	€	21	€	12	75.0 %	82.0 %	
Adjusted EBIT margin (%)		3.2%		1.3%	+190 bps	_	

## Shipments

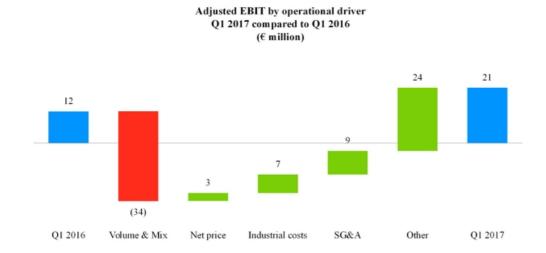
The continued transition to localized Jeep production through the GAC FCA JV in China resulted in higher combined shipments (which include shipments from consolidated subsidiaries and unconsolidated joint ventures) and lower consolidated shipments (which only include shipments from consolidated subsidiaries) in the three months ended March 31, 2017 compared to the same period in 2016. The GAC FCA JV was fully operational with the production of three Jeep sport utility vehicle ("SUV") models (Cherokee, Renegade and all-new Compass) in the three months ended March 31, 2017 compared to the production of only one Jeep SUV model (Cherokee) during the same period in 2016.

#### Net revenues

The decrease in APAC Net revenues in the three months ended March 31, 2017 compared to the same period in 2016 was primarily due to lower consolidated shipments, as described above.

## Adjusted EBIT

The following chart reflects the change in APAC Adjusted EBIT by operational driver for the three months ended March 31, 2017 compared to the same period in 2016.



The increase in APAC Adjusted EBIT in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to:

- · improved results from the GAC FCA JV and favorable foreign currency translation exchange effects (reflected within "Other" in the chart above); and
- · lower direct marketing costs now incurred by the GAC FCA JV due to the continued transition to local production.

These were partially offset by:

· lower consolidated shipments, as described above.

					Increase/(Decrease)		
		Three month	rch 31	2017 vs. 2016			
		2017		2016	%	CER	
Shipments (thousands of units)		340		304	11.8%	_	
Net revenues (€ million)	€	5,630	€	5,040	11.7%	12.0%	
Adjusted EBIT (€ million)	€	178	€	96	85.4%	86.1%	
Adjusted EBIT margin (%)		3.2%		1.9%	+130 bps	_	

In the three months ended March 31, 2017, the Group's market share<sup>(1)</sup> in the European Union for passenger cars increased 30 bps to 7.0 percent from 6.7 percent in the same period in 2016, while the Group's market share for light commercial vehicles decreased by 10 bps to 10.8 percent in the three months ended March 31, 2017 from 10.9 percent in the same period in 2016.

#### Shipments

The increase in EMEA shipments in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to the Fiat Tipo family, allnew Alfa Romeo Giulia, allnew Alfa Romeo Stelvio, as well as the Fiat Professional Talento.

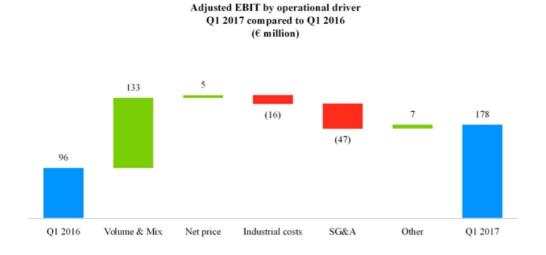
#### Net revenues

The increase in EMEA Net revenues in the three months ended March 31, 2017 compared to the same period in 2016 was mainly attributable to:

- · the increase in volumes, as described above; and
- · favorable vehicle mix mainly driven by the all-new Alfa Romeo Giulia and all-new Alfa Romeo Stelvio.

#### Adjusted EBIT

The following chart reflects the change in EMEA Adjusted EBIT by operational driver for the three months ended March 31, 2017 compared to the same period in



2016.

<sup>(1)</sup> Our estimated market share data is presented based on the European Automobile Manufacturers Association (ACEA) Registration Databases and national Registration Offices databases.

The increase in EMEA Adjusted EBIT in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to:

• higher volumes and favorable vehicle mix, as described above.

This was partially offset by:

- an increase in industrial costs mainly due to higher research and development costs and depreciation related to new vehicles, net of purchasing and manufacturing
  efficiencies; and
- an increase in SG&A mainly due to higher advertising costs to support new product launches.

#### Maserati

			Increase/(Decrease)			
		Three months		2017 vs. 2016		
		2017	2	2016	%	CER
Shipments (thousands of units)		11.9		6.3	88.9%	_
Net revenues (€ million)	€	949	€	508	86.8%	85.7%
Adjusted EBIT (€ million)	€	107	€	16	568.8%	563.8%
Adjusted EBIT margin (%)		11.3%		3.1%	+820 bps	_

#### Shipments

The increase in Maserati shipments in the three months ended March 31, 2017 compared to the same period in 2016 was primarily attributable to the all-new Levante, which more than offset the reduced shipments of the Quattroporte and the Ghibli. Maserati shipments increased in the following key markets: Europe (+109 percent), China (+98 percent) and North America (+77 percent).

#### Net revenues

The increase in Maserati Net revenues in the three months ended March 31, 2017 compared to the same period in 2016 was primarily due to higher shipments and favorable vehicle and market mix.

#### Adjusted EBIT

The increase in Maserati Adjusted EBIT in the three months ended March 31, 2017 compared to the same period in 2016 was primarily due to:

the increase in shipments and favorable mix, as described above.

This was partially offset by:

 $\bullet \quad \text{higher depreciation and amortization costs related to the all-new Levante.} \\$ 

#### Components

					Increase/(Dec	crease)	
		Three month	arch 31	2017 vs. 2016			
		2017		2016	%	CER	
Net revenues (€ million)	€	2,532	€	2,319	9.2%	6.5%	
Adjusted EBIT (€ million)	€	118	€	86	37.2%	36.4%	
Adjusted EBIT margin (%)		4.7%		3.7%	+100 bps	_	

#### Net revenues

The increase in Net revenues in the three months ended March 31, 2017 compared to the same period in 2016 was mainly due to higher volumes from all businesses (Magneti Marelli, Comau and Teksid) that were primarily driven by Magneti Marelli's lighting business line and Comau's automation systems business line. Magneti Marelli and Comau non-captive Net revenues were 66 percent and 70 percent respectively, during the three months ended March 31, 2017.

# Adjusted EBIT

The increase in Adjusted EBIT in the three months ended March 31, 2017 compared to the same period in 2016 was primarily related to:

- the positive effect from volume & mix, as described above; and
- lower industrial costs.

#### **Liquidity and Capital Resources**

#### Available Liauidity

The following table summarizes our total available liquidity:

(€ million)	At March 31, 2017		At December 31, 2016
Cash, cash equivalents and current securities (1)	€ 14,150	€	17,559
Undrawn committed credit lines (2)	7,426		6,242
Available liquidity (3)	€ 21,57€	€	23,801

(1) Current securities are comprised of short term or marketable securities which represent temporary investments that do not satisfy all the requirements to be classified as cash equivalents as they may not be readily convertible to cash, or they are subject to significant risk of change in value (even if they are short-term in nature or marketable).
(2) Excludes the undrawn €0.3 billion long-term dedicated credit lines available to fund scheduled investments at March 31, 2017 (€0.3 billion was undrawn at December 31, 2016).

Available liquidity at March 31, 2017 decreased €2.2 billion from the available liquidity at December 31, 2016 primarily as a result of (i) the U.S.\$1.8 billion (€1.7 billion) of cash used for the voluntary prepayment of the outstanding principal and accrued interest of FCA US's tranche B term loan maturing May 24, 2017 (the "Tranche B Term Loan due 2017"), (ii) the repayment of a note at maturity with a principal amount of €850 million and (iii) cash absorption from operations, net of investing activities, of €0.3 billion, which were partially offset by (iv) the increase of the Group's syndicated revolving credit facility of €1.25 billion, as described below. Our available liquidity is subject to intra-month and seasonal fluctuations resulting from business and collection-payment cycles as well as to changes in foreign exchange conversion rates. Refer to the section —Cash Flows below for additional information regarding the change in cash and cash equivalents.

Our liquidity is principally denominated in U.S. Dollar and in Euro, with the remainder being distributed in various countries and denominated in the relevant local currencies. Out of the total cash, cash equivalents and current securities available at March 31, 2017, €7.4 billion, or 52.1 percent were denominated in U.S. Dollar (€9.8 billion, or 55.7 percent, at December 31, 2016) and €3.0 billion, or 21.1 percent, were denominated in Euro (€3.3 billion, or 18.8 percent, at December 31, 2016).

#### Capital Market and Other Financing Transactions

#### FCA US Tranche B Term Loans

On February 24, 2017, FCA US prepaid the outstanding principal and accrued interest for its Tranche B Term Loan due 2017. The prepayment of U.S.\$1,826 million (€1,721 million) was made with cash on hand and did not result in a material loss on extinguishment.

#### Revolving Credit Facilities

In March 2017, the Group amended its syndicated revolving credit facility originally signed in June 2015 (as amended, the "RCF"). The amendment increased the RCF from €5.0 billion to €6.25 billion and extended the RCF's final maturity to March 2022. The RCF, which is available for general corporate purposes and for the working capital needs of the Group, is structured in two tranches: €3.125 billion, with a 37-month tenor and two extension options of 1-year and of 11-months exercisable on the first and second anniversary of the amendment signing date, respectively, and €3.125 billion, with a 60-month tenor. The amendment was accounted for as a debt modification and, as a result, the remaining unamortized debt issuance costs related to the original €5.0 billion RCF and the new costs associated with the amendment will be amortized over the life of the amended RCF.

<sup>(3)</sup> The majority of our liquidity is available to our treasury operations in Europe and U.S; however, liquidity is also available to certain subsidiaries which operate in other areas. Cash held in such countries may be subject to restrictions on transfer depending on the foreign jurisdictions in which these subsidiaries operate. Based on our review of such transfer restrictions in the countries in which we operate and maintain material cash balances, we do not believe such transfer restrictions had an adverse effect on the Group's ability to meet its liquidity requirements at the dates above.

Medium Term Note ("MTN") Programme (previously referred to as the Global Medium Term Note Programme, or "GMTN" Programme).

In March 2017, the Group repaid a note at maturity with a principal amount of €850 million.

#### Cash Flows

The following table summarizes the cash flows from operating, investing and financing activities for the three months ended March 31, 2017 and 2016. Refer to our Interim Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2017 and 2016 included elsewhere in this Interim Report for additional detail.

	Three months ended March 31							
(€ million)		2017						
Cash flows from operating activities	€	1,577	€	770				
Cash flows used in investing activities		(1,921)		(1,737)				
Cash flows used in financing activities		(2,970)		(1,186)				
Translation exchange differences		(94)		(546)				
Total change in cash and cash equivalents		(3,408)		(2,699)				
Cash and cash equivalents at beginning of the period		17,318		20,662				
Cash and cash equivalents at end of the period	€	13,910	€	17,963				

#### **Operating Activities**

For the three months ended March 31, 2017, cash flows from operating activities were primarily the result of Net profit of €641 million adjusted: (i) to add back €1,600 million for depreciation and amortization expense and (ii) for the negative effect of the change in working capital of €581 million, which was primarily driven by (a) an increase of €998 million in inventories mainly due to volume increase in EMEA and Maserati, (b) an increase of €255 million in trade receivables primarily as a result of the limited plant activity in December 2016 due to the holiday shutdown

and (c) an increase of €237 million in other payables and receivables, partially offset by (d) an increase of €909 million in trade payables mainly due to increased production volumes in NAFTA in March 2017 as compared to December 2016.

For the three months ended March 31, 2016, cash flows from operating activities were primarily the result of Net profit of €478 million adjusted: (i) to add back €1,417 million for depreciation and amortization expense, (ii) to add back €106 million of dividends received from jointly-controlled entities and (iii) the negative effect of the change in working capital of €1,213 million primarily driven by (a) an increase of €205 million in inventories and an increase of €573 million in trade receivables, both in line with production and sales volumes for the period and (b) €477 million decrease in trade payables, mainly related to plant downtime for product change-overs and reduced sedan volumes in NAFTA.

# **Investing Activities**

For the three months ended March 31, 2017, cash used in investing activities was primarily the result of €2,231 million of capital expenditures, including €674 million of capitalized development costs, mainly related to the operations in NAFTA and the proceeds received of €144 million from the sale of the investment in CNH Industrial N.V. ("CNHI"), which was recognized in the Change in securities line item within the Statement of Cash Flows (refer to Note 11, *Fair Value Measurement*, in the Interim Condensed Consolidated Financial Statements included elsewhere in this Interim Report).

For the three months ended March 31, 2016, cash used in investing activities was primarily the result of epsilon1,821 million of capital expenditures, including epsilon561 million of capitalized development costs primarily related to the operations in NAFTA and EMEA.

#### Financing Activities

For the three months ended March 31, 2017, cash used in financing activities was primarily the result of (i) the voluntary prepayment of the outstanding principal and accrued interest of U.S.\$1,826 million (€1,721 million) of the FCA US

Tranche B Term Loan due 2017 and (ii) the repayment at maturity of a note under the MTN Programme with a principal amount of €850 million.

For the three months ended March 31, 2016, cash used in financing activities was primarily the result of (i) the voluntary prepayment of principal of U.S.\$2.0 billion (€1.8 billion) of FCA US's Tranche B Term Loan due 2017 and tranche B term loan maturing on December 31, 2018 ("Tranche B Term Loan due 2018"), (collectively, the "Tranche B Term Loans"), which was partially offset by (ii) proceeds from the issuance of a note under the MTN Programme with a principal amount of €1,250 million.

#### Net Debt and Net Industrial Debt

Due to different sources of cash flows used for the repayment of the financial debt between industrial activities and financial services (by cash from operations for industrial activities and by collection of financial receivables for financial services) and the different business structure and leverage implications, we provide a separate analysis of Net debt between industrial activities and financial services.

The division between industrial activities and financial services represents a sub-consolidation based on the core business activities (industrial or financial services) of each Group company. The sub-consolidation for industrial activities also includes companies that perform centralized treasury activities, such as raising funding in the market and financing Group companies, but do not, however, provide financing to third parties. Financial services includes companies that provide retail and dealer financing as well as leasing and rental services in support of the mass-market vehicle brands in certain geographical segments and for the Maserati luxury brand. In addition, activities of financial services include providing factoring services to industrial activities, as an alternative to factoring from third parties. Operating results of such financial services activities are included within the respective region or sector in which they operate.

Net industrial debt (i.e., Net debt of industrial activities) is management's primary measure for analyzing our financial leverage and capital structure and is one of the key targets used to measure our performance, however it should not be considered as a substitute for cash flow or other methods of analyzing our results as reported under IFRS. Net industrial debt is computed as: debt plus derivative financial liabilities related to industrial activities less (i) cash and cash equivalents, (ii) current available-for-sale and held-for-trading securities, (iii) current financial receivables from Group or jointly controlled financial services entities and (iv) derivative financial assets and collateral deposits; therefore, debt, cash and other financial assets/liabilities pertaining to financial services entities are excluded from the computation of Net industrial debt.

The following table summarizes our Net debt and Net industrial debt at March 31, 2017 and December 31, 2016 and provides a reconciliation of Debt, the most directly comparable measure included in our Consolidated Statement of Financial Position, to Net debt.

	At March 31, 2017				At December 31, 2016							
(€ million)		Industrial Activities		nancial ervices		Consolidated		Industrial Activities		Financial Services		Consolidated
Third party debt (principal)	€	(19,981)	€	(1,266)	€	(21,247)	€	(22,499)	€	(1,535)	€	(24,034)
Capital market (1)		(11,180)		(408)		(11,588)		(12,055)		(417)		(12,472)
Bank debt		(7,384)		(690)		(8,074)		(9,026)		(733)		(9,759)
Other debt (2)		(1,417)		(168)		(1,585)		(1,418)		(385)		(1,803)
Accrued interest and other adjustments (3)		93		(2)		91		(11)		(3)		(14)
Debt		(19,888)	,	(1,268)		(21,156)		(22,510)		(1,538)		(24,048)
Intercompany, net (4)		734		(734)		_		627		(627)		_
Current financial receivables from jointly-controlled financial services companies $^{\left(5\right)}$		87		_		87		80		_		80
Debt, net of intercompany and current financial receivables from jointly-controlled financial services companies		(19,067)		(2,002)		(21,069)		(21,803)		(2,165)		(23,968)
Derivative financial assets/(liabilities), net and collateral deposits $^{(6)}$		8		_		8		(144)		(6)		(150)
Current Available-for-sale and Held-for-trading-securities		202		38		240		204		37		241
Cash and cash equivalents		13,753		157		13,910		17,167		151		17,318
Debt classified as held for sale		(8)		_		(8)		(9)		_		(9)
Total Net debt	€	(5,112)	€	(1,807)	€	(6,919)	€	(4,585)	€	(1,983)	€	(6,568)

<sup>(1)</sup> Includes notes (€11,168 million at March 31, 2017 and €12,055 million at December 31, 2016) and other debt instruments (€420 million at March 31, 2017 and €417 million at December 31, 2016) issued in financial markets, mainly from LATAM financial services

At March 31, 2017, Net debt of €6,919 million was €0.4 billion higher than Net debt of €6,568 million at December 31, 2016. Net debt from industrial activities increased by €0.5 billion mainly reflecting the negative effect of the change in working capital (refer to —Cash Flows - Operating Activities, above), which was partially offset by a decrease of €0.2 billion in net debt from financial services that was driven by lower financing to dealers in LATAM.

<sup>(1)</sup> Includes notes (£1,160 million at Nautri 31, 217 and €12,05 million at Ecember 31, 2017 and €251 million at December 31, 2017 and €261 million at December 31, 2016), asset backed financing, (i.e. sales of receivables for which de-recognition is not allowed under IFRS) (€181 million at March 31, 2017 and €411 million at December 31, 2016), arrangements accounted for as a lease under IFRIC 4-Determining whether an arrangement contains a lease, and other financial payables.

(3) Includes adjustments for fair value accounting on debt and net (accrued)/deferred interest as well as other amortizing cost adjustments.

(4) Net amount between industrial activities entities' financial receivables due from financial services entities (€129 million at March 31, 2017 and €755 million at December 31, 2016) and industrial activities entities' financial payables due to financial services entities (€129 million at March 31, 2017 and €755 million at December 31, 2016) and industrial activities entities' financial payables due to financial services entities (€129 million at March 31, 2017 and €755 million at December 31, 2016) and industrial activities entities' financial payables due to financial services entities (€129 million at March 31, 2017 and €755 million at December 31, 2016) and collateral deposits (€65 million at March 31, 2017 and €68 million at December 31, 2016).

#### Outlook

The Group confirms full-year guidance for 2017:

Net revenues	€115 - €120 billion
Adjusted EBIT	> €7.0 billion
Adjusted net profit	> €3.0 billion
Net industrial debt	< €2.5 billion

- Q1 2017 operating performance in line with expectations
- Key end-market full-year forecasts unchanged with continued positive market conditions in NAFTA, EMEA and APAC
- Substantial progress on planned gross debt reduction, with further maturities in 2017 expected to be repaid with cash on hand
- Guidance remains biased to second half of the year:
  - Ramp-up of the all-new Jeep Compass globally
  - o Global commercial launch of the all-new Alfa Romeo Giulia and Stelvio

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT (in € million, except per share amounts) (Unaudited)

		Three months ended March 31					
	Note		2017		2016		
Net revenues	2	€	27,719	€	26,570		
Cost of revenues			23,588		22,803		
Selling, general and other costs			1,841		1,756		
Research and development costs			846		759		
Result from investments			96		62		
Restructuring costs			35		7		
Net financial expenses	3		436		512		
Profit before taxes			1,069		795		
Tax expense			428		317		
Net profit		€	641	€	478		
Net profit attributable to:							
Owners of the parent			637		472		
Non-controlling interests			4		6		
		€	641	€	478		
Earnings per share:	15						
Basic earnings per share	13	€	0.416	€	0.312		
Diluted earnings per share				€	0.312		
• •		€	0.411	€	0.306		

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME/(LOSS) (in € million) (Unaudited)

		Three months ended March 31					
	Note	2017			2016		
Net profit (A)		€	641	€	478		
Items that will not be reclassified to the Consolidated Income Statement in subsequent periods:	14						
Gains on re-measurement of defined benefit plans			_		2		
Related tax effect			_		(2)		
Total items that will not be reclassified to the Consolidated Income Statement in subsequent periods (B1)			_		_		
		'					
Items that may be reclassified to the Consolidated Income Statement in subsequent periods:	14						
Gains/(Losses) on cash flow hedging instruments			61		(118)		
Gains/(Losses) on available-for-sale financial assets			11		(15)		
Foreign exchange losses			(16)		(563)		
Share of Other comprehensive loss for equity method investees			(21)		(34)		
Related tax effect			(10)		64		
Total items that may be reclassified to the Consolidated Income Statement in subsequent periods (B2)			25		(666)		
		'					
Total Other comprehensive income/(loss), net of tax (B1)+(B2)=(B)			25		(666)		
Total Comprehensive income/(loss) (A)+(B)		€	666	€	(188)		
Total Comprehensive income/(loss) attributable to:							
Owners of the parent		€	661	€	(191)		
Non-controlling interests			5		3		
		€	666	€	(188)		

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES INTERIM CONDENSED STATEMENT OF FINANCIAL POSITION (in € million) (Unaudited)

	Note	Note At March 31, 2017		At December 31, 2016		
Assets						
Goodwill and intangible assets with indefinite useful lives		€	15,010	€	15,222	
Other intangible assets			11,686		11,422	
Property, plant and equipment			30,663		30,431	
Investments accounted for using the equity method			1,827		1,793	
Other financial assets	11		572		649	
Deferred tax assets			3,594		3,699	
Trade and other receivables			749		581	
Tax receivables	5		93		93	
Accrued income and prepaid expenses			380		372	
Other non-current assets			376		359	
Total Non-current assets			64,950		64,621	
Inventories	4		13,118		12,121	
Assets sold with a buy-back commitment			1,673		1,533	
Trade and other receivables	5		7,343		7,273	
Tax receivables			187		206	
Accrued income and prepaid expenses			419		389	
Other financial assets	11		660		762	
Cash and cash equivalents			13,910		17,318	
Assets held for sale			116		120	
Total Current assets			37,426		39,722	
Total Assets		€	102,376	€	104,343	
Equity and liabilities						
Equity	14					
Equity attributable to owners of the parent		€	19,869	€	19,168	
Non-controlling interests			194		185	
Total Equity			20,063		19,353	
Liabilities						
Long-term debt	9		14,784		16,111	
Employee benefits liabilities	7		9,018		9,052	
Provisions	8		6,172		6,520	
Other financial liabilities	11		27		16	
Deferred tax liabilities			219		194	
Other liabilities	10		3,696		3,628	
Total Non-current liabilities			33,916		35,521	
Trade payables			23,448		22,655	
Short-term debt and current portion of long-term debt	9		6,372		7,937	
Other financial liabilities	11		471		681	
Employee benefits liabilities	7		640		811	
Provisions	8		9,418		9,317	
Other liabilities	10		7,962		7,971	
Liabilities held for sale			86		97	
Total Current liabilities					40 460	
Total Equity and liabilities		€	48,397 102,376	€	49,469 104,343	

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (in € million) (Unaudited)

			Three months ended March 31					
	Note		2017		2016			
Cash flows from operating activities:								
Net profit from continuing operations		€	641	€	478			
Amortization and depreciation			1,600		1,417			
Change in inventories, trade and other receivables and payables			(581)		(1,213)			
Dividends received			35		106			
Change in provisions			(195)		30			
Change in deferred taxes			142		(3)			
Other changes			(65)		(45)			
Total			1,577		770			
Cash flows used in investing activities:					_			
Investments in property, plant and equipment and intangible assets			(2,231)		(1,821)			
Investments in joint ventures, associates and unconsolidated subsidiaries			_		(21)			
Proceeds from disposal of other investments			_		40			
Net change in receivables from financing activities			149		40			
Change in securities	11		147		_			
Other changes			14		25			
Total			(1,921)		(1,737)			
Cash flows used in financing activities:					_			
Issuance of notes			_		1,250			
Repayment of notes	9		(850)		_			
Issuance of other long-term debt			198		158			
Repayment of other long-term debt	9		(1,919)		(2,109)			
Net change in short-term debt and other financial assets/liabilities			(399)		(337)			
Other changes			_		(148)			
Total			(2,970)		(1,186)			
Translation exchange differences			(94)		(546)			
Total change in Cash and cash equivalents			(3,408)		(2,699)			
Cash and cash equivalents at beginning of the period			17,318		20,662			
Cash and cash equivalents at end of the period		€	13,910	€	17,963			

 $The \ accompanying \ notes \ are \ an \ integral \ part \ of \ the \ Interim \ Condensed \ Consolidated \ Financial \ Statements.$ 

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (in € million) (Unaudited)

Attributable to owners of the parent Available-for-sale financial Currency translation differences Remeasure-ment of defined benefit plans Cumulative share of OCI of equity method investees Non-controlling interests Other Cash flow Share capital Total At December 31, 2015 17 15,455 70 2,492 (26) (1,098) (105) 16,968 Net profit 472 6 478 Other comprehensive loss (53) (562) (15) (33) (3) (666) 24 Share-based compensation 24 Other changes (22) 49 (36) 6 6 At March 31, 2016 17 15,929 66 1,894 (41) (1,092) (138) 175 16,810

Other Cash flow translation sale financial defined benefit of OCI of e																		
	Shar	e capital						translation		sale financial		defined benefit		Cumulative share of OCI of equity method investees		Non-controlling interests		Total
December 31, 2016	€	19	€	17,312	€	(63)	€	2,912	€	(11)	€	(768)	€	(233)	€	185	€	19,353
Net profit		_		637		_		_		_		_		_		4		641
Other comprehensive income/(loss)		_		_		51		(17)		11		_		(21)		1		25
Share-based compensation(1)		_		43		_		_		_		_		_		_		43
Other changes		_		(3)		_		_		_		_		_		4		1
At March 31, 2017	€	19	€	17,989	€	(12)	€	2,895	€		€	(768)	€	(254)	€	194	€	20,063

<sup>(1)</sup> Includes €17 million tax benefit related to the long-term incentive plans.

# FIAT CHRYSLER AUTOMOBILES N.V. AND SUBSIDIARIES NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### 1. Basis of preparation

#### Authorization of Interim Condensed Consolidated Financial Statements and compliance with International Financial Reporting Standards

The accompanying interim condensed consolidated financial statements together with the notes thereto (the "Interim Condensed Consolidated Financial Statements") were authorized for issuance on May 3, 2017 and have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and as adopted by the European Union<sup>(1)</sup>. The designation "IFRS" also includes International Accounting Standards ("IAS"), as well as all interpretations of the IFRS Interpretations Committee ("IFRIC").

The Interim Condensed Consolidated Financial Statements, which have been prepared in accordance with IAS 34 – *Interim Financial Reporting*, do not include all of the information and notes required for complete financial statements and should be read in conjunction with the audited annual consolidated financial statements as of and for the year ended December 31, 2016 included within the 2016 Annual Report (the "FCA Consolidated Financial Statements at December 31, 2016"). The accounting policies are consistent with those used at December 31, 2016, except as described in the section —*New standards and amendments effective from January 1*, 2017 below.

#### **Basis of preparation**

The preparation of the Interim Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities and disclosure of contingent liabilities. If in the future such estimates and assumptions, which are based on management's best judgment at the date of the Interim Condensed Consolidated Financial Statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change. The Interim Condensed Consolidated Financial Statements include all adjustments considered necessary by management to fairly state the Group's results of operations, financial position and cash flows. For a description of the significant estimates, judgments and assumptions of the Group, refer to Note 2, *Basis of Presentation —Use of estimates* in the FCA Consolidated Financial Statements at December 31, 2016.

#### New standards and amendments effective from January 1, 2017

The following amendments, which were effective from January 1, 2017, were adopted by the Group. The adoption of these amendments had no effect on the Interim Condensed Consolidated Financial Statements.

· Amendments to IAS 12- Income Taxes that clarify how to account for deferred tax assets related to debt instruments measured at fair value.

#### New standards and amendments not yet effective

Reference should be made to Note 2, *Basis of Presentation – New Standards and Amendments Not Yet Effective* within the FCA Consolidated Financial Statements at December 31, 2016 for a detailed description of new standards not yet effective as of March 31, 2017.

(1) There is no effect on these Interim Condensed Consolidated Financial Statements resulting from differences between IFRS as issued by the IASB and IFRS as adopted by the European Union.

# **Exchange rates**

The principal exchange rates used to translate other currencies into Euro were as follows:

	For the three months ended March 31, 2017	At March 31, 2017	At December 31, 2016	For the three months ended March 31, 2016	At March 31, 2016
U.S. Dollar	1.065	1.069	1.054	1.102	1.139
Brazilian Real	3.347	3.380	3.431	4.301	4.117
Chinese Renminbi	7.335	7.364	7.320	7.211	7.351
Canadian Dollar	1.410	1.427	1.419	1.514	1.474
Mexican Peso	21.617	20.018	21.772	19.895	19.590
Polish Zloty	4.321	4.227	4.410	4.364	4.258
Argentine Peso	16.685	16.475	16.707	15.916	16.713
Pound Sterling	0.860	0.856	0.856	0.771	0.792
Swiss Franc	1.069	1.070	1.074	1.096	1.093

# 2. Net revenues

Net revenues were as follows:

		Three months ended March 31				
	<u> </u>	2017		2016		
	_	(€	million)			
Revenues from:						
Sales of goods	€	26,845	€	25,714		
Services provided		560		557		
Contract revenues		197		191		
Interest income of financial services activities		41		35		
Lease installments from assets sold with a buy-back commitment		76		73		
Total Net revenues	€	27,719	€	26,570		

## 3. Net financial expenses

The following table summarizes the Group's financial income and expenses included within Net financial expenses:

	Three months ended March 31			
		2017		2016
	(€ million)			
Interest income and other financial income	€	46	€	50
Financial expenses:				
Interest expense and other financial expenses		336		395
Write-down of financial assets		10		13
Losses on disposal of securities		3		_
Net interest expense on employee benefits provisions		80		85
Total Financial expenses		429		493
		_		
Net expenses from derivative financial instruments and exchange rate differences		53		69
Total Financial expenses and Net expenses from derivative financial instruments and exchange rate differences		482		562
			'	
Net financial expenses	€	436	€	512

#### 4. Inventories

	At M	At March 31, 2017		At December 31, 2016	
		(€ million)			
Raw materials, supplies and finished goods	€	12,979	€	12,056	
Amount due from customers for contract work		139		65	
Total Inventories	€	13,118	€	12,121	

The amount due from customers for contract work relates to the design and production of industrial automation systems and related products and is summarized as follows:

	A	At March 31, 2017		At December 31, 2016	
		(€ million)			
Aggregate amount of costs incurred and recognized profits (less recognized losses) to date	€	1,075	€	959	
Less: Progress billings		(1,185)		(1,130)	
Construction contracts, net of advances on contract work		(110)		(171)	
Amount due from customers for contract work as an asset	-	139		65	
Less: Amount due to customers for contract work as a liability included in Other liabilities - current (Note 10)		(249)		(236)	
Construction contracts, net of advances on contract work	€	(110)	€	(171)	

#### 5. Trade and other receivables

Trade and other receivables consisted of the following:

			At	March 31, 2017					At De	cember 31, 2016		2,479 2,578 2,797						
		Current		Non-current		Total		Current		Non-current		Total						
						(€ n	nillion)											
Trade receivables	€	2,721	€	_	€	2,721	€	2,479	€	_	€	2,479						
Receivables from financing activities		2,296		136		2,432		2,407		171		2,578						
Other receivables		2,326		613		2,939		2,387		410		2,797						
Total Trade and other receivables	€	7,343	43 € 749 € 8,092 €				€	7,273	€	581	€	7,854						

Receivables from financing activities included the following:

		At March 31, 2017		At December 31, 2016
		(€ m	illion)	
Dealer financing	€	1,903	€	2,115
Retail financing		309		286
Finance leases		6		6
Other		214		171
Total Receivables from financing activities	€	2,432	€	2,578

#### Transfer of assets

At March 31, 2017, the Group had receivables that had not yet come due, which were transferred without recourse and were derecognized in accordance with the requirements of IAS 39, *Financial Instruments: Recognition and Measurement*, amounting to €6,593 million (€6,573 million at December 31, 2016). The transfers related to trade receivables and other receivables for €5,562 million (€5,467 million at December 31, 2016) and financial receivables for €1,031 million (€1,106 million at December 31, 2016). These amounts included receivables of €4,038 million (€4,077 million at December 31, 2016), mainly due from the sales network, transferred to FCA Bank, our jointly controlled financial services company.

#### 6. Share-based compensation

Performance Share Units

In March 2017, FCA awarded a total of 2,264,000 Performance Share Units ("PSU") to certain key employees under the framework equity incentive plan, as described in Note 27, *Equity*, in the FCA Consolidated Financial Statements at December 31, 2016. The PSU awards, which represent the right to receive FCA common shares, have financial performance goals that include a net income target as well as total shareholder return ("TSR") target, with each weighted at 50 percent and settled independently of the other. Half of the award will vest based on our achievement of the targets for net income ("PSU NI awards") covering a three-year period from 2016 to 2018 and will have a payout scale ranging from 0 percent to 100 percent. The remaining 50 percent of the PSU awards, ("PSU TSR awards") are based on market conditions and have a payout scale ranging from 0 percent to 150 percent. The PSU TSR awards performance period covers a two-year period starting in December 2016 through 2018. Accordingly, the total number of shares that will eventually be issued may vary from the original award of 2.26 million units. The PSU awards will vest in the first quarter of 2019 if the respective performance goals for the years 2016 to 2018 are achieved.

The vesting of the PSU NI awards will be determined by comparing the Group's net profit excluding unusual items to the net income targets derived from the Group's business plan for the corresponding period. The performance period for the PSU NI awards commenced on January 1, 2016. As the performance period commenced substantially prior to the commencement of the service period, which coincides with the grant date, the Company determined that the net income target did not meet the definition of a performance condition under IFRS 2 - *Share-based Payment*, and therefore is required to be accounted for as a non-vesting condition. As such, the fair values of the PSU NI awards were calculated using a Monte Carlo simulation model.

#### **Restricted Share Units**

In March 2017, FCA awarded 2,264,000 Restricted Share Units ("RSUs") to certain key employees of the Company which represent the right to receive FCA common shares. These shares will vest in two equal tranches in the first quarter of 2018 and 2019. The fair values of the awards were measured using the FCA stock price on the grant date.

Including previously granted awards, total expense for the PSU and RSU awards of  $\[ \in \]$ 26 million and  $\[ \in \]$ 24 million was recorded for the three months ended March 31, 2017 and 2016, respectively.

#### Anti-dilution

The documents governing FCA's long-term incentive plans contain anti-dilution provisions which provide for an adjustment to the number of awards granted under the plans in order to preserve, or alternatively, prevent the enlargement of the benefits intended to be made available to the recipients of the awards should an event occur that impacts our capital structure. In January 2017, as a result of the distribution of the Company's 16.7 percent ownership interest in RCS Media Group S.p.A. to holders of its common shares on May 1, 2016, the Compensation Committee of FCA approved a conversion factor of 1.005865 that was applied to outstanding PSU awards at December 31, 2016 to make equity award holders whole for the resulting diminution in the value of an FCA common share. There was no change to the total cost of these awards to be amortized over the remaining vesting period as a result of these adjustments.

#### 7. Employee benefits liabilities

Employee benefits liabilities include provisions for both pension plans and health care, legal, severance indemnity and other post-employment benefits ("OPEB") and consisted of the following:

			At Ma	rch 31, 201	7			A	At Dece	ember 31, 20	16	
	Cı	ırrent	Noi	n-current		Total		Current	No	n-current		Total
						(€ mi	llion)					
Pension benefits	€	35	€	5,019	€	5,054	€	38	€	4,980	€	5,018
Health care and life insurance plans		143		2,282		2,425		145		2,321		2,466
Other post-employment benefits		462		1,717		2,179		628		1,751		2,379
Total Employee benefits liabilities	€	640	€	9,018	€	9,658	€	811	€	9,052	€	9,863

Pension and OPEB costs included in the Interim Condensed Consolidated Income Statement were as follows:

				Three months e	ended 1	March 31			
		20	)17			2	016		
		Pension		OPEB		Pension		OPEB	
				(€ mi	llion)				
Current service cost	€	45	€	8	€	40	€		11
Interest expense		287		29		288			29
Interest (income)		(239)		_		(234)			_
Other administrative costs		24		_		28			_
Total	€	117	€	37	€	122	€		40

A total of  $\ensuremath{\leqslant} 44$  million of contributions to our pension plans were made in the three months ended March 31, 2017.

#### 8. Provisions

			At 1	March 31, 2017					At D	ecember 31, 2010	õ	
		Current	ľ	Non-current		Total		Current		Non-current		Total
						(€ mi	llion)					
Product warranty and recall campaigns	€	2,914	€	€ 4,429 €		7,343	€	2,905	€	4,637	€	7,542
Sales incentives		5,678	_		5,678			5,749		_		5,749
Other provisions and risks		826			3 2,569		569			1,883		2,546
Total Provisions	€	9,418		€ 6,172		€ 15,590		€ 9,317		€ 6,520		15,837

Due to the continued macroeconomic weakness in Brazil, a total provision of €35 million was recognized at March 31, 2017 for workforce restructuring costs, of which €32 million was recognized within the LATAM segment and €3 million was recognized within the Components segment (refer to Note 16, *Segment reporting*).

			A	at March 31, 2017					At	December 31, 2016		<b>Total</b> 12,351							
		Current	Non-current Total					Current		Non-current		Total							
						(€ mi	llion)												
Notes	€	2,880	€	8,497	€	11,377	€	2,565	€	9,786	€	12,351							
Borrowings from banks		2,354		5,344		7,698		4,025		5,378		9,403							
Asset-backed financing		179		_		179		410		_		410							
Other debt		959		943		1,902	1,902			947		1,884							
Total Debt	£	6 372	€ 14.784 € 21.156			€	7 937 € 16 111			£	24 048								

#### Notes

In March 2017, the Group repaid a note at maturity with a principal amount of €850 million that was issued through the Medium Term Note ("MTN") Programme (previously referred to as the Global Medium Term Note Programme, or "GMTN" Programme).

#### Borrowings from banks

#### FCA US Tranche B Term Loans

On February 24, 2017, FCA US prepaid the outstanding principal and accrued interest for its tranche B term loan maturing May 24, 2017 (the "Tranche B Term Loan due 2017"). The prepayment of U.S.\$1,826 million (€1,721 million) was made with cash on hand and did not result in a material loss on extinguishment.

At March 31, 2017, €935 million, including accrued interest, was outstanding under FCA US's tranche B term loan maturing on December 31, 2018 (the "Tranche B Term Loan due 2018") (€948 million at December 31, 2016).

#### Revolving Credit Facilities

In March 2017, the Group amended its syndicated revolving credit facility originally signed in June 2015 (as amended, the "RCF"). The amendment increased the RCF from  $\epsilon$ 5.0 billion to  $\epsilon$ 6.25 billion and extended the RCF's final maturity to March 2022. The RCF, which is available for general corporate purposes and for working capital needs of the Group, is structured in two tranches:  $\epsilon$ 3.125 billion, with a 37-month tenor and two extension options of 1-year and of 11-months exercisable on the first and second anniversary of the amendment signing date, respectively, and  $\epsilon$ 3.125 billion, with a 60-month tenor. The amendment was accounted for as a debt modification and, as a result, the remaining unamortized debt issuance costs related to the original  $\epsilon$ 5.0 billion RCF and the new costs associated with the amendment will be amortized over the life of the amended RCF.

At March 31, 2017, undrawn committed credit lines totaling  $\in$  7.4 billion included the  $\in$  6.25 billion RCF and approximately  $\in$  1.2 billion of other revolving credit facilities. At December 31, 2016, undrawn committed credit lines totaling  $\in$  6.2 billion included the  $\in$  5.0 billion RCF and approximately  $\in$  1.2 billion of other revolving credit facilities.

#### Fiat Chrysler Finance US Inc.

On March 6, 2017, Fiat Chrysler Finance US Inc. ("FCF US") was incorporated under the laws of Delaware and became an indirect, 100 percent owned subsidiary of the Company. FCF US is a finance subsidiary as defined in Rule 3-10(b) of Regulation S-X. If FCF US issues debt securities, they will be fully and unconditionally guaranteed by the Company. No other subsidiary of the Company will guarantee such indebtedness.

#### 10. Other liabilities

Other liabilities consisted of the following:

			At	March 31, 2017			At December 31, 2016							
		Current		Non-current		Total		Current		Non-current		Total		
						(€ mi	llion)							
Advances on buy-back agreements	€	2,215	€	_	€	2,215	€	2,081	€	_	€	2,081		
Accrued expenses and deferred income		1,328		2,462		3,790		1,320		2,428		3,748		
Indirect taxes payables		745	1,002			1,747		667		968		1,635		
Payables to personnel		880	22			902		1,006		34		1,040		
Social security payables		315		7		322		312		7		319		
Amounts due to customers for contract work (Note 4)		249		_		249		236		_		236		
Other		2,230		203		2,433		2,349		191		2,540		
Total Other liabilities	€	7,962	€	3,696	€	11,658	€	7,971	€	3,628	€	11,599		

On January 20, 2017, the last installment of U.S.\$175 million (€166 million), which was included within Other current liabilities, was paid on the obligation arising from the memorandum of understanding entered into in January 2014 by FCA US with the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America.

As disclosed in Note 22, *Other liabilities and Tax payables*, in the FCA Consolidated Financial Statements at December 31, 2016, indirect tax payables includes federal taxes on commercial transactions accrued by the Group's Brazilian subsidiary, FCA Brazil, for which the Group (as well as a number of important industrial groups that operate in Brazil) was awaiting a decision by the Brazilian Supreme Court regarding its claim alleging double taxation. On March 15, 2017, the Brazilian Supreme Court ruled that state value added tax should be excluded from the base for calculating a federal tax on revenue. FCA has accrued but has not paid such taxes for the period from 2007 to 2014 while the matter was being challenged in the Brazilian courts. Once the Brazilian Supreme Court publishes its ruling, the Brazilian government will file a motion to clarify the decision as to how the government should implement the court's ruling, which could restrict the effects of the decision. We are monitoring this situation and will continue to assess whether the liability related to this matter should be adjusted as additional information becomes available.

#### 11. Fair value measurement

#### Assets and liabilities that are measured at fair value on a recurring basis

The following table shows the fair value hierarchy, based on observable and unobservable inputs, for financial assets and liabilities that are measured at fair value on a recurring basis at March 31, 2017 and December 31, 2016:

				At Mar	ch 31,	2017						At December	31, 20	16		
		Level 1	L	evel 2	I	Level 3		Total		Level 1		Level 2	I	Level 3		Total
									(€ m	illion)						
Available-for-sale:																
Available-for-sale investments	€	3	€	16	€	_	€	19	€	135	€	16	€	_		151
Available-for-sale securities		83		2		12		97		84		2		12		98
Held-for-trading:																
Held-for-trading investments		47		_		_		47		49		_		_		49
Held-for-trading securities		199		_		_		199		203		_		_		203
Collateral deposits		65		_		_		65		68		_		_		68
Derivative financial assets		_		404		37		441		_		458		21		479
Cash and cash equivalents		13,286		624				13,910		15,790		1,528				17,318
Total Assets	€	13,683	€	1,046	€	49	€	14,778	€	16,329	€	2,004	€	33	€	18,366
Derivative financial liabilities		=		498				498		_		695		2		697
Total Liabilities	€		€	498	€		€	498	€		€	695	€	2	€	697

During the three months ended March 31, 2017, there were no transfers between levels in the fair value hierarchy.

The fair value of Other financial assets and liabilities, which mainly include derivative financial instruments, is measured by taking into consideration market parameters at the balance sheet date and using valuation techniques widely accepted in the financial business environment as described below:

- · the fair value of forward contracts and currency swaps is determined by taking the prevailing exchange rates and interest rates at the balance sheet date;
- the fair value of interest rate swaps and forward rate agreements is determined by taking the prevailing interest rates at the balance sheet date and using the discounted expected cash flow method;
- the fair value of combined interest rate and currency swaps is determined using the exchange and interest rates prevailing at the balance sheet date and the discounted expected cash flow method;
- the fair value of swaps and options hedging commodity price risk is determined by using suitable valuation techniques and taking market parameters at the balance sheet date (in particular, underlying prices, interest rates and volatility rates).

The carrying value of Cash and cash equivalents usually approximates fair value due to the short maturity of these instruments. The fair value of money market funds is also based on available market quotations. Where appropriate, the fair value of cash equivalents is determined with discounted expected cash flow techniques using observable market yields (categorized as Level 2).

The following is a reconciliation of the changes in items measured at fair value and classified within Level 3:

				Three months	nded N	March 31		
	· ·		201	7			2016	6
		Securities		Derivative financial assets/(liabilities)		Securities		Derivative financial assets/(liabilities)
				(€ n	nillion)			
At January 1	€	12	€	19	€	12	€	(35)
(Losses) recognized in Consolidated Income Statement		_		_		_		(7)
Gains recognized in Other comprehensive income/(loss)		_		23		_		11
Issues/Settlements		_		(5)		_		13
At March 31	€	12	€	37	€	12	€	(18)

The gains recognized in Other comprehensive income/(loss) for the three months ended March 31, 2017 and 2016 were included within Cash flow hedge reserve. The losses included in the Interim Condensed Consolidated Income Statement for the three months ended March 31, 2016 were recognized within Cost of sales.

On March 21, 2017, the Group completed the sale of its available-for-sale investment in CNH Industrial N.V. ("CNHI"), which consisted of 15,948,275 common shares representing 1.17 percent of CNHI's common shares for an amount of €144 million. The sale did not result in a material gain. The additional 15,948,275 special voting shares owned by the Group, which had not been attributed any value, expired upon the sale of the CNHI common shares.

#### Assets and liabilities not measured at fair value on a recurring basis

The carrying value for current receivables and payables is a reasonable approximation of the fair value as the present value of future cash flows does not differ significantly from the carrying amount.

The following table summarizes the carrying amount and fair value for financial assets and liabilities not measured at fair value on a recurring basis:

	At March 3  Carrying  Note amount			rch 31	, 2017		At Decei	nber 3	31, 2016
	Note				Fair Value		Carrying amount		Fair Value
					(€ п	nillion)			
Dealer financing		€	1,903	€	1,903	€	2,115	€	2,115
Retail financing			309		307		286		285
Finance leases			6		6		6		6
Other		214			214		171		171
Total Receivables from financing activities	5	€	2,432	€	2,430	€	2,578	€	2,577
Notes		€	11,377	€	12,140	€	12,351	€	13,164
Other debt			9,600		9,610		11,287		11,311
Asset-backed financing		179			179				410
Total Debt	9	€	21,156	€	21,929	€	24,048	€	24,885

The fair value of Receivables from financing activities, which are classified in Level 3 of the fair value hierarchy, have been estimated with discounted cash flows models. The most significant inputs used for this measurement are market discount rates that reflect conditions applied in various reference markets on receivables with similar characteristics, adjusted in order to take into account the credit risk of the counterparties.

Notes that are traded in active markets for which close or last trade pricing is available are classified within Level 1 of the fair value hierarchy. Notes for which such prices are not available, are valued at the last available price or based on quotes received from independent pricing services or from dealers who trade in such securities and are classified within Level 2 of the fair value hierarchy. At March 31, 2017, €12,133 million and €7 million of Notes were classified within Level 1 and Level 2, respectively. At December 31, 2016, €13,157 million and €7 million of Notes were classified within Level 2, respectively.

The fair value of Other debt classified within Level 2 of the fair value hierarchy has been estimated using discounted cash flow models. The main inputs used are year-end market interest rates, adjusted for market expectations of the Group's non-performance risk implied in quoted prices of traded securities issued by the Group and existing credit derivatives on Group liabilities. The fair value of the debt that requires significant adjustments using unobservable inputs is classified in Level 3. At March 31, 2017, €7,731 million and €1,879 million of Other Debt was classified within Level 2 and Level 3, respectively. At December 31, 2016, €9,424 million and €1,887 million of Other Debt was classified within Level 2 and Level 3, respectively.

#### 12. Related party transactions

Related parties of the Group are entities and individuals capable of exercising control, joint control or significant influence over the Group and its subsidiaries. Refer to Note 24, *Related party transactions*, in the FCA Consolidated Financial Statements at December 31, 2016, for a description of the Group's transactions with the Group's unconsolidated subsidiaries, joint ventures, associates and other related parties.

The amounts for significant transactions with related parties recognized in the Interim Condensed Consolidated Income Statements were as follows:

Three	months	andad	March 31	
i nree	months	enaea	March 31	

·				20	17						:	2016			
	Net revenues		Cost of revenues		Selling, general and other costs/(income)		Financial enses)/income		Net revenues		Cost of revenues		Selling, general l other costs		inancial nses)/income
							(€ milli	on)							
Joint arrangements and associates	€ 1,0	85 (	805	€	(35)	€	(8)	€	1,051	€	565	€	5	€	(6)
CNHI	€ 1	38 (	£ 85	€	_	€	_	€	130	€	101	€	_	€	_
Ferrari	€	26 #	£ 87	€	_	€	_	€	15	€	32	€	_	€	(7)

Assets and liabilities from significant transactions with related parties were as follows:

				Α	t Mai	rch 31, 2017								At D	eceml	ber 31, 201	.6			
	Trade and receivab		1	Trade payables	l	Other iabilities		sset-backed financing		Debt		ade and other receivables		Trade ayables		Other abilities		set-backed inancing	I	Debt
										(€ mil	lion)									
Joint arrangements	_																			
and associates	€	513	€	508	€	218	€	120	€	40	€	440	€	570	€	186	€	169	€	26
CNHI	€	74	€	82	€	15	€	_	€	3	€	80	€	82	€	15	€	_	€	4
Forrari	€	34	€	78	€		€	_	€	_	€	25	€	75	€	_	€	_	€	_

#### 13. Guarantees granted, commitments and contingent liabilities

#### Litigation

Refer to Note 28, *Guarantees granted*, *commitments and contingent liabilities*, in the FCA Consolidated Financial Statements at December 31, 2016 for information on the Group's pending litigation proceedings and governmental investigations. Other than as discussed in that note, there have been no material new litigation or developments with respect to existing litigation and governmental investigations during the three months ended March 31, 2017.

#### 14. Equity

#### Share capital

At March 31, 2017, share capital of FCA amounted to  $\in$ 19 million ( $\in$ 19 million at December 31, 2016) and consisted of 1,537,266,200 common shares and 408,941,767 special voting shares, all with a par value of  $\in$ 0.01 each (1,527,965,719 common shares and 408,941,767 special voting shares, all with a par value of  $\in$ 0.01 each at December 31, 2016).

#### Other comprehensive income/(loss)

Other comprehensive income/(loss) was as follows:

		For the three months ended March 31			
	-	2017		2016	
		(€ mi	llion)		
Items that will not be reclassified to the Consolidated Income Statement in subsequent periods:					
Gains on re-measurement of defined benefit plans	€	_	€	2	
Total items that will not be reclassified to the Consolidated Income Statement (B1)		_		2	
Items that may be reclassified to the Consolidated Income Statement in subsequent periods:					
Losses on cash flow hedging instruments arising during the period		(11)		(25)	
Gains/(Losses) on cash flow hedging instruments reclassified to the Consolidated Income Statement		72		(93)	
Total Gains/(Losses) on cash flow hedging instruments		61		(118)	
Gains/(Losses) on available-for-sale financial assets		11		(15)	
Foreign exchange losses		(16)		(563)	
Share of Other comprehensive income/(loss) for equity method investees arising during the period		(15)		(32)	
Share of Other comprehensive (loss) for equity method investees reclassified to the Consolidated Income Statement		(6)		(2)	
Total Share of Other comprehensive (loss) for equity method investees		(21)		(34)	
Total Items that may be reclassified to the Consolidated Income Statement (B2)		35		(730)	
Total Other comprehensive income/(loss) (B1)+(B2)		35		(728)	
Tax effect		(10)		62	
Total Other comprehensive income/(loss), net of tax	€	25	€	(666)	

For the three months ended March 31	

				2017						2016		
		Pre-tax balance		Tax (expense)		Net balance		Pre-tax balance	in	Tax come/(expense)		Net balance
						(€ mill	ion)					
Gains on remeasurement of defined benefit plans	€	_	€	_	€	_	€	2	€	(2)	€	_
Gains/(Losses)on cash flow hedging instruments		61		(10)		51		(118)		64		(54)
Gains/(Losses) on available- for-sale financial assets		11		_		11		(15)		_		(15)
Foreign exchange losses		(16)		_		(16)		(563)		_		(563)
Share of Other comprehensive loss for equity method investees		(21)		_		(21)		(34)		_		(34)
Total Other comprehensive income/(loss)	€	35	€	(10)	€	25	€	(728)	€	62	€	(666)

#### 15. Earnings per share

#### Basic earnings per share

The basic earnings per share for the three months ended March 31, 2017 and 2016 was determined by dividing the Net profit attributable to the equity holders of the parent by the weighted average number of shares outstanding during the periods. In addition, for the three months ended March 31, 2016, the weighted average number of shares outstanding included the minimum number of common shares to be converted as a result of the issuance of the mandatory convertible securities (which were mandatorily converted into FCA common shares in December 2016).

The following table summarizes the amounts used to calculate the basic earnings per share:

	_	Three months	ende	d March 31
	·	2017		2016
Net profit attributable to owners of the parent	million €	637	€	472
Weighted average number of shares outstanding	thousand	1,529,948		1,511,426
Basic earnings per share	€ €	0.416	€	0.312

#### Diluted earnings per share

In order to calculate the diluted earnings per share for the three months ended March 31, 2017, the weighted average number of shares outstanding has been increased to take into consideration the theoretical effect of the potential common shares that would be issued for the outstanding and unvested PSU awards and RSU awards at March 31, 2017 as determined using the treasury stock method. In addition, for the three months ended March 31, 2016, the weighted average number of shares outstanding was increased to take into consideration the theoretical effect of the potential common shares that would be issued for the mandatory convertible securities based on FCA's share price and pursuant to the terms of the prospectus of the mandatory convertible securities.

For the three months ended March 31, 2017, the theoretical effect that would arise if the PSU and RSU awards granted in March 2017 (Note 6 - *Share-based compensation*) were exercised, was not taken into consideration in the calculation of diluted earnings per share as this would have had an anti-dilutive effect.

There were no instruments excluded from the calculation of diluted earnings per share because of an anti-dilutive effect for the three months ended March 31, 2016.

The following table summarizes the amounts used to calculate the diluted earnings per share:

		For the three months ended March 31				
		2017		2016		
Net profit attributable to owners of the parent	million €	637	€	472		
Weighted average number of shares outstanding	thousand	1,529,948		1,511,426		
Number of shares deployable for share-based compensation	thousand	21,586		6,563		
Number of shares deployable for mandatory convertible securities	thousand	_		22,462		
Weighted average number of shares outstanding for diluted earnings per share	thousand	1,551,534		1,540,451		
Diluted earnings per share	€	0.411 € 0.30				

#### 16. Segment reporting

The Group's activities are carried out through six reportable segments: four regional mass-market vehicle segments (NAFTA, LATAM, APAC and EMEA); Maserati, our global luxury brand segment; and a global Components segment. These reportable segments reflect the operating segments of the Group that are regularly reviewed by the Chief Executive Officer, who is the "chief operating decision maker," for making strategic decisions, allocating resources and assessing performance, and that exceed the quantitative threshold provided in IFRS 8 - *Operating Segments*, or whose information is considered useful for the users of the financial statements.

The Group's four regional mass-market vehicle reportable segments deal with the design, engineering, development, manufacturing, distribution and sale of passenger cars, light commercial vehicles and related parts and services in specific geographic areas: NAFTA (U.S., Canada, Mexico and Caribbean islands), LATAM (South and Central America), APAC (Asia and Pacific countries) and EMEA (Europe, Middle East and Africa). The Group's global luxury brand reportable segment, Maserati, deals with the design, engineering, development, manufacturing, worldwide distribution and sale of luxury vehicles under the Maserati brand. The Group's global Components reportable segment deals with the production and sale of lighting components, body control units, suspensions, shock absorbers, electronic systems and exhaust systems, powertrain components, engine control units, plastic molding components, cast iron and aluminum components, as well as the design and production of industrial automation systems and related products for the automotive industry.

Other activities include the results of the activities and businesses that are not operating segments under IFRS 8 – *Operating Segments*. In addition, Unallocated items and eliminations include consolidation adjustments and eliminations. Financial income and expenses and income taxes are not attributable to the performance of the segments as they do not fall under the scope of their operational responsibilities.

Adjusted Earnings Before Interest and Taxes ("Adjusted EBIT") is the measure used by the chief operating decision maker to assess performance, allocate resources to the Group's operating segments and to view operating trends, perform analytical comparisons and benchmark performance between periods and among the segments. Adjusted EBIT excludes certain adjustments from Net profit 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). See below for a reconciliation of Net profit, which is the most directly comparable measure included in our Consolidated Income Statement, to Adjusted EBIT. Operating assets are not included in the data reviewed by the chief operating decision maker, and as a result and as permitted by IFRS 8 – Operating Segments, the related information is not provided. The following tables summarize selected financial information by segment for the three months ended March 31, 2017 and 2016:

				Mass-Mar	ket V	ehicles												
Three months ended March 31, 2017	N	NAFTA	L	ATAM	I	APAC		EMEA	N	Iaserati		Components	a	Other ectivities		allocated items eliminations		FCA
										(€ mil	lion)							
Revenues	€	17,100	€	1,672	€	666	€	5,630	€	949	€	2,532	€	185	€	(1,015)	€	27,719
Revenues from transactions with other segments		(18)		(4)		(9)		(25)		(5)		(855)		(99)		1,015		
Revenues from external customers	€	17,082	€	1,668	€	657	€	5,605	€	944	€	1,677	€	86	€		€	27,719
Net profit																	€	641
Tax expense																	€	428
Net financial expenses																	€	436
Adjustments:																		
Restructuring costs		_		32		_		_		_		3		_		_		35
Other		_		_		_		_		_		(5)		_		_		(5)
Adjusted EBIT	€	1,241	€	(20)	€	21	€	178	€	107	€	118	€	(55)	€	(55)	€	1,535
Share of profit of equity method investees	€	_	€	_	€	14	€	71	€	_	€	2	€	2	€	1	€	90

				Mass-Mar	ket V	ehicles												
Three Months Ended March 31, 2016	N	IAFTA	L	ATAM	A	APAC		EMEA	I	Maserati		Components		Other ctivities		nallocated items & eliminations		FCA
										(€ mi	llion)							
Revenues	€	17,136	€	1,311	€	949	€	5,040	€	508	€	2,319	€	182	€	(875)	€	26,570
Revenues from transactions with other segments		(5)		(17)		(6)		(40)		(2)		(712)		(93)		875		_
Revenues from external customers	€	17,131	€	1,294	€	943	€	5,000	€	506	€	1,607	€	89	€	_	€	26,570
									_						_			
Net profit																		478
Tax expense																		317
Net financial expenses																		512
Adjustments:																		
NAFTA capacity realignment		51		_		_		_		_		_		_		_		51
Currency devaluations		_		19		_		_		_		_		_		_		19
Restructuring costs/(reversal)		(2)		5		_		_		_		4		_		_		7
Other		_		_		(5)		_		_		_		_		_		(5)
Adjusted EBIT	€	1,227	€	11	€	12	€	96	€	16	€	86	€	(43)	€	(26)	€	1,379
Share of profit of equity method investees	€	_	€	_	€	_	€	64	€	_	€	1	€	(6)	€	1	€	60

#### 17. Subsequent events

On April 12, 2017, FCA US amended the credit agreement that governs the Tranche B Term Loan due 2018. The amendment reduced the applicable interest rate spreads by 0.50 percent per annum and reduced the LIBOR floor by 0.75 percent per annum, to 0.00 percent. In addition, the base rate floor was eliminated. As a result, the Tranche B Term Loan due 2018 bears interest, at FCA US's option, either at a base rate plus 1.0 percent per annum or at LIBOR plus 2.0 percent per annum. If FCA US voluntarily refinances or re-prices all or any portion of the Tranche B Term Loan due 2018 on or before the six month anniversary of the effective date of the amendment, under certain circumstances, FCA US will be obligated to pay a call premium equal to 1.00 percent of the principal amount refinanced or re-priced. After October 12, 2017, FCA US may refinance or re-price the Tranche B Term Loan due 2018 without premium or penalty.



### Exhibit 99.2

Income Statement by activity Unaudited

		For the thre	e months ended March 31, 2017		For the three	months ended March 31, 2016
(€ million)	Group	Industrial activities	Financial services	Group	Industrial activities	Financial services
Net revenues	27,719	27,667	77	26,570	26,527	65
Cost of revenues	23,588	23,561	52	22,803	22,775	50
Selling, general and other costs	1,841	1,832	9	1,756	1,747	9
Research and development costs	846	846	_	759	759	_
Result from investments	96	50	46	62	28	34
Restructuring costs	35	35	_	7	7	_
Net financial expenses	436	436	_	512	512	_
Profit before taxes	1,069	1,007	62	795	755	40
Tax expense	428	424	4	317	316	1
Result from intersegment investments	_	58	_		39	_
Net profit	641	641	58	478	478	39
Adjusted EBIT	1,535	1,473	62	1,379	1,339	40



### Statement of Financial Position by activity Unaudited

Liabilities held for sale

TOTAL EQUITY AND LIABILITIES

At March 31, 2017 At December 31, 2016 Industrial Industrial Financial Financial Group activities services Group activities services 15,010 15,010 Goodwill and intangible assets with indefinite useful lives 15,222 15,222 Other intangible assets 11,686 3 3 11,683 11,422 11,419 Property, plant and equipment 2 30,663 30,661 2\_ 30,431 30,429 Investments and other financial assets 3,059 3,456 1,166 3,204 3,607 1,111 Deferred tax assets 3,594 3,539 55 3,699 3,644 55 Inventories 13,118 13,118 12,121 12,121 Assets sold with a buy-back commitment 1,673 1,673 1,533 1,533 Trade receivables 2,721 2,720 17 2,480 30 2,479 Receivables from financing activities 2,432 1,005 2,386 2,578 884 2,537 3 280 286 6 Tax receivables 299 293 Other assets 4,114 4,096 21 3,917 3,901 16 Cash and cash equivalents 13,910 13,753 157 17,318 17,167 151 Assets held for sale 116 116 120 120 **TOTAL ASSETS** 102,376 101,116 3,810 104,343 102,820 3,911 **Equity and Liabilities** 20,063 20,063 1,530 19,353 1,474 Equity 19,353 Employee benefits 9,658 9,656 9,863 9,861 11 Provisions 15,590 15,580 10 15,837 15,826 Deferred tax liabilities 219 219 194 194 Debt 21,156 20,017 2,131 24,048 22,638 2,293 Trade payables 23,448 23,460 4 2 22,655 22,673 Other financial liabilities 498 496 2 7 697 690 Other liabilities 11,658 11,539 131 11,599 11,488 122

86

3,810

101,116

97

102,820

3,911

104,343

86

102,376



#### **Statement of Cash Flows by activity**

Unaudited

		For the thre	e months ended March 31, 2017			months ended March 31, 2016
(€ million)	Group	Industrial activities	Financial services	Group	Industrial activities	Financial services
Cash flows from operating activities:						
Net profit for the period	641	641	57	478	478	39
Amortization and depreciation	1,600	1,599	1	1,417	1,417	
Change in inventories, trade and other receivables and payables	(581)	(603)	22	(1,213)	(1,211)	(2)
Dividends received	35	41	_	106	124	
Change in provisions	(195)	(195)	_	30	31	(1)
Change in deferred taxes	142	142		(3)	(1)	(2)
Other changes	(65)	(81)	(41)	(45)	(59)	(25)
Total	1,577	1,544	39	770	779	9
Cash flows used in investing activities:						
Investments in property, plant and equipment and intangible assets	(2,231)	(2,231)	_	(1,821)	(1,820)	(1)
Investments in joint ventures, associates and unconsolidated subsidiaries	_	_	_	(21)	(21)	
Net change in receivables from financing activities	149	(12)	161	40	(58)	98
Change in securities	147	148	(1)			
Other changes	14	14		65_	138	(73)
Total	(1,921)	(2,081)	160	(1,737)	(1,761)	24
Cash flows used in financing activities:						
Net change in Debt and other financial assets/liabilities	(2,970)	(2,783)	(187)	(1,038)	(1,035)	(3)
Other changes	_	_	(6)	(148)	(148)	(18)
Total	(2,970)	(2,783)	(193)	(1,186)	(1,183)	(21)
Translation exchange differences	(94)	(94)	_	(546)	(546)	
Total change in Cash and cash equivalents	(3,408)	(3,414)	6	(2,699)	(2,711)	12
Cash and cash equivalents at the beginning of the period	17,318	17,167	151	20,662	20,528	134
Cash and cash equivalents at the end of the period	13,910	13,753	157	17,963	17,817	146

## Net debt breakdown - Unaudited



€B Exhibit 99.3

	Dec. 31, '16	j		N	1arch 31, '1	7
Cons.	Ind.	Fin.		Cons.	Ind.	Fin.
24.0	21.8	2.2	Gross debt*	21.1	19.1	2.0
0.1	0.1	0.0	Derivatives M-to-M, Net	(0.0)	(0.0)	(0.0)
(17.6)	(17.4)	(0.2)	Cash & marketable securities	(14.2)	(14.0)	(0.2)
6.6	4.6	2.0	Net debt	6.9	5.1	1.8
Vet of interseg	ment receivables					

Note: Numbers may not add due to rounding

Q1 2017 Additional Information: Debt

## **Gross debt breakdown - Unaudited**



€В

Outstanding Dec. 31, '16		Outstanding March 31, '1'
23.6	Cash maturities	21.1
9.8	Bank debt	8.1
12.5	Capital market debt	11.6
1.4	Other debt	1.4
0.4	Asset-backed financing	0.2
0.0	ABS / securitization	0.0
0.0	Warehouse facilities	0.0
0.4	Sale of receivables	0.2
(0.1)	Accruals & other adjustments	(0.2)
24.0	Gross debt	21.1
(17.6)	Cash & marketable securities	(14.2)
0.1	Derivatives (assets)/liabilities	0.0
6.6	Net debt	6.9
6.2	Undrawn committed revolving facilities	7.4

Q1 2017 Additional Information: Debt

Note: Numbers may not add due to rounding

.

# **Debt maturity schedule - Unaudited**



€В

Outstanding							
March 31 '17		9M 2017	2018	2019	2020	2021	Beyond
8.1	Bank debt	2.4	3.0	0.9	0.5	0.4	0.9
11.6	Capital market debt	1.7	2.0	1.5	1.4	1.0	4.0
1.4	Other debt	0.5	0.2	0.2	0.1	0.1	0.3
21.1	Total cash maturities *	4.6	5.1	2.6	2.1	1.5	5.2
14.2	Cash and marketable securities						
7.4	Undrawn committed revolving facilities						
21.6	Total available liquidity						
6.6	Sale of receivables (IFRS de-recognition compliant)						
4.0	of which receivables sold to financial services JVs (FCA Bank)						

Note: Numbers may not add due to rounding

<sup>\*</sup> Represents total cash maturities excluding accruals