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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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

For the month of March 2018

Commission File No. 001-36675

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**FIAT CHRYSLER AUTOMOBILES N.V.**

(Translation of Registrant's Name Into English)

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

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(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  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(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

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

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The following exhibits are furnished herewith:

- Exhibit 99.1 Press release issued by Fiat Chrysler Automobiles N.V. dated March 1, 2018
- Exhibit 99.2 Notice of Annual General Meeting
- Exhibit 99.3 Agenda and Explanatory Notes
- Exhibit 99.4 John Abbott Bio
- Exhibit 99.5 Corporate Governance Statement
- Exhibit 99.6 Outstanding share capital and voting rights at the date of notice
- Exhibit 99.7 Attendance Card
- Exhibit 99.8 Proxy Form
- Exhibit 99.9 Proxy Card

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**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: March 2, 2018

FIAT CHRYSLER AUTOMOBILES N.V.

By: /s/ Richard K. Palmer

Name: Richard K. Palmer

Title: Chief Financial Officer

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## Index of Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
Exhibit 99.1	Press release issued by Fiat Chrysler Automobiles N.V. dated March 1, 2018
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Exhibit 99.3	Agenda and Explanatory Notes
Exhibit 99.4	John Abbott Bio
Exhibit 99.5	Corporate Governance Statement
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Exhibit 99.7	Attendance Card
Exhibit 99.8	Proxy Form
Exhibit 99.9	Proxy Card

**FCA publishes agenda for the 2018 AGM**

Fiat Chrysler Automobiles N.V. (NYSE: FCAU / MTA: FCA) announced today that it has published the agenda and the explanatory notes for the 2018 Annual General Meeting of Shareholders (“AGM”), which will take place on April 13, 2018 in Amsterdam.

FCA’s AGM notice and explanatory notes and other AGM materials are available on FCA’s investor relations website at <http://www.fcagroup.com>, where they can be viewed and downloaded.<sup>1</sup> Shareholders may request a hard copy of these materials, which include FCA’s audited financial statements, free of charge, through the contact below.

London, 1 March 2018

<sup>1</sup> The 2017 Annual Report and the annual report on Form 20-F are available on the Company’s website ([www.fcagroup.com](http://www.fcagroup.com)) at [https://www.fcagroup.com/en-US/investor\\_relations/financial\\_results\\_regulatory\\_filings/financial\\_reports/Pages/2017.aspx](https://www.fcagroup.com/en-US/investor_relations/financial_results_regulatory_filings/financial_reports/Pages/2017.aspx) or at [https://www.fcagroup.com/it-IT/investor\\_relations/financial\\_results\\_regulatory\\_filings/financial\\_reports/Pages/2017.aspx](https://www.fcagroup.com/it-IT/investor_relations/financial_results_regulatory_filings/financial_reports/Pages/2017.aspx). The AGM notice, explanatory notes and other AGM materials are available on the corporate website at [https://www.fcagroup.com/en-us/investors/stock\\_info\\_and\\_shareholder\\_corner/shareholder\\_meetings/pages/default.aspx](https://www.fcagroup.com/en-us/investors/stock_info_and_shareholder_corner/shareholder_meetings/pages/default.aspx) [https://www.fcagroup.com/it-it/investors/stock\\_info\\_and\\_shareholder\\_corner/shareholder\\_meetings/Pages/default.aspx](https://www.fcagroup.com/it-it/investors/stock_info_and_shareholder_corner/shareholder_meetings/Pages/default.aspx)

For further information:  
tel.: +39 (011) 00 63088  
Email: [mediarelations@fcagroup.com](mailto:mediarelations@fcagroup.com)  
[www.fcagroup.com](http://www.fcagroup.com)



## **NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders (the “AGM”) of Fiat Chrysler Automobiles N.V. (the “Company”) is convened at 12:00 noon CEST on Friday, April 13, 2018, at RADISSON BLU HOTEL AMSTERDAM AIRPORT, Boeing Avenue 2, 1119 PB Schiphol-Rijk, the Netherlands. The language of the meeting shall be English. The AGM is convened to discuss and decide on the following:

### ***AGENDA***

#### **1. OPENING**

#### **2. ANNUAL REPORT 2017**

- a. Report of the Board of Directors for the financial year 2017 (discussion)
- b. Main Items of corporate governance structure and compliance with Dutch Corporate Governance Code (discussion)
- c. Implementation of the remuneration policy in 2017 (discussion)
- d. Policy on additions to reserves and on dividends (discussion)
- e. Adoption of the 2017 Annual Accounts (voting)
- f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2017 (voting)

#### **3. APPOINTMENT OF THE EXECUTIVE DIRECTORS**

- a. Re-appointment of John Elkann (voting)
- b. Re-appointment of Sergio Marchionne (voting)

#### **4. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS**

- a. Re-appointment of Ronald L. Thompson (voting)
- b. Appointment of John Abbott (voting)
- c. Re-appointment of Andrea Agnelli (voting)
- d. Re-appointment of Tiberto Brandolini d’Adda (voting)
- e. Re-appointment of Glenn Earle (voting)
- f. Re-appointment of Valerie A. Mars (voting)
- g. Re-appointment of Ruth J. Simmons (voting)
- h. Re-appointment of Michelangelo A. Volpi (voting)
- i. Re-appointment of Patience Wheatcroft (voting)
- j. Re-appointment of Ermenegildo Zegna (voting)

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**5. APPOINTMENT OF THE INDEPENDENT AUDITOR**

Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the Company (voting)

**6. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY (voting)**

**7. CLOSE OF MEETING**

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*AGM documentation*

The AGM documentation:

- the Company's Annual Report 2017 (including – *inter alia* – the Report on Operations, Consolidated Financial Statements and Annual Accounts) and the Independent Auditor's Report,
- the Agenda and explanatory notes to the Agenda with proposed resolutions and information about members of the Company's board of directors (the "Board of Directors") whose appointment has been proposed,
- statement of the total number of outstanding shares and voting rights at the date of this notice,
- proxy forms for shareholders,
- instructions and documents for participation and voting at the AGM

is available on the Company's website ([www.fcagroup.com/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/Stock_Info&Shareholder_Corner/Shareholder_Meetings)). This documentation is also available at the Company's offices at 25 St. James's Street, London, SW1A 1HA United Kingdom, for shareholders and other persons entitled to attend the meeting who will, upon request, receive a copy free of charge.

*Participation and record date*

Shareholders can hold Company shares in four ways:

- shareholders (the "**Loyalty Shareholders**") holding special voting shares and common shares or shareholders holding common shares electing to receive special voting shares upon completion of the required holding period registered in the loyalty register of the Company (the "**Loyalty Register**"). The Loyalty Register is maintained on behalf of the Company in the records of the Company's agents: Computershare Trust Co. NA and Computershare S.p.A. (each the "**Agent**" and both the "**Agents**");
- shareholders holding common shares in registered form (the "**Registered Shareholders**") in an account at Computershare Trust Co. NA as the transfer agent of the Company (the "**Transfer Agent**" and together with the Agents, the "**AGM Agents**");
- shareholders holding common shares in an intermediary account with a participant in the Monte Titoli system (the "**Monte Titoli Participant Account**");
- shareholders holding common shares in a bank, brokerage or other intermediary account with a participant in the Depository Trust Company system (the "**DTC Participant Account**").

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders (which for the purposes of this notice include holders of a Dutch law right of usufruct), must (i) be registered as of **March 16, 2018** (the "**Record Date**"), in the register established for that purpose by the Board of Directors (the "AGM Register") after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such



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holders at the date of the AGM and (ii) request registration in the manner mentioned below. The AGM Register established by the Board of Directors is: (i) in respect of Loyalty Shareholders, the Loyalty Register, (ii) in respect of Registered Shareholders, the administration of the Transfer Agent, and (iii) in respect of shareholders holding common shares in a Monte Titoli Participant Account or in a DTC Participant Account, the administration of the relevant bank, brokerage or other intermediary (the “**Intermediary**”).

### ***Attendance and Voting***

#### ***Loyalty Shareholders and Registered Shareholders***

The AGM Agents will send the AGM meeting materials to Loyalty Shareholders and/or Registered Shareholders at the addresses of such shareholders as they appear from the records maintained by the relevant AGM Agent, including a proxy form that allows them to give another person the right to vote their shares at the AGM in accordance with their instructions. The proxy form will also be available on the Company’s website ([www.fcagroup.com/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/StockInfo&ShareholderCorner/ShareholderMeetings)).

Loyalty Shareholders and/or Registered Shareholders, will be entitled to attend the AGM (either in person or by proxy, please note proxy instructions below) if they have notified the relevant AGM Agent by **11:00 p.m. CEST on April 6, 2018** of their attendance in writing or electronically (contact details at the end of this announcement).

#### ***Shareholders holding common shares in a Monte Titoli Participant Account***

Shareholders holding common shares in a Monte Titoli Participant Account who wish to attend the AGM (either in person or by proxy, please note proxy instructions below), should request their Intermediary to issue a statement confirming their shareholding (including the shareholder’s name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit attendance requests no later than **11:00 p.m. CEST on April 6, 2018** to Computershare S.p.A.

If these shareholders request to attend the AGM (either in person or by proxy), they will receive an attendance card issued in their name (the “**Attendance Card**”). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose the Attendance Card also contains a proxy form section. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively the abovementioned shareholders may give their voting instructions through the proxy form located on the Company’s website (see instructions below). They can also cast their vote in advance of the AGM via the web procedure made available on the Company’s website ([www.fcagroup.com/Investors/ Stock Info&Shareholder Corner/Shareholder Meetings](http://www.fcagroup.com/Investors/StockInfo&ShareholderCorner/ShareholderMeetings)).

#### ***Shareholders holding common shares in a DTC Participant Account***

Shareholders holding common shares in a DTC Participant Account should give instructions to their Intermediary, as the record holder of their shares, who is required to vote their shares according to their instructions. In order to vote their shares and/or attend the AGM, they will need to follow the directions provided by their Intermediary.

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***Representation by proxy***

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the relevant AGM Agent (contact details below) by **11:00 p.m. CEST on April 6, 2018** in writing or electronically pursuant to instructions contained in the proxy forms.

***Identification***

Persons entitled to attend the AGM will be required to show a valid identity document at the registration desk prior to admission to the AGM.

**Address details of AGM Agents:**

Computershare S.p.A.

Via Nizza 262/73, 10126 Torino (Italy)

e-mail: [fca@computershare.it](mailto:fca@computershare.it) or [fca@pecserviziotitoli.it](mailto:fca@pecserviziotitoli.it)

Computershare Trust Company NA

P.O. BOX 505000

Louisville, KY 40233-5000

[Web.queries@computershare.com](mailto:Web.queries@computershare.com)

By Overnight Delivery:

Computershare

462 South 4th Street

Suite 1600

Louisville, KY 40233-5000

Fiat Chrysler Automobiles N.V., March 1, 2018.



FIAT CHRYSLER AUTOMOBILES

ANNUAL GENERAL  
MEETING APRIL 13, 2018

AGENDA AND  
EXPLANATORY NOTES

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## AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FIAT CHRYSLER AUTOMOBILES N.V. (THE “COMPANY”) TO BE HELD ON FRIDAY, APRIL 13, 2018 AT 12:00 NOON CEST AT RADISSON BLU HOTEL AMSTERDAM AIRPORT, BOEING AVENUE 2, 1119 PB SCHIPHOL-RIJK, THE NETHERLANDS.

1. OPENING
2. ANNUAL REPORT 2017
  - a. Report of the Board of Directors for the financial year 2017 (discussion)
  - b. Main Items of corporate governance structure and compliance with Dutch Corporate Governance Code (discussion)
  - c. Implementation of the remuneration policy in 2017 (discussion)
  - d. Policy on additions to reserves and on dividends (discussion)
  - e. Adoption of the 2017 Annual Accounts (voting)
  - f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2017 (voting)
3. APPOINTMENT OF THE EXECUTIVE DIRECTORS
  - a. Re-appointment of John Elkann (voting)
  - b. Re-appointment of Sergio Marchionne (voting)
4. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS
  - a. Re-appointment of Ronald L. Thompson (voting)
  - b. Appointment of John Abbott (voting)
  - c. Re-appointment of Andrea Agnelli (voting)
  - d. Re-appointment of Tiberto Brandolini d’Adda (voting)
  - e. Re-appointment of Glenn Earle (voting)
  - f. Re-appointment of Valerie A. Mars (voting)
  - g. Re-appointment of Ruth J. Simmons (voting)
  - h. Re-appointment of Michelangelo A. Volpi (voting)
  - i. Re-appointment of Patience Wheatcroft (voting)
  - j. Re-appointment of Ermenegildo Zegna (voting)
5. APPOINTMENT OF THE INDEPENDENT AUDITOR  
Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the Company (voting)
6. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY (VOTING)
7. CLOSE OF MEETING

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## EXPLANATORY NOTES TO THE AGENDA

### Item 1: Opening

The chairperson of the meeting will open the Annual General Meeting of Shareholders.

### Item 2: Annual Report 2017

#### *2a. Report of the Board of Directors for the financial year 2017 (discussion)*

The Report on Operations of the Company is contained in the Company's Annual Report 2017. For further details please refer to the "Report on Operations" section of the Annual Report.

#### *2b Main items of corporate governance structure and compliance with Dutch Corporate Governance Code (discussion)*

In accordance with the Dutch Corporate Governance Code as amended in December 2016, the main items of the Company's corporate governance structure and its compliance with the Dutch Corporate Governance Code will be discussed and accounted for during the Annual Meeting of Shareholders. Further information is available in the 2017 Company's Annual Report, in particular in the section "Corporate Governance".

#### *2c Implementation of the remuneration policy in 2017 (discussion)*

The director's remuneration report for 2017 is contained in the Company's Annual Report. For further details on the remuneration of the Company's directors please refer to the "Remuneration of Directors" section of the Annual Report.

#### *2d Policy on additions to reserves and on dividends (discussion)*

Subject to the adoption of the 2017 Annual Accounts (including the consolidated and statutory financial statements) by the General Meeting of Shareholders and in accordance with article 23.3 of the articles of association of the Company, the Board of Directors has declined to recommend a dividend payment on the Company's common shares and determined the full amount of profits shown in the Company's 2017 Annual Accounts shall be reserved in order to further fund capital requirements of the Group's five-year business plan presented on May 6, 2014 (the "Business Plan").

### Dividend Policy

The share capital of Company consists of common shares and special voting shares.

### Common shares

For the purpose of supporting and facilitating the Business Plan, it is not envisaged that during aforementioned period dividends or other distributions will be paid by the Company to its shareholders, provided that distributions may be considered if the results in that period exceed the current expectations.

### Special voting shares

The holders of special voting shares are not entitled to any distributions, but pursuant to the Company's articles of association, from any amount of profits not reserved by the Board of Directors, a nominal dividend amount is allocated to a separate special dividend reserve for the benefit of the holders of special voting shares (the "Special Dividend Reserve"). The Company has no intention to propose any distribution from the Special Dividend Reserve.

#### *2e Adoption of the 2017 Annual Accounts (voting)*

The Company's 2017 Annual Accounts have been drawn up by the Board of Directors and audited by Ernst & Young Accountants LLP, the Netherlands, who have issued an unqualified opinion. It is proposed that the 2017 Annual Accounts be adopted by the General Meeting of Shareholders.

#### *2f Granting of discharge to the directors in respect of the performance of their duties during the financial year 2017 (voting)*

The General Meeting of Shareholders is requested to grant discharge to the executive directors in respect of the performance of their management duties as such management is apparent from the financial statements or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the 2017 Annual Accounts and to grant discharge to the non-executive directors in respect of the performance of their non-executive duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the 2017 Annual Accounts.

### Item 3: Appointment of the executive directors

#### *3a Re-appointment of John Elkann (voting)*

#### *3b Re-appointment of Sergio Marchionne (voting)*

Article 14.3 of the articles of association of the Company determines that the term of office of the executive directors will expire on the day the first annual General Meeting of Shareholders is held in the following calendar year, while also allowing the annual re-appointment of its executive directors. Both executive directors are eligible and have stated their willingness to accept a re-appointment.

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The Board of Directors believes that each of the executive directors seeking re-appointment at the Annual General Meeting of Shareholders continues to contribute significantly to the Company and to perform its duties effectively, and that they each demonstrate commitment to their respective roles in the Company. Accordingly, the Board of Directors recommends the shareholders the re-election of *John Elkann* and *Sergio Marchionne* for another annual term as executive directors.

The relevant biographical details and curriculum vitae of each nominee is available for inspection at the offices of the Company as well as on the Company's website ([www.fcagroup.com](http://www.fcagroup.com)).

Item 4: Appointment of the non-executive directors

- 4a. *Re-appointment of Ronald L. Thompson (voting)*
- 4b. *Appointment of John Abbott (voting)*
- 4c. *Re-appointment of Andrea Agnelli (voting)*
- 4d. *Re-appointment of Tiberto Brandolini d'Adda (voting)*
- 4e. *Re-appointment of Glenn Earle (voting)*
- 4f. *Re-appointment of Valerie A. Mars (voting)*
- 4g. *Re-appointment of Ruth J. Simmons (voting)*
- 4h. *Re-appointment of Michelangelo A. Volpi (voting)*
- 4i. *Re-appointment of Patience Wheatcroft (voting)*
- 4j. *Re-appointment of Ermenegildo Zegna (voting)*

Article 14.3 of the articles of association of the Company determines that the term of office of the non-executive directors will expire on the day the first annual General Meeting of Shareholders is held in the following calendar year, while also allowing the annual re-appointment of its non-executive directors.

The Board of Directors believes that the contribution and performance of each of the non-executive directors continue to be effective, and that they each demonstrate commitment to their respective roles in the Company. Upon the recommendation of the Governance and Sustainability Committee, the Board of Directors recommends to the shareholders the re-appointment of Ronald L. Thompson, Andrea Agnelli, Tiberto Brandolini d'Adda, Glenn Earle, Valerie A. Mars, Ruth J. Simmons, Michelangelo A. Volpi, Patience Wheatcroft and Ermenegildo Zegna, who have stated their willingness to accept a re-appointment as non-executive directors, and the appointment of John Abbott as an additional non-executive director. The Board of Directors believes that the appointment of John Abbott as an additional non-executive directors would further enhance its own skills and experience in global and diversified businesses.

The Board of Directors assessed the following eight candidates as independent: Ronald L. Thompson, John Abbott, Glenn Earle, Valerie A. Mars, Ruth J. Simmons, Michelangelo A. Volpi, Patience Wheatcroft and Ermenegildo Zegna. Independence was assessed pursuant to both the New York Stock Exchange Listing Standards and the Dutch Corporate Governance Code. All candidates are deemed independent under the NYSE definition. Dutch requirements differ in certain respects from the rules applicable to U.S. companies listed on the NYSE. Under the Dutch Corporate Governance Code a non-executive board member serving as director in the board of directors of a shareholder holding ten percent or more of the company's shares, such as Michelangelo A. Volpi in Exor NV, is deemed to be not independent, even if he or she is considered independent on the board of directors of the shareholder. The Board of Directors does however believe that Michelangelo A. Volpi is independent notwithstanding that he is an independent board member of Exor N.V.. The assessment of independence also covered relationships in any of the last three fiscal years between FCA Group and Zegna Group, where Ermenegildo Zegna serves as Chief Executive Officer. In this respect, the Board of Directors believes that Mr. Zegna does not have a personal business relationship with FCA Group and from a financial perspective the business relationships between FCA Group and Zegna Group were below the threshold under the specific rules governing independence pursuant to New York Stock Exchange Listing Standards. These criteria were also applied to assess relationships between FCA Group and Royal Dutch Shell Group, where John Abbott serves as a member of the Executive Committee.

The relevant biographical details and curriculum vitae of each nominee are available for inspection at the offices of the Company as well as on the Company's website ([www.fcagroup.com](http://www.fcagroup.com)).

Item 5: Appointment of the Independent Auditor

- Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the Company (voting)*

Pursuant to article 21 of the articles of association of the Company, the General Meeting of Shareholders has the authority to appoint the independent auditor that will conduct the audit of the financial statements. The Audit Committee has reviewed the performance of the independent auditors and the effectiveness of the audit. Based on such review the Audit Committee has recommended the re-appointment of Ernst & Young Accountants LLP as independent auditors of the Company until the 2019 Annual General Meeting of Shareholders. The Board of Directors concurs with the Audit Committee's recommendation and submits to the shareholders the proposal to reappoint Ernst & Young Accountants LLP as independent auditors of the Company until the 2019 Annual General Meeting of Shareholders.

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Item 6: Delegation to the Board of Directors of the authority to acquire common shares in the capital of the Company (voting)

The Board of Directors believes that it is advantageous for the Company to have the flexibility to acquire own common shares, inter alia, to ensure coverage of equity-based incentive plans by the Company and to enable the Board of Directors to carry out share buy-back programs if the Board of Directors considers such buy-back would increase earnings per share and be in the best interests of the Company and all shareholders generally.

Therefore, it is proposed that the General Meeting of Shareholders, in accordance with article 8 of the articles of the association of the Company, delegates to the Board of Directors the authority to acquire common shares in the capital of the Company, either through purchase on a stock exchange, through a public tender offer, offer for exchange or otherwise, up to a maximum number of shares equal to 10% of the Company's issued common shares on April 13, 2018 at a purchase price per share, excluding expenses, not higher than 10% above or more than 10% below the average of the closing price of the common shares on the New York Stock Exchange and/or the *Mercato Telematico Azionario* for the five business days before the day on which the acquisition is made, for a period of 18 months from the date of the Annual General Meeting of Shareholders (April 13, 2018) and therefore up to and including October 12, 2019.

Item 7: Close of meeting

The chairperson of the meeting will close the Annual General Meeting of Shareholders. Final greetings.

Fiat Chrysler Automobiles N.V., March 1, 2018.

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**WE ARE NOT ASKING FOR YOUR PROXY. THIS IS NOT A PROXY STATEMENT NOR A SOLICITATION OF PROXIES. THE COMMON SHARES AND SPECIAL VOTING SHARES OF FIAT CHRYSLER AUTOMOBILES N.V. ARE EXEMPT FROM THE PROXY RULES OF THE UNITED STATES SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**



**John Abbott**

John Abbott has been Downstream Director and a member of the Executive Committee of Royal Dutch Shell plc since October 2013. Based in London, he has Global accountability for:

- Manufacturing
- Chemicals
- Trading & Supply
- Retail
- Global Commercial (Lubricants and Business-to-Business)
- Athabasca Oil Sands and Scotford Upgrader in Canada
- Raizen Joint Venture in Brazil (Sugarcane, ethanol, plus Downstream activities)

Mr. Abbott is also a Supervisory Board Member of Raizen, a Shell–Cosan joint venture which owns and operates sugar, ethanol and fuels sales and marketing operations in Brazil.

Since joining Shell in 1981, he has worked in the UK, Singapore, Thailand, the Netherlands, Canada, and the USA, predominantly in the areas of Global Manufacturing and Supply, Trading and Distribution. In 1994, he was seconded to the British Government on a brief assignment to work in the Central Policy and Planning Unit of what was then the Department of the Environment.

In 2006, Mr. Abbott became Vice President Manufacturing Excellence and Support, based in Houston, USA. Two years later, he became Executive Vice President of Shell's Upstream Americas Heavy Oil business, based in Calgary, Canada.

In 2012, he was appointed Executive Vice President of Global Manufacturing and led a team of 30,000 employees and contractors based at around 30 refineries and chemical sites worldwide.

Mr. Abbott is a mentor in the FTSE 100 cross-company mentoring foundation and Executive Director for Shell's Asian talent council.

He graduated from Birmingham University, UK, with a first-class honors degree in Chemical Engineering. He is a Fellow of the Institution of Chemical Engineers, as well as a chartered engineer and chartered scientist.



## CORPORATE GOVERNANCE STATEMENT

In accordance with the *Dutch Vaststellingsbesluit nadere voorschriften inhoud bestuursverslag* (the **Decree**), Fiat Chrysler Automobiles N.V. (the **Company**) publishes this statement relating to corporate governance as part of the annual report of the board of directors of the Company for 2017 (the **Annual Report**). As permitted by Article 2a of the Decree, the Company has opted to publish its corporate governance statement by posting it on the website ([www.fcagroup.com](http://www.fcagroup.com)). For the statement in this declaration as stipulated in Articles 3, 3a and 3b of the Decree reference is made to the relevant pages in the Annual Report. The following statements are deemed to be included and repeated herein:

- the statement relating to the compliance with the principles and best practices of the Dutch Corporate Governance Code (the **Code**), including the motivated deviation of the compliance of the Code, can be found on page 91 of the Annual Report in the chapter “Corporate Governance”;
- the statement concerning the most important characteristics of the control and risk management systems in relation to the process of the financial accounting of the Company and the group, can be found on page 94 of the Annual Report in the chapter “Corporate Governance”;
- the statement about the functioning of the general meeting of shareholders and the most important powers thereof as well as the rights of shareholders and how these may be executed, can be found on page 85 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the composition and functioning of the board of directors can be found on page 75 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the diversity policy applied in respect of the composition of the board of directors can be found on page 90 of the Annual Report in the chapter “Corporate Governance”;
- the statement in accordance with Decree Article 10 EU-Directive on Take-overs (*Besluit artikel 10 overnamerichtlijn*) can be found on page 245 of the Annual Report.

Fiat Chrysler Automobiles N.V., March 1, 2018



OUTSTANDING SHARE CAPITAL AND TOTAL NUMBER OF VOTING RIGHTS AT THE DATE OF THE NOTICE FOR THE 2018 ANNUAL GENERAL MEETING

As of March 1, 2018 – the date of the notice for the Annual General Meeting of Shareholders (the ‘AGM’) of Fiat Chrysler Automobiles N.V. (the ‘Company’) to be held on April 13, 2018 in Amsterdam, the Netherlands – the share capital of the Company consists of the following.

1,540,089,690 common shares are issued and outstanding. Common shares are listed, freely transferable and each of them confers the right to cast one vote.

408,941,767 special voting shares are issued and 376,012,914 special voting shares are outstanding. Special voting shares are not listed, are not transferable (with the limited exceptions set forth in the Special Voting Shares Terms and Conditions) and each of them confers the right to cast one vote.

No vote may be cast on shares belonging to the Company or to a subsidiary thereof or on shares in respect of which either of them holds the depositary receipts.

The total number of voting rights which can be cast at the AGM equals to 1,916,102,604.

Fiat Chrysler Automobiles N.V., March 1, 2018



(BAR CODE)



**ANNUAL GENERAL MEETING OF SHAREHOLDERS – APRIL 13, 2018  
ASSEMBLEA DEGLI AZIONISTI - 13 APRILE 2018**

**ATTENDANCE AND PROXY CARD**

<b>REGISTRATION NUMBER</b>	<b>X.XXX.XXXXX</b>	<b>N. DI REGISTRAZIONE</b>
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<i>The Annual General Meeting of Shareholders of FCA N.V. will be held on</i> <b>April 13, 2018 at 12:00 NOON CEST at:</b>	L'Assemblea degli Azionisti di FCA N.V. si terrà il <b>13 Aprile 2018 alle ore 12:00</b> presso: <b>Radisson Blu Hotel Amsterdam Airport Boeing Avenue 2, 1119 PB Schiphol-Rijk (the Netherlands)</b>
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<i>We hereby confirm the registration to attend the above meeting of:</i>	Confermiamo la registrazione per partecipare alla suddetta assemblea di:
<i>Shareholder/Azionista:</i> XX	
<i>Date of birth/Data di nascita:</i> XX.XX.XXXX - <i>Place of birth/Luogo di nascita:</i> XXXXXXXXXXXXXXXXXXXX	
<i>Resident in/Residente in:</i> XX	

<i>for the following shares/ per le seguenti azioni:</i>	
<i>Class of shares/Tipo azioni</i>	<i>( Common/Electing/Qualifying/Special voting)</i>
<i>Number of shares/Numero di azioni</i>	XXXXXXXXXX

**Fiat Chrysler Automobiles N.V.**

**Computershare S.p.A.**

**PROXY CARD**

<i>Should the above indicated Shareholder not be able to attend the meeting in person, he/she may appoint a representative filling in the following proxy:</i>	Se il suddetto Azionista non può partecipare all'assemblea personalmente, potrà delegare un rappresentante completando la seguente delega:
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<i>The Undersigned/Il sottoscritto</i> XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX,
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**appoints/delega:**

<i>Mr./Mrs./ il Sig./la Sig.ra</i> .....
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<i>to represent him/her and vote on his/her behalf at the abovementioned AGM of Shareholders of FCA N.V.</i>	a rappresentarlo/la e a votare per suo conto alla sopramenzionata Assemblea degli Azionisti della FCA N.V.
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<i>Date/Data</i>	<i>Signature/Firma</i>
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**SHAREHOLDERS' AGM CONVENED ON APRIL 13, 2018 AT 12:00 NOON CEST**  
 at the Radisson Blu Hotel Amsterdam Airport, Boeing Avenue 2, 1119 PB Schiphol-Rijk (NL)



**PROXY FORM**

To be sent to and to be received by: **Computershare S.p.A.**, Via Nizza 262/73, 10126 Turin (Italy), as Agent for **FCA N.V.**, by **11:00 p.m. CEST on April 6, 2018** by mail or by Fax (+39 011 0923202) or by e-mail (fca@computershare.it), as an attachment in PDF format.

**Disclaimer**

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote as per attached Voting Instructions Form at the Shareholders' AGM of FCA N.V.. Alternatively the Shareholder can **vote online** through the company website (www.fcagroup.com/Investors/StockInfo&Shareholder Corner/Shareholder Meetings).

**Mandatory information \***

**THE UNDERSIGNED\***

Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *	
At ( <i>street address</i> ) *		Italian Tax Code*	
Telephone no. *	e-mail		
entitled to vote at the close of business of <b>March 16, 2018 (record date)</b> as (1):			
<input type="checkbox"/> registered shareholder		<input type="checkbox"/> legal representative or agent with authority to sub-delegate <input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in	
<input type="checkbox"/> Beneficial interest holder <input type="checkbox"/> official receiver		<input type="checkbox"/> manager <input type="checkbox"/> other (specify)	
for no. *	<b>FCA common shares</b>		
(2) registered in the name of			
Date of birth *	Place of birth *	Resident in ( <i>town/city</i> ) *	
At ( <i>street address</i> ) *		Italian tax Code	
Registered in the securities account (3) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (4)		Made by ( <i>Bank</i> )	

**APPOINTS** Computershare S.p.A. to attend at the above mentioned meeting and **to vote**, with reference to the above shares, **in accordance with the instructions provided in the following Voting Instructions Form**. If no such directions are indicated, **ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all following proposals.

DATE	Form of identification (5) (type)*	Issued by *	no. *	<b>SIGNATURE</b>
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1. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
2. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
3. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
4. Reference to the communication made by the intermediary and its name.
5. Provide details of a valid form of identification of the proxy signatory.

**VOTING INSTRUCTIONS FORM**

The Undersigned \_\_\_\_\_

**INSTRUCTS** the Appointed Representative to vote at the above indicated shareholders' meeting as follows

RESOLUTIONS OF THE AGENDA TO BE VOTED	VOTE <i>(Please tick as appropriate)</i>		
	For	Against	Abstain
2.e. Adoption of the 2017 Annual Accounts	For	Against	Abstain
2.f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2017	For	Against	Abstain
3.a. Re-appointment of John Elkann (executive director)	For	Against	Abstain
3.b. Re-appointment of Sergio Marchionne (executive director)	For	Against	Abstain
4.a. Re-appointment of Ronald L. Thompson (non-executive director)	For	Against	Abstain
4.b. Appointment of John Abbott (non-executive director)	For	Against	Abstain
4.c. Re-appointment of Andrea Agnelli (non-executive director)	For	Against	Abstain
4.d. Re-appointment of Tiberio Brandolini d'Adda (non-executive director)	For	Against	Abstain
4.e. Re-appointment of Glenn Earle (non-executive director)	For	Against	Abstain
4.f. Re-appointment of Valerie A. Mars (non-executive director)	For	Against	Abstain
4.g. Re-appointment of Ruth J. Simmons (non-executive director)	For	Against	Abstain
4.h. Re-appointment of Michelangelo A. Volpi (non-executive director)	For	Against	Abstain
4.i. Re-appointment of Patience Wheatcroft (non-executive director)	For	Against	Abstain
4.j. Re-appointment of Ermenegildo Zegna (non-executive director)	For	Against	Abstain
5. Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the company	For	Against	Abstain
6. Delegation to the Board of Directors of the authority to acquire common shares in the capital of the Company	For	Against	Abstain

**SIGNATURE** .....



▼ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

**Proxy — FIAT CHRYSLER AUTOMOBILES NV**



**ANNUAL GENERAL MEETING OF SHAREHOLDERS – APRIL 13, 2018**

The undersigned, revoking all prior proxies, hereby appoints Giorgio Fossati with full power of substitution, as proxies to represent and vote as designated hereon, all common shares of Fiat Chrysler Automobiles N.V. (the "Company") that the undersigned would be entitled to vote if personally present at the Annual General Meeting of Shareholders of the Company on Friday, April 13, 2018, at Radisson Blu Hotel Amsterdam Airport, Boeing Avenue 2, 1119 PB Schiphol-Rijk, the Netherlands commencing at 12:00 NOON Central European Summer Time and any adjournments thereof.

**IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.**

**ATTENDANCE OF THE UNDERSIGNED AT THE ANNUAL GENERAL MEETING OR ANY ADJOURNMENTS THEREOF WILL NOT BE DEEMED TO REVOKE THIS PROXY UNLESS THE UNDERSIGNED REVOKES THIS PROXY IN WRITING, SIGNS AND DELIVERS A PROXY WITH A LATER DATE, OR VOTES IN PERSON AT THE MEETING.**

**B Non-Voting Items**

**Change of Address** — Please print your new address below.

**Comments** — Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual General Meeting.

**C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

**Date (mm/dd/yyyy)** — Please print date below.

**Signature 1** — Please keep signature within the box.

**Signature 2** — Please keep signature within the box.



**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.**

