

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FIAT CHRYSLER AUTOMOBILES N.V.
(Name of the Issuer)

The Netherlands
(State or Other Jurisdiction of
Incorporation or Organisation)

Not applicable
(I.R.S. Employer
Identification No.)

Fiat House
240 Bath Road
Slough SL1 4DX
United Kingdom
Tel. No.: +44 (0) 1753 519581
(Address of Principal Executive Offices)

Fiat S.p.A. July 2004 Stock Options to CEO
Fiat S.p.A. November 2006 Stock Option Plan
Fiat S.p.A. 2012 Long-Term Incentive Plan
(Full Title of the Plan)

Scott Miller
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
Tel.: 212-558-4000

Giorgio Fossati
c/o Fiat Chrysler Automobiles N.V.
240 Bath Road
Slough SL1 4DX
United Kingdom
Tel. No.: +44 (0) 1753 519581

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Shares, par value €0.01 per share	31,163,334 ⁽³⁾	Not applicable	\$286,546,856.13 ⁽⁴⁾	\$33,296.74

- (1) Fiat Chrysler Automobiles N.V. (“FCA”) is offering common shares pursuant to the Fiat S.p.A. July 2004 Stock Options to CEO (the “CEO Option”), the Fiat S.p.A. November 2006 Stock Option Plan (the “Fiat Stock Option”) and the Fiat S.p.A. 2012 Long-Term Incentive Plan (the “Fiat LTIP” and together with CEO Option and the Fiat Stock Option, the “Rollover Plans”) following the assumption by FCA of the obligations under the Rollover Plans in connection with the merger of Fiat S.p.A. (“Fiat”) with and into FCA, pursuant to the merger plan by and between FCA and Fiat, dated June 15, 2014.
 - (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover additional common shares which may become issuable by reason of any stock split, stock dividend, recapitalization, or other similar transaction effected without consideration which results in the increase in the number of the Registrant’s outstanding commons shares.
 - (3) Represents the number of FCA common shares available for issuance in connection with obligations assumed by FCA under the Rollover Plans based on an exchange ratio of 1 FCA common share for each Fiat ordinary share.
 - (4) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, the proposed maximum offering price per share and proposed maximum aggregate offering price are based on the reported average of the high and low prices for the Registrant’s Common Shares on the New York Stock Exchange on October 13, 2014.
-
-

EXPLANATORY NOTE

In connection with the merger (the “Merger”) of Fiat S.p.A. (“Fiat”) with and into Fiat Chrysler Automobiles N.V. (“FCA”, the “Company” or the “Registrant”), pursuant to the terms of a merger plan entered into by and between FCA and Fiat, dated June 15, 2014 (the “Merger Plan”), FCA assumed the sponsorship of the Fiat November 2006 Stock Option Plan (the “Fiat Stock Option”) and the Fiat 2012 Long-Term Incentive Plan (the “Fiat LTIP” and together with Fiat Stock Option, the “Fiat Plans”), and the obligations of the Fiat Plans and the Fiat July 2004 Stock Options to CEO (the “CEO Option” and together with the Fiat Plans, the “Rollover Plans”), effective as of October 12, 2014 (the “Effective Date”).

On the Effective Date, in accordance with the terms of the Merger Plan, each right based on a financial instrument (the “Fiat Equity Rights”) held under the Rollover Plans has been converted into an equity right (the “FCA Equity Rights”) with respect to FCA.

This Registration Statement on Form S-8 registers the aggregate number of Common Shares that may be issued with respect to the FCA Equity Rights. The number of Common Shares to be registered is equal to all of the obligations FCA assumed from Fiat under the Rollover Plans, including the outstanding FCA Equity Rights granted thereunder.

The assumed FCA Equity Rights shall be subject to the same terms and conditions (including expiration date and exercise provisions) as were applicable to such Fiat Equity Rights prior to the Effective Date.

As of the Effective Date, (i) the Rollover Plans have been amended such that all references to Fiat shall be deemed to refer to the Company; (ii) the Rollover Plans have been amended such that all references to Fiat Ordinary Shares shall be deemed to refer to Company Common Shares; and (iii) the Fiat Plans have been amended such that all references to the Compensation Committee shall be deemed to refer to the Compensation Committee of the Board of the Company.

PART I

**INFORMATION REQUIRED IN THE SECTION
10(A) PROSPECTUS**

Item 1. Plan Information.

The documents containing the information specified in Part I (plan and registrant information) will be delivered in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be, and are not, filed with the Securities and Exchange Commission (the "Commission"), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

FCA will provide participants of the Rollover Plans, upon written or oral request and without charge, a copy of the documents incorporated by reference in Item 3 of Part II of this Registration Statement, which are incorporated by reference in the Section 10(a) prospectus, and all documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests for such documents should be directed to Fiat House, 240 Bath Road, Slough SL1 4DX, United Kingdom, Attention: Corporate Secretary, telephone number +44 (0) 1753 519581.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant incorporates herein by reference the following documents filed (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules) by the Registrant with the SEC:

- (a) The prospectus dated July 8, 2014, which forms part of the Company's Registration Statement on Form F-4 (No. 333-197229);
- (b) The description of the Common Shares included or incorporated by reference under Item 1 of the Company's Registration Statement on Form 8-A, as filed by the Company with the SEC on October 1, 2014 (No. 001-36675).
- (c) The Company's Report of Foreign Private Issuer on Form 6-K, filed with the SEC on October 14, 2014.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their respective dates of filing (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article 17 of the Articles of Association of the Registrant provides that:

Pursuant to Dutch law, FCA's directors and officers may be liable to FCA for improper or negligent performance of their duties. They may also be liable to third parties for damages in the event of bankruptcy, default on tax or social security payments, improper performance of duties, or tort. In certain circumstances, directors or officers may also incur criminal liability.

Article 18 of the FCA Articles of Association provides that:

"The company shall indemnify any and all of its directors, officers, former directors, former officers and any person who may have served at its request as a director or officer of another company in which it owns shares or of which it is a creditor, who were or are made a party or are threatened to be made a party to or are involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (each a Proceeding), or any appeal in such a Proceeding or any inquiry or investigation that could lead to such a Proceeding, against any and all liabilities, damages, reasonable and documented expenses (including reasonably incurred and substantiated attorneys' fees), financial effects of judgments, fines, penalties (including excise and similar taxes and punitive damages) and amounts paid in settlement in connection with such Proceeding by any of them. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled otherwise."

The provisions of Dutch law governing the liability of directors and officers are mandatory in nature. Although Dutch law does not provide for any provisions with respect to the indemnification of directors and officers, the concept of indemnification of directors and officers of a company for liabilities arising from actions undertaken because of their position in the company is, in principle, accepted in the Netherlands.

The Group has purchased and will maintain insurance for the benefit of its directors and officers which, subject to policy terms and limitations, includes coverage to reimburse directors and officers of FCA and its subsidiaries for all costs that are incurred in the defense of any action, suit or proceeding to which such directors or officers are made party in their capacity as such or as director or officer of a company in which FCA owns shares.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index

Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-closing effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefits plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer, or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on this 17th day of October, 2014.

FIAT CHRYSLER AUTOMOBILES N.V.

By: /s/ Richard K. Palmer
Name: Richard K. Palmer
Title: Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below severally constitutes and appoints each of Richard K. Palmer and Giorgio Fossati (with full power to each of them to act alone), his or her true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act of 1933 (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission (the "Commission") in connection with the registration under the Securities Act of the Securities and any Blue Sky laws or other securities laws of any of the states of the United States of America in order to effect the registration or qualification (or exemption therefrom) of the said securities for issue, offer, sale or trade under the Blue Sky laws or other securities laws of any of such states and in connection therewith to execute, acknowledge, verify, deliver, file and cause to be published applications, reports, consents to service of process, appointments of attorneys to receive service of process and other papers and instruments which may be required under such laws, including specifically, but without limiting the generality of the foregoing, the power and authority to sign his or her name in his or her capacity as an attorney-in-fact or in any other capacity with respect to this Registration Statement and any registration statement in respect of the Securities that is to be effective upon filing pursuant to Rule 462(b) (collectively, the "Registration Statement") and/or such other form or forms as may be appropriate to be filed with the Commission or under or in connection with any Blue Sky laws or other securities laws of any state of the United States of America or with such other regulatory bodies and agencies as any of them may deem appropriate in respect of the Securities, and with respect to any and all amendments, including post-effective amendments, to this Registration Statement and to any and all instruments and documents filed as part of or in connection with this Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 17, 2014: :

<u>Signature</u>	<u>Title</u>
<u>/s/ Sergio Marchionne</u> Sergio Marchionne	Chief Executive Officer and Director
<u>/s/ Richard K. Palmer</u> Richard K. Palmer	Chief Financial Officer
<u>/s/ Alessandro Gili</u> Alessandro Gili	Chief Accounting Officer
<u>/s/ John Elkann</u> John Elkann	Director
<u>/s/ Andrea Agnelli</u> Andrea Agnelli	Director
<u>/s/ Tiberto Brandolini d'Adda</u> Tiberto Brandolini d'Adda	Director
<u>Glenn Earle</u>	Director
<u>/s/ Valerie A. Mars</u> Valerie A. Mars	Director
<u>/s/ Ruth J. Simmons</u> Ruth J. Simmons	Director
<u>/s/ Ronald L. Thompson</u> Ronald L. Thompson	Director
<u>Patience Wheatcroft</u>	Director
<u>Stephen M. Wolf</u>	Director
<u>Ermenegildo Zegna</u>	Director
<u>/s/ Richard K. Palmer</u> Richard K. Palmer	Authorized Representative in the United States

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Association (incorporated herein by reference to Exhibit 3.1 to the Registration Statement on Form F-4 Filed by Fiat Investments N.V. on July 3, 2014 File No. 333-197229)
4.2	Description of the Fiat S.p.A. July 2004 Stock Options to CEO and November 2006 Stock Option Plan
4.3	Description of amendments to Fiat S.p.A. July 2004 Stock Options to CEO
4.4	Description of the Fiat S.p.A. 2012 Long-Term Incentive Plan
5.1	Opinion of Loyens & Loeff N.V. as to the legality of the securities being registered
23.1	Consent of Reconta Ernst & Young S.p.A.
23.2	Consent of Deloitte & Touche S.p.A.
23.3	Consent of Loyens & Loeff N.V. (included in Exhibit 5.1)
24.1	Power of Attorney (see page II-2 to this registration statement)



Disclosure on stock option plans granted before September 1, 2007

September 2007

Fiat S.p.A. – Registered Office in Turin, via Nizza 250
Paid-in capital 6,377,262,975 euros
Entered in the Turin Company Register
Fiscal Code 00469580013

Foreword and Definitions

This disclosure was prepared pursuant to Consob Resolution 15915 of May 3, 2007 and contains information on the share-based payment plans resolved and granted by Fiat S.p.A. in favour of Company executives and employees.

As this document refers to the first application of the disclosure obligations mandated by Article 114 bis of Legislative Decree no. 58 of February 24, 1998 as implemented by Article 84 bis of the Issuer Regulation, it summarises the principal characteristics of all currently existing share-based payment plans.

There are currently nine stock option plans resolved by Fiat S.p.A. between 2000 and 2007 whereby the beneficiaries are entitled to the purchase of ordinary Fiat shares. One of these plans is made available exclusively to the Chief Executive Officer of Fiat S.p.A., one is made available jointly to the Chief Executive Officer and managers of the Group, three are made available exclusively to the former Chairman of Fiat S.p.A., Mr. Paolo Fresco, and another four plans are made available to Group managers.

Furthermore, certain subsidiaries approved stock option plans that grant the right to purchase ordinary shares of those subsidiaries. Certain subsidiaries approved, when they were not under control of the Fiat Group, cash-settled share-based payment plans defined "Stock Appreciation Rights" (SAR). These plans are not described since they are not relevant for the purposes of the regulation which mandates this document. However, a thorough disclosure of those plans together with the information contained in this document is included in the Notes to the Consolidated Financial Statements at December 31, 2006.

In this document, the Consolidated Law on Financial Intermediation means the Legislative Decree no. 58 of February 24, 1998, as amended, and the Issuer Regulation means the Consob Regulation 11971 of May 14, 1999 - Implementing the Provisions on Issuers, as amended. Relevant Executives are those executives who, as of September 1 2007, have regular access to inside information and are authorized to take management decisions that can influence the development and prospects of the issuer, as defined in Article 152 sexies, paragraph 1, letter c)-c.2 of the Issuer Regulation.

Recipients

The Chief Executive Officer of Fiat S.p.A. Mr. Sergio Marchionne is the recipient of two stock option plans resolved by the Board of Directors on July 26, 2004 and November 3, 2006, respectively. The latter plan was approved by the Stockholders Meeting of April 5, 2007 pursuant to Article 114 bis of the Consolidated Law on Financial Intermediation.

Mr. Paolo Fresco, Chairman of the Fiat S.p.A. Board of Directors until February 28, 2003, is the recipient of three stock option plans resolved by the Board of Directors on July 25, 2000, March 29, 2001 and May 14, 2002, respectively.

There are no other stock option plans whose beneficiaries are or were members of the Board of Directors, and there are no plans whose beneficiaries were directors of the controlling companies.

Almost all directors of the subsidiaries are managers of the Group and such managers are frequently the beneficiaries of stock option plans by virtue of their status as executives but never because they are directors of such subsidiaries.

Since these are not stock option plans granted to the directors of subsidiaries by virtue of their being directors of such subsidiaries, it was decided to disclose the relevant information consistently with the granting procedures applied by each plan, *i.e.* by considering the beneficiaries as managers and not as directors of the subsidiaries. In accordance with the regulations a further distinction was made by specifically indicating the category of Relevant Executives.

Relevant Executives are members of the Group Executive Council and other executives in charge of an organisational function that reports directly to the Chief Executive Officer of Fiat S.p.A., for a total of twenty executives.

Executives of Group companies that were qualified as "Direttore" at the time of the option grant, including Relevant Executives, or that have been included in the Management Development Program for high-potential managers, are the recipients of four stock option plans approved by the Board of Directors on February 18 2000, February 27 2001, October 31 2001, and September 12 2002, respectively. As of September 1 2007, this class of beneficiaries consisted of 359 executives.

The recipients of the plan resolved by the Board of Directors on November 3, 2006 and approved by the Stockholders Meeting on April 5, 2007 pursuant to Article 114 bis of Legislative Decree no. 58 of February 24, 1998, are the Chief Executive Officer of Fiat S.p.A., and 305 Group employees, including Relevant Executives, who have a significant impact on business results.

Reasons for the Adoption of the Stock Option Plans

The stock option plans were adopted in view of further strengthening the involvement of the persons who hold key positions in pursuing objectives relating to the Company's and Group's operating performance. In the long term, these plans give these individuals an economic incentive linked to improvements in the value of the Company for stockholders. Their involvement is further strengthened when, as in the case of the 2004 plan and, partially, the 2006 plan, vesting of the options is subject to the achievement of specific profitability targets in the reference period.

At the same time, the motivation of management through the granting of financial instruments reflecting the Company's market value contributes to develop confidence in the Company's growth, by aligning the interests of management with those of stockholders and promoting management's identification with the Group, with significant effects in terms of retention.

The recipients were identified by considering the impact of each role on business objectives, while the number of options to be granted was determined according to individual leadership qualities.

Approval Process and Grant Effective Dates of Financial Instruments

The stock option plans were resolved by the Board of Directors, pursuant to laws and regulations applicable from time to time. The November 3, 2006 plan was resolved by the Board of Directors, subject to approval by the Stockholders Meeting pursuant to Article 114 bis of the Consolidated Law on Financial Intermediation, which was granted on April 5, 2007. The Board of Directors made the grants directly when the recipients of the stock option plan were directors, while the Chief Executive Officer chose and subsequently granted the stock options to managers in accordance with a delegation of authority from the Board of Directors. The plans are managed by Fiat S.p.A.

With the exception of the 2006 Plan, in which 10 million stock options refer to shares resulting from a capital increase that may be subscribed exclusively by employees of the Company and/or its subsidiaries within a limit of 1% of the capital stock, the Fiat ordinary shares used to service the plans are represented by treasury stock.

All current plans were proposed by the Nominating and Compensation Committee, now the Compensation Committee, meeting on the same day as the Board of Directors meeting or a few days before. The plans were then resolved by the Board, with the abstention of any director involved, and grants were effective as of the date of the resolution.

Main terms and conditions of the Granted Instruments

The stock option plans approved by Fiat S.p.A. provide its recipients, whether they be members of the Board of Directors or Group managers, with the right to purchase one Fiat ordinary share for each exercised option at a fixed price (strike price). The transaction is settled through physical delivery of the shares. These rights are exercisable over a limited period of time from the vesting date to the expiry date of the plan.

With regard to all plans, the exercise price of the options was determined on the basis of the average stock market price for the month preceding the option grant and it can vary as a result of transactions affecting the Company's capital stock through the use of the adjustment factor determined by the Aiaf. The price must be paid in cash upon the purchase of the underlying shares.

The following table illustrates the highlights of the plans issued between 2000 and 2002:

<i>Plan</i>	<i>Recipients</i>	<i>Grant date</i>	<i>Expiry date</i>	<i>Strike price (euros)</i>	<i>No. of options originally granted</i>	<i>Vesting date</i>	<i>Vesting portion</i>
Stock Option 2000	Managers	February 18, 2000	February 18, 2008	28.122	5,158,000	February 18, 2001 February 18, 2002 February 18, 2003 February 18, 2004	25% 25% 25% 25%
Stock Option July 2000	B.o.D. Chairman Mr. Fresco	July 25, 2000	July 25, 2008	25.459	250,000	July 25, 2001 May 14, 2002	50% 50%
Stock Option February 2001	Managers	February 27, 2001	February 27, 2009	24.853	785,000	February 27, 2002 February 27, 2003 February 27, 2004 February 27, 2005	25% 25% 25% 25%
Stock Option March 2001	B.o.D. Chairman Mr. Fresco	March 29, 2001	October 30, 2008	23.708	1,000,000	July 1, 2002	100%
Stock Option October 2001	Managers	October 31, 2001	October 31, 2009	16.526	5,417,500	October 31, 2002 October 31, 2003 October 31, 2004 October 31, 2005	25% 25% 25% 25%
Stock Option May 2002	B.o.D. Chairman Mr. Fresco	May 14, 2002	January 1, 2010	12.699	1,000,000	January 1, 2005	100%
Stock Option September 2002	Managers	September 12, 2002	September 12, 2010	10.397	6,100,000	September 12, 2003 September 12, 2004 September 12, 2005 September 12, 2006	25% 25% 25% 25%

Exercise of the options relating to these plans is not subject to specific conditions.

Regulations of plans with Group managers as recipients share the following common features:

- Options are granted to individual managers on the basis of objective parameters that take into account the level of responsibility assigned to each person and his performance;
- If employment is terminated or an employee's relationship with the Group is severed as a result of the disposal of the employing company, options that have not yet vested become null and void. Conversely, vested options may be exercised within 30 days from the date of termination;
- Consistently with Italian tax regulations on the issue, the options are exercisable starting three years after they are granted and for the following five years; each plan envisages that the granted options can be exercised on a staggered basis, as indicated in the applicable tables.

On July 26, 2004, the Board of Directors granted to Sergio Marchionne, as a part of his compensation as Chief Executive Officer, options for the purchase of 10,670,000 Fiat S.p.A. ordinary shares at the price of 6.583 euros, exercisable from June 1, 2008 to January 1, 2011. In each of the first three years following the grant date, Mr. Marchionne accrues the right to purchase, from June 1, 2008, an annual maximum of 2,370,000 shares. From June 1, 2008, he will have the

right to exercise, effective at that date, the residual portion of the options on 3,560,000 shares. Vesting of the last portion of stock options is subject to the achievement of certain pre-determined profitability targets in the reference period.

Contractual terms of the plan are as follows:

<i>Plan</i>	<i>Recipient</i>	<i>Expiry date</i>	<i>Strike price (euros)</i>	<i>No. of options granted</i>	<i>Vesting date</i>	<i>Vesting portion</i>
Stock Option July 2004	Chief Executive Officer	January 1, 2011	6.583	10,670,000	June 1, 2005	22.2%
					June 1, 2006	22.2%
					June 1, 2007	22.2%
					June 1, 2008	33.4%*NMC

On November 3, 2006 the Fiat S.p.A. Board of Directors resolved an eight-year stock option plan, approved by the Stockholders Meeting on April 5, 2007, which provides certain managers of the Group and the Fiat S.p.A. Chief Executive Officer with the right to purchase a determined number of Fiat S.p.A. ordinary shares at the fixed price of 13.37 euros per share. In particular, the 10,000,000 options granted to employees and the 5,000,000 options granted to Mr. Marchionne have a vesting period of four years, with a quarter of the number vesting each year, are subject to achieving certain pre-determined profitability targets in the reference period and may be exercised from the date on which the 2010 financial statements are approved. The remaining 5,000,000 options granted to the Chief Executive Officer of Fiat S.p.A. also have a vesting period of four years with a quarter of the number vesting each year, and may be exercised from November 2010.

Furthermore the exercise of the options is conditioned upon specific obligations regarding the duration of the employment relationship or the continuation of the mandate. The contractual terms of the 2006 plan are as follows:

<i>Plan</i>	<i>Recipient</i>	<i>Expiry date</i>	<i>Strike price (euros)</i>	<i>No. of options granted</i>	<i>Vesting date</i>	<i>Vesting portion</i>
Stock Option November 2006	Chief Executive Officer	November 3, 2014	13.37	5,000,000	November 2007	25%
					November 2008	25%
					November 2009	25%
					November 2010	25%
Stock Option November 2006	Chief Executive Officer	November 3, 2014	13.37	5,000,000	Spring 2008 (*)	25%*NMC
					Spring 2009 (*)	25%*NMC
					Spring 2010 (*)	25%*NMC
					Spring 2011 (*)	25%*NMC
Stock Option November 2006	Managers	November 3, 2014	13.37	10,000,000	Spring 2008 (*)	25%*NMC
					Spring 2009 (*)	25%*NMC
					Spring 2010 (*)	25%*NMC
					Spring 2011 (*)	25%*NMC

(*) On approval of the prior year's Financial Statements.

The following table shows the expected costs at the date on which each of the plans is granted, as expressed by the fair value of each option.

	<i>Fair value at the grant date (euros)</i>
Plan February 2000	12.76
Plan July 2000	10.05
Plan February 2001	7.39
Plan March 2001	4.88
Plan October 2001	4.98
Plan May 2002	3.72
Plan September 2002	4.40
Plan July 2004	2.44
Plan November 2006	3.99

Possible dilutive effects on the capital stock may derive solely from the portion granted to employees under the plan resolved by the Board of Directors on November 3, 2006, which involved a resolution approving a capital increase to service the plan for a maximum of 10 million ordinary shares, or 0.78% of the capital stock and 0.92% of ordinary shares. The subscription of such capital increase is conditioned upon the satisfaction of the terms and conditions of the plan. Since the other existing plans are served by treasury stock, they will have no dilution effects.

Enclosed is the table prepared pursuant to Schedule 7 of Annex 3A of the Issuer Regulation describing the options still in force for each plan.

SHARE-BASED PAYMENT PLANS

Table 1 of schedule 7, Annex 3A of Regulation no. 11971/1999

Date: 9/1/2007

BOX 2

Name or class	Title (to be indicated only for the persons listed by name)	Options (<i>option grant</i>)							Expiration date
		Section 1 Options granted under current plans that were approved on the basis of previous resolutions (8)							
(1)		Date of Stockholders Meeting Resolution	Description of instrument (13)	Number of financial instruments underlying the options granted but not exercisable (10) (12)	Number of financial instruments underlying the options exercisable but not exercised (10)	Date of grant by the authorised body board of directors (11)	Exercise price	Market price of underlying financial instruments at the grant date Source: Borsa Italiana	
(2)									
Sergio Marchionne	Chief Executive Officer Fiat S.p.A.	April 5, 2007	options on ordinary Fiat shares with physical delivery	5,000,000	—	November 3, 2006	13.37	14.349	November 3, 2014
		April 5, 2007	options on ordinary Fiat shares with physical delivery	5,000,000	—	November 3, 2006	13.37	14.349	November 3, 2014
		—	options on ordinary Fiat shares with physical delivery	10,670,000	—	July 26, 2004	6.583	6.441	January 1, 2011
Paolo Fresco	Former Chairman Fiat S.p.A.	—	options on ordinary Fiat shares with physical delivery	—	500,000	May 14, 2002	12.699	12.3512	January 1, 2010
—		—	options on ordinary Fiat shares with physical delivery	—	1,000,000	March 29, 2001	23.708	22.4254	October 30, 2008
—		—	options on ordinary Fiat shares with physical delivery	—	250,000	July 25, 2000	25.459	26.3477	July 25, 2008

Notes:

(5)	Relevant Executives	April 5, 2007	options on ordinary Fiat shares with physical delivery	1,000,000	—	November 3, 2006	13.37	14.349	November 3, 2014
		—	options on ordinary Fiat shares with physical delivery	—	193,000	September 12, 2002	10.397	10.6481	September 12, 2010
		—	options on ordinary Fiat shares with physical delivery	—	114,000	October 31, 2001	16.526	16.7822	October 31, 2009
		—	options on ordinary Fiat shares with physical delivery	—	50,000	February 27, 2001	24.853	24.9688	February 27, 2009
		—	options on ordinary Fiat shares with physical delivery	—	139,000	February 18, 2000	28.122	30.7452	February 18, 2008

Notes:

(7)	Executives	April 5, 2007	options on ordinary Fiat shares with physical delivery	9,000,000	—	November 3, 2006	13.37	14.349	November 3, 2014
		—	options on ordinary Fiat shares with physical delivery	—	1,090,500	September 12, 2002	10.397	10.6481	September 12, 2010
		—	options on ordinary Fiat shares with physical delivery	—	1,335,000	October 31, 2001	16.526	16.7822	October 31, 2009
		—	options on ordinary Fiat shares with physical delivery	—	—	February 27, 2001	24.853	24.9688	February 27, 2009
		—	options on ordinary Fiat shares with physical delivery	—	912,500	February 18, 2000	28.122	30.7452	February 18, 2008

Notes:



Disclosure Document for the 2009-2010 Plan and for amendments to the 2004 Plan

Resolutions approved by the Board of Directors on 22 January 2009 and 23 February 2009 and by Shareholders at the Annual General Meeting on 27 March 2009

Fiat S.p.A. Registered Office: 250 Via Nizza, Turin (Italy)

Share Capital: €6,377,262,975

Turin Companies Register/Tax Code: 00469580013

Foreword

Pursuant to Article 114-*bis* of Legislative Decree 58/98, we are submitting the motions approved by the Board of Directors on 22 January 2009 and 23 February 2009 to Shareholders for approval.

More specifically, these motions relate to the adoption of amendments to the Stock Option Plan under which, on 26 July 2004, Sergio Marchionne was granted 10,670,000 options to acquire an equivalent number of Fiat S.p.A. ordinary shares and the approval of a new 2009-2010 incentive plan taking the form of stock grants which provides for the granting of an aggregate total of 8 million Fiat ordinary shares to plan beneficiaries.

This report was prepared in conformity with the instructions for disclosure provided as a schedule to the Issuer Regulations issued by Consob.

Beneficiaries

The beneficiary of the 2004 Stock Option Plan, to which the following proposed amendments relate, is the Chief Executive Officer of Fiat S.p.A., Sergio Marchionne.

The beneficiaries of the 2009-2010 Incentive Plan will be Sergio Marchionne and a maximum of three hundred executives holding key positions which have a significant impact on business results. Executives will be selected by the Chief Executive Officer of Fiat S.p.A. from among employees of the Company and/or its subsidiaries, consistent with the organisational criteria adopted for the 2006 and 2008 plans.

Reasons for amendments to the 2004 Plan and adoption of the 2009-2010 Plan

In general, incentive plans based on financial instruments enable incentivization of individuals in key positions toward the achievement of Company and Group performance targets which is correlated to the long-term value created for shareholders. The level of commitment is further strengthened when vesting of rights is subject to the achievement of specific profit targets over an established reference period.

At the same time, motivating management by granting instruments which reflect the Company's value contributes to the alignment of the interests of management with those of shareholders, promoting management's sense of identification with the Group and significantly enhancing retention.

Over the course of several meetings and with the contribution of the Compensation Committee, the Board of Directors reviewed the effectiveness of existing incentive schemes in light of the current condition of the real economy and financial markets and the particularly uncertain period being faced by the automotive sector globally. Following a review of the position of both the Chief Executive Officer of Fiat S.p.A. and other Group executives, the Board, noting that the current situation was attributable to various global factors rather than to management's performance, acknowledged the need for incentives which were both appropriate and correlated to ambitious targets and resolved to submit a comprehensive package of measures to Shareholders for approval.

At the meeting held on 22 January 2009, the Board reviewed the 2004 Stock Option Plan for the Chief Executive Officer of Fiat S.p.A. whose conditions relating to performance targets and duration in office have already been fully satisfied. As such, the options are exercisable from 1 June 2008 to 1 January 2011. For the reasons stated above and at the proposal of the Compensation Committee, the Board determined that it is significantly in the Company's and Group's interests to restore the retention capability of the 2004 Plan - which has been diminished by the recent extraordinary events which are wholly independent of actual performance - through the reintroduction of vesting restrictions (under which the options would not be exercisable until after 31 December 2010) and extension of the exercise period.

In addition, at the meeting held on 23 February 2009, the Board resolved to propose establishment of a new Plan for the 2009-2010 financial years specifically tailored to the current condition of the economy and financial markets. In line with latest international best practice, this Plan would take the form of stock grants to the Chief Executive Officer of Fiat S.p.A. and other executives having a significant impact on business results and be based on instruments of measurements of performance consistent with the current market environment and tied to key operating indicators for the Group.

The tax effects of benefits associated with the Plans are the responsibility of the beneficiaries.

Given their characteristics, no special funds would support the Plans.

Process for approval of amendments to the 2004 Plan and adoption of the 2009-2010 Plan

Amendments to the 2004 Stock Option Plan were drafted by the Compensation Committee, composed of the independent directors R. Berger (Committee Chairman), L. Garavoglia and M. Zibetti, which examined the matter over the course of two meetings. The first meeting was held on 12 December 2008 and the second, in which the proposal was formulated, was held on 22 January 2009.

At its meeting on 22 January 2009, the Board of Directors resolved, with the interested party abstaining, to approve the Compensation Committee's proposal and to submit the proposed amendments to the 2004 Stock Option Plan to Shareholders for approval, pursuant to Article 114-*bis* of Legislative Decree 58/98.

Under the Plan, which was instituted on 26 July 2004, Mr. Marchionne was granted options to purchase 10,670,000 Fiat S.p.A. ordinary shares at €6.583 per share, exercisable from 1 June 2008 to 1 January 2011.

In each of the first three years following the grant date, Mr. Marchionne acquired the right to purchase 2,370,000 shares per year commencing 1 June 2008. As of 1 June 2008, he also acquired the right to exercise the remaining options equal to 3,560,000 shares, having achieved the profit targets established for the reference period.

The proposed amendments, which would become effective upon the approval of Shareholders, consist of the reintroduction of a vesting period, conditioned solely on the beneficiary remaining in office, which would render the options unexercisable until after 31 December 2010, with a new exercise period beginning 1 January 2011 and expiring 1 January 2016. All other conditions of the Plan, including the number of options granted and the exercise price, would remain unchanged. The Official Price published by Borsa Italiana for Fiat ordinary shares on 12 December 2008 and 22 January 2009 was €5.138 and €4.039, respectively.

On 23 February 2009, the Board of Directors, having heard the report of the Chairman of the Compensation Committee and with Mr. Marchionne abstaining, resolved to submit a motion to Shareholders, pursuant to Article 114-*bis* of Legislative Decree 58/98, for the adoption of a new 2009-2010 Incentive Plan based on the granting of rights which, subject to the achievement of predetermined performance targets for 2009 and 2010 and continuation of the professional relationship with the Group, provides for the granting of an aggregate total of 8 million Fiat ordinary shares to plan beneficiaries.

The Chief Executive Officer of Fiat S.p.A. would be granted 2 million Fiat ordinary shares and a maximum of 6 million shares would be available for granting, on one or more occasions, to a maximum of 300 executives holding key positions which have a significant impact on business results. Plan beneficiaries are to be selected by the Chief Executive Officer of Fiat S.p.A. in accordance with the organisational criteria adopted for the 2006 and 2008 plans. The Chief Executive Officer is also responsible for determining the number of rights to be granted to each manager as well as the reassignment of any rights forfeit pursuant to termination of the employment relationship. The Official Price published by Borsa Italiana for Fiat ordinary shares on 23 February 2009 was €3.67.

Should Shareholders approve these proposals, the grants to the Chief Executive Officer of Fiat S.p.A. would have immediate effect while, as required by law, information on the beneficiaries and actual number of financial instruments granted in relation to the 2009-2010 Plan for Group executives will be communicated to the market on the grant date.

As with all existing incentive plans, both the Plans are administered by the Board of Directors of Fiat S.p.A. which has the power to modify the terms, conditions and targets at any time as a consequence of extraordinary transactions or significant events.

Characteristics of the financial instruments

Each option granted under the 2004 Plan gives the beneficiary the right to purchase one Fiat ordinary share at the exercise price of €6.583, which corresponds to the average Official Price published by Borsa Italiana for the month prior to the grant date (26 July 2004).

Upon approval of the proposed amendments by Shareholders, the options would be subject to a new vesting period ending 31 December 2010 and exercise shall be subject to Mr. Marchionne remaining as Chief Executive Director of Fiat S.p.A. until that date. The options would therefore be exercisable from 1 January 2011 to 1 January 2016.

The 2009-2010 Plan is based on the granting of rights under which beneficiaries would receive an aggregate total of 8 million Fiat ordinary shares, 2 million of which are to be allocated to the Chief Executive Officer, Sergio Marchionne, and a maximum of a further 6 million shares would be available for allocation to executives holding key positions which have a significant impact on business results.

The rights would be vested in a single tranche upon approval of the 2010 consolidated financial statements by the Board of Directors. If the 2009 targets are reached, the number of shares granted would be equivalent to 25% of the rights assigned. If the 2010 targets are reached, the number of shares granted would be equivalent to 100% of the rights assigned. The Company shall have the right to substitute, in whole or in part, Fiat ordinary shares granted to plan beneficiaries with a cash payment calculated on the Official Price of those shares published by Borsa Italiana on the date of approval of the 2010 consolidated financial statements. Vesting of the rights is subject to continuation of the employment relationship or mandate with the Group until the date of approval of the 2010 consolidated financial statements. Specific rules apply to early termination of the relationship, such as, for example, a change of employer within the Group, retirement or death of the beneficiary.

For both Plans, settlement is by delivery of Fiat ordinary shares. The exercise price, payable in the case of stock options only, must be paid in cash at the moment of acquisition of the underlying shares.

Rights relating to the above Plans are granted to the beneficiary only and are non-transferable, except by inheritance, while the ordinary shares received will not be subject to any restrictions other than legal restrictions relating to the use of privileged information. In this respect, the Board of Directors may set restrictions for periods immediately prior to key dates on the corporate calendar.

The Plans are to be serviced through shares bought on the market rather than through the issue of new shares and, therefore, would have no dilutive effects. The Company currently holds sufficient own shares to fully service existing incentive plans as well as those being submitted for approval.

On 23 February, the preliminary estimate of the non-cash cost of the proposed amendments to the 2004 Plan and adoption of the 2009-2010 Plan was €24 million. Those costs will be recalculated on the date that the proposals, if approved, become effective, on the basis of the price of Fiat ordinary shares and the vesting conditions. For the amendments to the 2004 Plan and granting of rights for 2 million Fiat ordinary shares to the Chief Executive Officer, that date coincides with the date approval is given by Shareholders. For the granting of rights for a maximum of 6 million Fiat ordinary shares to executives, that date coincides with the effective grant date. For accounting purposes, the cost calculated on the grant date is recognised on a pro rata basis over the vesting period.

Please note that, in addition to the amendments to the 2004 Plan and the adoption of the 2009-2010 Plan which you are being asked to approve, the Company also has other incentive plans in place for directors and executives, established during or subsequent to 2001, with a total of 23,427,000 options outstanding at 23 February 2009, of which 2,515,500 are exercisable. A total of 10,000,000 of these options will be serviced through the issue of new shares and the remainder through shares purchased on the market. The shares required to service the 2004 Plan, the 2009-2010 Plan and other plans currently in place - excluding the portion of the 2006 Plan to be serviced through the issue of new shares - are 31.97 million. This amount is fully covered by the 38.6 million own shares currently held. Detailed information on those plans is provided in disclosure documents issued in 2007 and 2008 available in the Corporate Governance section of the Group website (www.fiatgroup.com) under Fees and Interests Held, as well as in the Report on Operations and Notes to the statutory and consolidated financial statements at 31 December 2008, pursuant to regulatory requirements and the International Financial Reporting Standards, respectively.

General Meeting of
Shareholders –
4 April 2012
(Item 4 b) on the Agenda)

Exhibit 4.4



b) Incentive Plan, resolutions pursuant to Article 114-bis of Legislative Decree 58/1998

Dear Shareholders,

Pursuant to Article 114-bis of the Legislative Decree February 24, 1998 no. 58 (the “**Financial Act**”), we hereby submit the motions approved by the Board of Directors on February 22, 2012 for your approval.

Specifically, these motions relate to the adoption of a new equity incentive plan aimed at providing a medium to long term incentive with performance and retention component to the overall compensation package of the Beneficiaries, as better identified below, thereby providing the Group with an instrument that is more closely aligned to the current competitive environment in the automotive sector globally and to the specific needs of the Group and long term shareholder interests.

The Plan (as defined below) takes the form of stock grants and entitles the relevant beneficiaries to receive, under specific conditions and without cash consideration, a number of Fiat S.p.A. (the “**Company**”) ordinary shares (the “**Shares**”) equivalent to the number of rights granted (the “**Rights**”).

The first part of the Plan is the Company Performance Long Term Incentive (“**Company Performance LTI**”) and provides for the allocation of a maximum 14 million rights to the Beneficiaries as identified in more detail below - subject to: (i) the achievement of pre-established financial performance objectives for the performance period starting on January 1, 2012 and ending on December 31, 2014, and (ii) the continuation of the professional relationship with the Group.

The second component of the Plan is the Retention Long Term Incentive (“**Retention LTI**” and together with the Company Performance LTI, the “**Plan**”) with an allocation of a maximum of 17 million rights, subject to a certain level of individual performance and continuation of the professional relationship with the Group.

The CEO of the Company, Mr. Sergio Marchionne, is a beneficiary of the Retention LTI.

This report was prepared in conformity with the instructions for disclosure provided as a schedule to the Issuers’ Regulation no. 11971/1999 (the “**Issuers’ Regulation**”).

Definitions

For the purpose of this Report the terms listed below shall have the respective meaning set forth in this Section:

Beneficiaries: the beneficiaries of (either or both parts of) the Plan, including, as to the Retention LTI, the Company’s CEO, Mr. Sergio Marchionne

Company: Fiat S.p.A.

Company Performance LTI: the part of the Plan directly linked with the achievement of pre-established financial performance objectives for the performance period starting on January 1, 2012 and ending on December 31, 2014

Compensation Committee: the Compensation Committee of the Company

Financial Act: Legislative Decree February 24, 1998 no. 58, as subsequently amended

Issuers’ Regulation: Issuers’ Regulation No. 11971/1999 issued by Consob on May 14, 1999 and its Annexes, as subsequently amended

Plan: the Company Performance LTI and the Retention LTI

Retention LTI: the part of the Plan directly linked with the continuing employment relationship with the Company during the vesting period

Rights: the number of rights that, upon fulfillment of the vesting conditions provided for in the Plan, will convert in an equal number of shares to be delivered to the Beneficiaries

Share: the Company’s ordinary share

Beneficiaries

The Beneficiaries of the Plan will be approximately three hundred executives holding key positions which have a significant impact on business results, excluding employees of Chrysler Group LLC who are covered by a separate plan.

A minor percentage of the Beneficiaries of the Retention LTI would be selected on a discretionary basis in order to provide incentive to individuals (i) whose particular performance is critical to the success of the Group, or (ii) who hold exceptional leadership requisites.

The other executives will be selected in accordance with criteria approved by the Compensation Committee, among employees of the Company and/or its subsidiaries, consistent with organizational criteria and contribution of such beneficiaries to the economic and financial results of the Company and or its subsidiaries.

The CEO of the Company, Mr. Sergio Marchionne, is a Beneficiary of the Retention LTI. Other Beneficiaries will be selected by the CEO of the Company in accordance with the above mentioned criteria.

Should the Beneficiaries fall under the provisions of Scheme 7 of Annex 3A of the Issuers' Regulation regarding identification on a named basis, the Company will provide the market with the information prescribed by Article 84-*bis*, paragraph 5 of the Issuers' Regulation.

Reasons for the Plan

In general, incentive plans based on financial instruments motivate individuals in key positions to achieve the Company's and Group's financial performance targets, correlating that incentive to the medium-to long-term value created for shareholders. The level of commitment is further strengthened when vesting of rights is subject to the achievement of specific financial performance targets over a predetermined reference period.

At the same time, motivating management by granting instruments that are representative of the Company's value contributes to the alignment of the interests of management with those of shareholders, promoting a sense of identification with the Group and significantly enhancing retention as a result.

Retention is also sought through the use of incentives, which are subject to continued professional relationship with the Group.

As anticipated above, the Plan is aimed at providing the Group with an instrument that is more closely aligned to the current competitive environment in the automotive sector globally and to the specific needs of the Group and medium to long term shareholder interests. In particular, medium to long-term incentive schemes incentivize individuals in key positions towards the achievement of the Company's and Group's performance targets through the alignment of medium to long-term incentives to value creation for shareholders.

Finally, with reference to the criteria used to determine the time frame of the Plan, it should be noted that the Plan will be executed over a time period of three years, which is generally considered to be the most appropriate to get a grounded and meaningful measure of the Company's and Group's performance. With these objectives, the Board of Directors, advised by the Compensation Committee, constantly monitors the effectiveness of existing incentive schemes in relation to the global market and, in particular, the industry in which the Group operates.

The importance of management and the stability of that management in a period of significant volatility have been key factors in the success of the Group's companies since 2004 and will have increasing importance in the future. Having effective tools for motivation and retention, therefore, is an essential competitive factor.

For the reasons stated above and upon proposal by the Compensation Committee, the Board determined that it is significantly in the Company's and Group's interests to increase the incentive and retention capability through the adoption of a medium to long term incentive plan.

The Company Performance LTI consists primarily of a performance based component and is linked to the Group's pre-established performance targets. The vesting period is through the end of the performance period (*i.e.*, the approval by the Board of Directors of the 2014 consolidated financial statements) and is based on cumulative three-year results. Therefore, the Company Performance LTI will be based on a one-time grant covering 2012-2014 period: this part of the Plan will be vested at the end of the performance period and will be based on cumulative three-year results, it being understood that all targets assigned to the Beneficiaries should be cumulatively met in order to fulfill the vesting conditions.

The Retention LTI has a retention-only component and is linked to individual contribution. The vesting period is through the third anniversary of said Retention LTI, being understood that one-third of this component will be vested

on each grant anniversary over the three years. Under the Plan, it is envisaged that the Company will assign three different cycles of Retention LTIs: the first award would occur in 2012 (and it will vest over the 2012-2015 period), the second in 2013 (and it will vest over the 2013-2016 period), and the third in 2014 (and it will vest over the 2014-2017 period).

For more detailed information on the characteristics of the financial instruments and the vesting period, please refer to the relevant paragraph below.

The performance targets and the other criteria relating to the Company Performance LTI and the Retention LTI will be set forth (and from time to time amended according to market conditions) by the CEO of the Company, in accordance with criteria approved by the Compensation Committee.

The maximum amount of Rights to be granted to each Beneficiary, other than the CEO of the Company, will be set forth by the CEO of the Company but it is not expected to exceed at the grant date 150% of the annual fixed compensation of each Beneficiary

The amount of Rights granted to the CEO of the Company is submitted to the approval of the shareholders' meeting. For further information on this amount, please refer to paragraph "Characteristics of the financial instruments" below.

The Shares attributed under the Plan are ordinary shares issued by the Company; no financial instruments will be issued by the Company, the Company's subsidiaries, the Company's parent or by any third party under the Plan.

The Plan is in line with latest international best practice and would take the form of stock grants which are based, for the portion whose vesting is subject to the achievement of performance objectives, on performance measurement tools that are consistent with current market conditions and linked to key performance indicators for the Group.

Tax effects of the Plan benefits are the responsibility of the Beneficiaries.

Given its characteristics, no special funds (including the special fund for the encouragement of worker participation, referred to in Article 4, paragraph 112, of the Italian Law December 24, 2003 no. 350) would support the Plan.

Procedure for approval of the Plan

The Plan was discussed and proposed by the Compensation Committee, composed of the independent directors R. Berger (Committee Chairman), L. Garavoglia and M. Zibetti, which examined the matter during several of its meetings in October and December 2011 and February 2012.

On February 22, 2012, the Board of Directors, with Sergio Marchionne abstaining during the discussion and approval of the Plan due to his status as a Beneficiary, unanimously approved the Compensation Committee's proposal and submitted the proposed Plan to Shareholders for approval, pursuant to Article 114-*bis* of the Financial Act.

The entire process of definition of the characteristics of the Plan was developed in a collective manner with the active support of the Compensation Committee, in compliance with the recommendations of the Corporate Governance Code of Listed Companies and with the best corporate practices in this matter.

The Official Price published by Borsa Italiana for the Company Shares on 22 February 2012 was €4.838 per share.

Should you approve this proposal, the grant of the Rights to the CEO of the Company under the Plan would have immediate effect while, as required by law, information on the Beneficiaries and actual number of financial instruments granted in relation to the Company Performance LTI and the Retention LTI will be communicated to the market pursuant to the applicable laws and regulations.

The Plan, as for all other plans in effect, will continue to be administered by the Board of Directors of the Company, which has all necessary or advisable powers in order to implement the Plan. Said powers include, without limitation, the power to establish any other terms and conditions for the implementation of the Plan, provided that such terms and conditions do not contravene the general terms and conditions approved by the shareholders' meeting.

Characteristics of the financial instruments

The Plan is based on the granting of Rights, which upon vesting conditions being fulfilled, will entitle the Beneficiaries to receive without cash consideration an aggregate maximum of 31 million Company Shares. A separate section of the Plan is dedicated to the CEO with features focused on maximizing his retention. To attain such objective, the CEO of the Company will be a beneficiary of the Retention LTI; this portion of the Plan will be equal to 7 million Rights awarded, upon your approval of this proposal, with a one-time grant, and vesting one third each, subject to Mr. Marchionne still being in office as CEO of the Company on February 22, 2013, February 22, 2014, and February 22, 2015, respectively.

A maximum of 24 million Rights would be available for allocation to the Beneficiaries other than the CEO of the Company.

Of the above mentioned maximum 24 million Rights, maximum 10 million would be granted over the three cycles under the Retention LTI and maximum 14 million for a one-time grant covering a three year performance period 2012-2014 under the Company Performance LTI.

With regard to the Company Performance LTI, Rights would vest subject to the achievement of pre-established financial performance targets for the period January 1, 2012 and ending December 31, 2014 and remaining in office until approval of the 2014 consolidated financial statements by the Board of Directors; the Rights will vest in a single tranche upon approval of the 2014 consolidated financial statements by the Board of Directors.

With regard to the Retention LTI, rights would vest solely subject to the Beneficiaries continued professional relationship with the Group through the vesting; the rights relating to each of the three yearly grant cycles will vest ratably upon each of three anniversary dates of the grant.

The Plan is to be serviced through treasury shares bought on the market without issuing new shares and, therefore, would have no dilutive effects. The Company will purchase additional treasury shares sufficient to service the Plan hereby submitted for your approval, at the appropriate time and to the extent necessary, also taking into account currently owned treasury shares.

Specific rules (involving acceleration or forfeiting of the Rights) apply to certain cases of early termination of the relationship, such as, for example, a change of employer within the Group, retirement or death of the Beneficiary.

Other conditions of the Plan include, among others, specifically (i) the right of the Company to substitute, in whole or in part, Shares vested under the Plan with a cash payment calculated on the basis of the Official Price of those shares published by Borsa Italiana on the date of vesting fulfillment, (ii) the discretion of the CEO of the Company to determine, on one or more occasions, the number of Rights to be granted to each Beneficiary, as well as to reassign any rights forfeited due to termination of the employment relationship.

Rights relating to the Plan are granted to the Beneficiaries only and are non-transferable, except by inheritance once vested, while the Shares received will not be subject to any restrictions other than legal restrictions relating to the use of privileged information. The Board of Directors may set restrictions for periods immediately prior to key dates in the corporate calendar.

On February 22, 2012 the preliminary estimate of the annual non-cash cost of the proposed Plan was approximately €150 million for the three year duration of the Plan. Those costs will be recalculated on the date that the proposals, if approved, become effective, on the basis of the price of Company Shares and the stated vesting conditions. For the portion of the Plan relating to the CEO of the Company, that date shall be the date on which approval is given by Shareholders. For the granting of the maximum 24 million Rights to other executives, that date shall be the effective grant date. For accounting purposes, the cost calculated on the grant date is recognized on a pro rata basis over the vesting period.

In addition to the proposed new Plan that is being submitted for your approval, the Company has other incentive plans in place for directors and executives, with a total of 18,556,875 options outstanding at February 22, 2012, all of which are vested and exercisable. A total of 1,636,875 options will be serviced through the issue of new shares and the remainder through shares purchased on the market. The required amount of Shares, currently equal to 16,920,000 is fully covered by the 34,568,458 own shares currently held. Detailed information on plans in effect is provided in the disclosure documents issued in 2007, 2008, 2009, and 2010, available in the Corporate Governance section of the Group website (www.fiatspa.com) under Fees and Interests Held, as well as in the Notes to the statutory and consolidated financial statements as of 31 December 2011, pursuant to applicable regulatory requirements and the International Financial Reporting Standards, respectively.

22 February 2012

On behalf of the Board of Directors

/s/ John Elkann
John Elkann
CHAIRMAN

SHARE-BASED PAYMENT PLANS
Table 1 of Schedule 7, Annex 3A of Regulation no. 11971/1999

Date: 22 February 2012

BOX 1								
Financial instruments other than stock options								
<i>Section 2</i>								
<i>Newly granted instruments based on decision of:</i>								
<input checked="" type="checkbox"/> <i>Board of Directors for proposal to Shareholders</i>								
<input type="checkbox"/> <i>competent body in Implementation of Shareholder resolution</i>								
Name or category	Position (required only for individuals named)	Date of shareholder resolution	Description of instruments	Number of financial instruments by individual or category granted by BoD or other competent Body	Date of grant	Purchase price (if applicable)	Market price on grant date Source: Borsa Italiana	Vesting period
Sergio Marchionne	Chief Executive Officer of Fiat S.p.A.	—	Stock grant entitling to receive, under specific con- ditions and without cash consideration, Fiat S.p.A. ordinary shares	7,000,000	22/02/2012	—	4.838 ¹	2012- 2015
Executives holding key positions with significant impact on business results		—	Stock grant entitling to receive, under specific con- ditions and without cash consideration, Fiat S.p.A. ordinary shares	24,000,000	—	—	—	2012- 2017

1 Official price reported on the Stock Exchange on 22 February 2012, the date on which the Board of Directors approved the motion to be submitted to Shareholders' meeting.

OFFICE ADDRESS 26 Throgmorton Street
London EC2N 2AN
United Kingdom
INTERNET www.loyensloeff.com

To:
Fiat Chrysler Automobiles N.V.
Fiat House, 240 Bath Road
Slough, SL1 4DX
United Kingdom

re Dutch law legal opinion – Registration statement on Form S-8
reference 17070708-v2A

London, 16 October 2014

Dear Sir, Madam,

1 INTRODUCTION

We have acted as special counsel on certain matters of Dutch law to the Company (as defined below) in connection with, amongst other things, the registration of the Plan Shares (as defined below) in accordance with the Registration Statement (as defined below).

2 DEFINITIONS

2.1 Capitalised terms used but not (otherwise) defined herein are used as defined in the Schedules to this opinion letter.

2.2 In this opinion letter:

Company means Fiat Chrysler Automobiles N.V. (formerly known as Fiat Investments N.V.), registered with the Trade Register under number 60372958.

Deed of Issuance means a draft of a deed of issuance of Plan Shares (as attached hereto as Annex A).

Effective Date means the date on which the Merger has become effective being 12 October 2014.

Equity Incentive Plans means (i) the Fiat S.p.A. July 2004 Stock Options to CEO; (ii) the Fiat S.p.A. November 2006 Stock Option Plan and (iii) the Fiat S.p.A. 2012 Long-Term Incentive Plan.

FIAT means Fiat S.p.A., the public company under the laws of Italy which has merged with and into the Company pursuant to the Merger.

Issue Date means the date on which each Deed of Issuance is executed.

Merger means the cross-border statutory merger (*grensoverschrijdende juridische fusie*) of FIAT with and into the Company.

Plan Shares means the common shares with a nominal value of EUR 0.01 in the share capital of the Company to be delivered pursuant to the Equity Incentive Plans.

Resolutions means the documents listed under paragraphs 5 and 6 of Schedule 1 (Reviewed Documents).

Reviewed Documents means the documents listed in Schedule 1 (Reviewed Documents).

SEC means the United States Securities and Exchange Commission.

Securities Act means the United States of America's Securities Act of 1933, as amended from time to time.

Trade Register means the trade register of the Chamber of Commerce in the Netherlands.

3 SCOPE OF INQUIRY

- 3.1 For the purpose of rendering this opinion letter, we have only examined and relied upon electronically transmitted copies of the Reviewed Documents, which we consider to be the documents necessary under Dutch law for the purpose of providing the opinions set out in this opinion letter.
- 3.2 We have undertaken only the following searches and inquiries (the **Checks**) at the date of this opinion letter:
- (a) an inquiry by telephone at the Trade Register, confirming that no changes were registered after the date of the Post-Merger Excerpt;
 - (b) an inquiry by telephone at the bankruptcy clerk's office (*faillissementsgriffie*) of the court in Amsterdam, the Netherlands, confirming that the Company is not listed in the insolvency register;
 - (c) an online inquiry on the relevant website (www.rechtspraak.nl) of the EU Registrations with the Central Insolvency Register (*Centraal Insolventie Register*) confirming that the Company is not listed on the EU Registrations with the Central Insolvency Register; and
 - (d) an online inquiry on the relevant website (<http://eur-lex.europa.eu/>) of the Annex to Council regulation (EC) No 2580/2001, Annex I of Council regulation (EC) No 881/2002 and the Annex to Council Common Position 2001/931 relating to

measures to combat terrorism, all as amended from time to time, confirming that the Company is not listed on such annexes,

which we consider to be the investigations necessary under Dutch law for the purpose of providing the opinions set out in this opinion letter.

- 3.3 We have not reviewed any documents incorporated by reference or referred to in the Reviewed Documents (unless included as a Reviewed Document) and therefore our opinions do not extend to such documents.

4 NATURE OF OPINION

- 4.1 We only express an opinion on matters of Dutch law and the law of the European Union, to the extent directly applicable in the Netherlands, in force on the date of this opinion letter, excluding unpublished case law. We do not express an opinion on tax law, competition law and financial assistance. The terms the “Netherlands” and “Dutch” in this opinion letter refer solely to the European part of the Kingdom of the Netherlands.

- 4.2 Our opinion is strictly limited to the matters stated herein. We do not express any opinion on matters of fact, on the commercial and other non-legal aspects of the transactions contemplated by the Deed of Amendment and each Deed of Issuance and on any representations, warranties and other information included in the Deed of Amendment and each Deed of Issuance and any other document examined in connection with this opinion letter, except as expressly stated in this opinion letter.

- 4.3 In this opinion letter Dutch legal concepts are sometimes expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to the concepts described by the same English term as they exist under the laws of other jurisdictions. For the purpose of tax law a term may have a different meaning than for the purpose of other areas of Dutch law.

- 4.4 This opinion letter and any non-contractual obligations arising out of or in relation to this opinion letter are governed by Dutch law.

- 4.5 This opinion letter refers to the date hereof. No obligation is assumed to update this opinion letter or to inform any person of any changes of law or other matters coming to our knowledge and occurring after the date of this opinion letter, which may have effect on the opinions set out in this opinion letter.

- 4.6 This opinion letter is issued by Loyens & Loeff N.V. Individuals or legal entities that are involved in the services provided by or on behalf of Loyens & Loeff N.V. cannot be held liable in any manner whatsoever.

5 OPINIONS

The opinions expressed in this paragraph 5 (Opinions) should be read in conjunction with the assumptions set out in Schedule 2 (Assumptions) and the qualifications set out in Schedule 3 (Qualifications). On the basis of these assumptions and subject to these

qualifications and any factual matters or information not disclosed to us in the course of our investigation, we are of the opinion that as at the date of this opinion letter:

5.1 Corporate status

The Company has been duly incorporated and is validly existing as a *naamloze vennootschap* (public limited liability company) under Dutch law.

5.2 No insolvency, dissolution, merger or demerger

Based solely on the Pre-Merger Excerpt, the Post-Merger Excerpt and the Checks, the Company is validly existing and has not been dissolved (*ontbonden*), merged (*gefuseerd*) involving the Company as disappearing entity, demerged (*gesplitst*), granted a suspension of payments (*surseance verleend*), declared bankrupt (*failliet verklaard*) or been subjected to any insolvency proceedings listed in Annex A or winding up proceedings listed in Annex B of the 29 May 2000 Council Regulation (EC) No 1346/2000 on Insolvency Proceedings (the Insolvency Regulation).

5.3 Issued share capital

When issued pursuant to a Deed of Issuance and fully paid in accordance with the terms of the Plan Documentation, each Plan Share will have been duly authorised, validly issued, fully paid and will be non-assessable.

6 ADDRESSEES

6.1 This opinion letter is addressed to you in relation to the Registration Statement and may not be disclosed to and relied upon by any other person without our prior written consent. This opinion letter is not to be used or relied upon by you or by any other person for any purpose other than in connection with the filing of the Registration Statement.

6.2 We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to Loyens & Loeff N.V. under the heading “Legal Matters” in the Registration Statement. In giving the consent set out in the previous sentence, we do not thereby admit or imply that we are in the category of persons whose consent is required under Section 7 of the Securities Act or any rules and regulations of the SEC promulgated thereunder.

Yours faithfully,
Loyens & Loeff N.V.

/s/ Loyens & Loeff N.V.

Schedule 1

REVIEWED DOCUMENTS

- 1 An excerpt of the registration of the Company in the Trade Register dated 6 October 2014 (the **Pre-Merger Excerpt**).
- 2 An excerpt of the registration of the Company in the Trade Register dated 15 October 2014 (the **Post-Merger Excerpt**).
- 3 The deed of incorporation of the Company dated 1 April 2014 (the **Deed of Incorporation**).
- 4 The deed of amendment (the **Deed of Amendment**), including the articles of association of the Company dated 11 October 2014 (the **Articles**).
- 5 The minutes of the meeting of the board of directors of the Company dated 10 October 2014 (the **Board Minutes**).
- 6 The resolution of the general meeting of the Company dated 10 October 2014 (the **Shareholder's Resolution**).
- 7 The documentation regarding the Equity Incentive Plans as attached to the Board Minutes (the **Plan Documentation**).
- 8 The final registration statement on Form S-8 in the form to be filed by the Company with the SEC under the Securities Act as attached hereto as Annex B (excluding any documents incorporated by reference herein and any exhibits hereto, other than specifically referred to in this opinion letter, the **Registration Statement**).

Schedule 2

ASSUMPTIONS

The opinions in this opinion letter are subject to the following assumptions:

1 Documents

- 1.1 All signatures are genuine, all original documents are authentic and all copies are complete and conform to the originals.
- 1.2 The information recorded in the Pre-Merger Excerpt is true, accurate and complete on the date of the Resolutions.
- 1.3 The information recorded in the Post-Merger Excerpt is true, accurate and complete on the date hereof and will be true, accurate and complete on the Issue Date (although not constituting conclusive evidence thereof, this assumption with respect to the date hereof is supported by the Checks).
- 1.4 Each Deed of Issuance will be executed substantially in the form as attached hereto.
- 1.5 The Registration Statement has been filed with the SEC and was effective automatically pursuant to the Securities Act.

2 Incorporation, existence and corporate power

- 2.1 The Company has not been listed on the list referred to in article 2 (3) of Council Regulation (EC) No 2580/2001 of 27 December 2001, listed in Annex I to Council Regulation (EC) No 881/2002 of 27 May 2002 or listed and marked with an asterisk in the Annex to Council Common Position 2001/931 of 27 December 2001 relating to measures to combat terrorism, as amended from time to time (although not constituting conclusive evidence thereof, this assumption is supported by the Checks).
- 2.2 The Company has its centre of main interest (as described in the Insolvency Regulation) in the Netherlands and does not have an establishment (as described in the Insolvency Regulation) which has been subjected to any insolvency proceeding or winding up proceeding outside the Netherlands.
- 2.3 The Company will be validly existing under the laws of the Netherlands on the Issue Date.
- 2.4 The Deed of Incorporation contains the articles of association (statuten) of the Company in force on the date of the Resolutions (although not constituting conclusive evidence thereof, this assumption, with respect to the date of the Resolutions, is supported by the Pre-Merger Excerpt).
- 2.5 The Articles are the articles of association (statuten) of the Company in force on the date hereof and on the date of each Deed of Issuance (although not constituting conclusive

evidence thereof, this assumption, with respect to the date hereof, is supported by the Post-Merger Excerpt).

3 Consent, approval and corporate authorisations

- 3.1 The Resolutions (a) correctly reflect the resolutions made by the relevant corporate body of the Company in respect of the transactions contemplated by each Deed of Issuance, (b) have been made with due observance of the Deed of Incorporation and any applicable by-laws and (c) remain in full force and effect.
- 3.2 No member of the board of directors of the Company has or will have a direct or indirect personal interest which conflicts with the interest of the Company or its business in respect of the entering into each Deed of Issuance.
- 3.3 The Company has not established, has not been requested to establish, nor is in the process of establishing any works council (*ondernemingsraad*) and there is no works council, which has jurisdiction over the transactions contemplated by the Reviewed Documents (although not constituting conclusive evidence thereof, this assumption is supported by the contents of the Board Minutes).

4 Execution

Each Deed of Issuance constitutes the document required by Dutch law to validly issue the Plan Shares and will be validly executed by the parties thereto on the Issue Date.

5 Other parties

- 5.1 Each party to each Deed of Issuance, other than the Company, is validly existing under the laws by which it is purported to be governed on the date hereof or the Issue Date (as applicable).
- 5.2 Each party to each Deed of Issuance, other than the Company, has all requisite power or capacity (corporate and otherwise) to execute and to perform its obligations under, each Deed of Issuance and each Deed of Issuance has been or will be duly authorised by or on behalf of the parties thereto, other than the Company.

6 Freely distributable reserves and special capital reserves

On the Issue Date, the freely distributable reserves and the special capital reserves of the Company are or will be (as applicable) sufficient to ensure that the nominal value of the Plan Shares issued pursuant to each Deed of Issuance can be fully paid.

7 Validity

Under any applicable laws (other than Dutch law):

- (a) each Deed of Issuance constitute the legal, valid and binding obligations of the parties thereto, and is enforceable against those parties in accordance with its terms; and
- (b) the choice of law and submission to jurisdiction made in each Deed of Issuance is valid and binding.

Schedule 3

QUALIFICATIONS

The opinions in this opinion letter are subject to the following qualifications:

1 Insolvency

The opinions expressed herein may be affected or limited by the provisions of any applicable bankruptcy (*faillissement*), suspension of payments (*surseance van betaling*), emergency regulations (*noodregeling*), other insolvency proceedings and fraudulent conveyance (*actio pauliana*), reorganisation, and other laws of general application now or hereafter in effect, relating to or affecting the enforcement or protection of creditors' rights.

2 Accuracy of information

The information obtained from a bankruptcy clerk's office (*faillissementsgriffie*) and the online international bankruptcy clerk's office of the court of The Hague (*internationale faillissementsgriffie*) does not provide conclusive evidence that the Company has not been granted a suspension of payments, declared bankrupt or subjected to any other insolvency proceedings listed in Annex A or winding up proceedings listed in Annex B of the Insolvency Regulation. Under the Dutch Bankruptcy Act (*Faillissementswet*) the declaration of a bankruptcy is effected by a court order, with effect from and including the day on which the bankruptcy order is issued. The clerk of the bankruptcy court is under an obligation to keep a public register in which, among others, extracts from the court orders by which a bankruptcy order is declared are registered. We have made enquiries with the clerk of the bankruptcy court whether the Company is registered as being declared bankrupt in the register kept by the clerk. We have received oral confirmation that this is not the case. Such confirmation, however, does not constitute conclusive evidence that the Company is not declared bankrupt, as a proper registration of a bankruptcy order is not a condition for the bankruptcy order to be effective.

3 Enforceability

- 3.1 The opinions expressed herein with respect to each Deed of Issuance may be affected by the availability of general defences under Dutch law such as the principles of reasonableness and fairness, modification on grounds of unforeseen circumstances, duress, deceit, mistake, undue influence and, if and to the extent not validly waived, force majeure, the right to suspend performance as long as the other party is in default in respect of its obligations, the right to set-off and the right to dissolve a transaction upon default by the other party.
- 3.2 A Dutch court will not solely determine the meaning of the provisions of a written agreement by a literal interpretation of the wording, but will also take into account the meaning that the parties in the given circumstances could reasonably ascribe to such

provisions and what the parties could reasonably expect from each other. All relevant circumstances should be taken into account, including the sophistication of the parties.

- 3.3 A Dutch legal entity may invoke the nullity of a transaction if the transaction does not fall within the objects of such legal entity and the other parties to the transaction knew, or without independent investigation, should have known, that such objects were exceeded. In determining whether a transaction falls within the objects of a legal entity all relevant circumstances should be taken into account, including the wording of the objects clause of the articles of association and the level of (direct or indirect) benefit derived by the legal entity.
- 3.4 In relation to the contractual rights and obligations under an agreement governed by Dutch law:
- (a) notwithstanding any provision to the contrary, such agreement may be amended orally or by the conduct of the parties thereto;
 - (b) any provision stating that the rights and obligations thereunder shall bind or enure to the benefit of successors and assignees of any party thereto may not be enforceable in the absence of further agreements to that effect with the successor or assignee;
 - (c) notwithstanding any provision in such agreement stipulating that certain documents constitute conclusive evidence, submission of counterproof is generally permitted; and
 - (d) a Dutch court has the power to mitigate a contractual penalty.

ANNEX A

draft Deed of Issuance

PRIVATE DEED OF ISSUANCE

relating to the issuance of common shares in the capital of
Fiat Chrysler Automobiles N.V.

PRIVATE DEED OF ISSUANCE OF COMMON SHARES IN THE CAPITAL OF

FIAT CHRYSLER AUTOMOBILES N.V.

Date: _____

PARTIES:

- (1) **×** (the **Subscriber**);
- (2) **Fiat Chrysler Automobiles N.V.**, a public company (*naamloze vennootschap*) under Dutch law, having its official seat in Amsterdam, the Netherlands, and its registered office address at 240 Bath Road, Fiat House, SL1 4DX Slough, United Kingdom, registered with the Dutch trade register under number 60372958 (the **Company**).

WHEREAS:

- (A) On 10 October 2014 the board of directors of the Company (the **Board**) resolved to adopt the Equity Incentive Plans (as defined in the resolution of the Board).
- (B) On 10 October 2014 the general meeting of the Company resolved to grant the Options (as defined in the resolution of the general meeting of the Company).
- (C) This deed concerns an issue of **×** common shares in the capital of the Company, with a nominal value of EUR 0.01 each (the **New Shares**), to the Subscriber under the Options in accordance with the Equity Incentive Plans.
- (D) The Subscriber and the Company shall hereby effect the issuance of the New Shares on the terms stated below.

IT IS AGREED:

1 Issuance

- 1.1 The Company hereby issues the New Shares to the Subscriber on the terms set out in the Equity Incentive Plans and in this deed and the Subscriber hereby accepts the same from the Company.
- 1.2 The Company shall register the issuance of the New Shares in its shareholders' register. No share certificates shall be issued for the New Shares.

2 Payment on the New Shares

The Company confirms that the New Shares are paid up in full in accordance with the Equity Incentive Plans.

3 Warranty of the Company

The issuance of the New Shares to the Subscriber is effected with due observance of all statutory provisions and provisions prescribed by the Company's articles of association and the terms of the Equity Incentive Plans.

4 Rescission

The Company and the Subscriber waive the right to rescind the agreement contained in this deed or to demand rescission thereof in accordance with Section 6:265 of the Dutch Civil Code.

5 Governing law

This deed shall be governed by, and interpreted in accordance with, the laws of the Netherlands.

(signature page follows)

SIGNATURE PAGE

This deed is signed by duly authorized representatives of the parties:

Signed for and on behalf of the **Subscriber** by,

Name:

Signed for and on behalf of the **Company** by,

Name:

Title:

ANNEX B

Form S-8 Registration Statement

[omitted]

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" and to the use of our report dated June 20, 2014, with respect to the consolidated financial statements of Fiat S.p.A. as of and for the years ended December 31, 2013 and 2012 included in this Registration Statement and related prospectus.

/s/ Reconta Ernst & Young S.p.A.

Turin, Italy
October 10, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 20, 2014, relating to the consolidated income statement, statements of comprehensive income/(loss), cash flows, and changes in equity of Fiat S.p.A. and subsidiaries for the year ended December 31, 2011 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of IAS 19 (revised 2011) - *Employee Benefits* and the adoption of IFRS 11 - *Joint Arrangements*) appearing in the Prospectus dated July 8, 2014 which forms part of the Registration Statement on Form F-4 (No. 333-197229).

/s/ DELOITTE & TOUCHE S.p.A.

Turin, Italy
October 10, 2014