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

FORM 6-K

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

For the month of March 2019

Commission File No. 001-36675

FIAT CHRYSLER AUTOMOBILES N.V.

(Translation of Registrant's Name Into English)

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

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

Form 20-F Form 40-F

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

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

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

Yes No

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

The following exhibits are furnished herewith:

Exhibit 99.1 Press release issued by Fiat Chrysler Automobiles N.V. dated March 1, 2019

Exhibit 99.2 Notice of Annual General Meeting

Exhibit 99.3 Agenda and Explanatory Notes

Exhibit 99.4 Richard Palmer Bio

Exhibit 99.5 Corporate Governance Statement

Exhibit 99.6 Outstanding share capital and voting rights at the date of notice

Exhibit 99.7 Attendance Card

Exhibit 99.8 Proxy Form

Exhibit 99.9 Proxy Card

SIGNATURE

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

Date: March 5, 2019

FIAT CHRYSLER AUTOMOBILES N.V.

By: /s/ Richard K. Palmer

Name: Richard K. Palmer

Title: Chief Financial Officer

Index of Exhibits

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| 99.1 | Press release issued by Fiat Chrysler Automobiles N.V. dated March 1, 2019 |
| 99.2 | Notice of Annual General Meeting |
| 99.3 | Agenda and Explanatory Notes |
| 99.4 | Richard Palmer Bio |
| 99.5 | Corporate Governance Statement |
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FCA publishes agenda for the 2019 AGM

Fiat Chrysler Automobiles N.V. (NYSE: FCAU / MTA: FCA) announced today that it has published the agenda and the explanatory notes for the 2019 Annual General Meeting of Shareholders (“AGM”), which will take place on April 12, 2019 in Amsterdam.

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

London, 1 March 2019

¹The 2018 Annual Report and the annual report on Form 20-F are available on the Company’s website (www.fcagroup.com) at https://www.fcagroup.com/en-us/investors/financial_regulatory/financial_reports/pages/2018.aspx or at https://www.fcagroup.com/it-IT/investors/financial_regulatory/financial_reports/Pages/2018.aspx. The AGM notice, explanatory notes and other AGM materials are available on the corporate website at https://www.fcagroup.com/en-us/investors/stock_info_and_shareholder_corner/shareholder_meetings/pages/default.aspx or at https://www.fcagroup.com/it-it/investors/stock_info_and_shareholder_corner/shareholder_meetings/Pages/default.aspx

For further information:

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Email: mediarelations@fcagroup.com

www.fcagroup.com



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders (the “AGM”) of Fiat Chrysler Automobiles N.V. (the “Company”) is convened at 12:00 CEST on Friday, April 12, 2019, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands. The language of the meeting shall be English. The AGM is convened to discuss and decide on the following:

AGENDA

1. OPENING

2. ANNUAL REPORT 2018

- a. Report of the Board of Directors for the financial year 2018 (discussion)
- b. Implementation of the remuneration policy in 2018 (discussion)
- c. Policy on additions to reserves and on dividends (discussion)
- d. Adoption of the 2018 Annual Accounts (voting)
- e. Approval of the 2018 dividend (voting)
- f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2018 (voting)

3. APPOINTMENT OF THE EXECUTIVE DIRECTORS

- a. Re-appointment of John Elkann (voting)
- b. Re-appointment of Michael Manley (voting)
- c. Appointment of Richard Palmer (voting)

4. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS

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

5. APPOINTMENT OF THE INDEPENDENT AUDITOR

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

6. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY AND TO LIMIT OR TO EXCLUDE PRE-EMPTIVE RIGHTS

- 6.1 Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 6 of the Company's articles of association (voting)
- 6.2 Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 7 of the Company's articles of association (voting)
- 6.3 Proposal to designate the Board of Directors as the corporate body authorized to issue special voting shares and to grant rights to subscribe for special voting shares up to the maximum aggregate amount of special voting shares as provided for in the Company's authorized share capital as set out in the Company's articles of association, as amended from time to time, as provided for in article 6 of the Company's articles of association (voting)

7. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY

Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital as specified in article 8 of the Company's articles of association (voting)

8. CANCELLATION OF SPECIAL VOTING SHARES IN THE CAPITAL OF THE COMPANY

Proposal to cancel all special voting shares held by the Company in its own share capital as specified in article 9 of the Company's articles of association (voting)

9. APPROVAL OF AWARDS TO EXECUTIVE DIRECTORS

- a. Approval of awards to the CEO (voting)
- b. Proposal to approve the plan to award (rights to subscribe for) common shares in the capital of the Company to executive directors in accordance with article 14.6 of the Company's articles of association (voting)

10. CLOSE OF MEETING

AGM documentation

The AGM documentation:

- the Company's Annual Report 2018 (including – *inter alia* – the Report on Operations, Consolidated Financial Statements and Annual Accounts) and the Independent Auditor's Report,
- the Agenda and explanatory notes to the Agenda with proposed resolutions and information about members of the Company's board of directors (the "Board of Directors") whose appointment has been proposed,
- statement of the total number of outstanding shares and voting rights at the date of this notice,
- proxy forms for shareholders,
- instructions and documents for participation and voting at the AGM

is available on the Company's website: https://www.fcagroup.com/en-US/investors/stock_info_and_shareholder_corner/shareholder_meetings. This documentation is also available at the Company's offices at 25 St. James's Street, London, SW1A 1HA United Kingdom, for shareholders and other persons entitled to attend the meeting who will, upon request, receive a copy free of charge.

Participation and record date

Shareholders can hold Company shares in four ways:

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

Under Dutch law and the Company's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders (which for the purposes of this notice include holders of a Dutch law right of usufruct), must (i) be registered as of **Friday March 15, 2019**¹ (the "**Record Date**"), in the register established for that purpose by the Board of Directors (the "**AGM Register**") after reflecting

¹ 28th day prior to the date of the meeting

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

Attendance and Voting

Loyalty Shareholders and Registered Shareholders

The AGM Agents will send the AGM meeting materials to Loyalty Shareholders and/or Registered Shareholders at the addresses of such shareholders as they appear from the records maintained by the relevant AGM Agent, including a proxy form that allows them to give another person the right to vote their shares at the AGM in accordance with their instructions. The proxy form will also be available on the Company’s website:

https://www.fcagroup.com/en-US/investors/stock_info_and_shareholder_corner/shareholder_meetings/Pages/default.aspx.

Loyalty Shareholders and/or Registered Shareholders, will be entitled to attend the AGM (either in person or by proxy, please note proxy instructions below) if they have notified the relevant AGM Agent by **11:00 p.m. CEST on April 5, 2019²** of their attendance in writing or electronically (contact details at the end of this announcement).

Shareholders holding common shares in a Monte Titoli Participant Account

Shareholders holding common shares in a Monte Titoli Participant Account who wish to attend the AGM (either in person or by proxy, please note proxy instructions below), should request their Intermediary to issue a statement confirming their shareholding (including the shareholder’s name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date). Intermediaries must submit attendance requests no later than **11:00 p.m. CEST on April 5, 2019³** to Computershare S.p.A.

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

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

² 7th day prior to the date of the meeting

³ 7th day prior to the date of the meeting

Shareholders holding common shares in a DTC Participant Account

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

Representation by proxy

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the relevant AGM Agent (contact details below) by **11:00 p.m. CEST on April 5, 2019⁴** in writing or electronically pursuant to instructions contained in the proxy forms.

Identification

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

Address details of AGM Agents:

Computershare S.p.A.
Via Nizza 262/73, 10126 Torino (Italy)
e-mail: fca@computershare.it or fca@pecserviziotitoli.it

Computershare Trust Company NA
P.O. BOX 505000
Louisville, KY 40233-5000
Web.queries@computershare.com

By Overnight Delivery:
Computershare
462 South 4th Street
Suite 1600
Louisville, KY 40202

Fiat Chrysler Automobiles N.V., March 1, 2019⁵.

⁴ 7th day prior to the date of the meeting

⁵ 42nd day before the day of the meeting



ANNUAL GENERAL MEETING APRIL 12, 2019

AGENDA AND EXPLANATORY NOTES

AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FIAT CHRYSLER AUTOMOBILES N.V. (THE “COMPANY”) TO BE HELD ON FRIDAY, APRIL 12, 2019 AT 12:00 NOON CEST AT THE OFFICES OF FRESHFIELDS BRUCKHAUS DERINGER LLP, STRAWINSKYLAAN 10, 1077 XZ AMSTERDAM, THE NETHERLANDS.

1. OPENING
2. ANNUAL REPORT 2018
 - a. Report of the Board of Directors for the financial year 2018 (discussion)
 - b. Implementation of the remuneration policy in 2018 (discussion)
 - c. Policy on additions to reserves and on dividends (discussion)
 - d. Adoption of the 2018 Annual Accounts (voting)
 - e. Approval of the 2018 dividend (voting)
 - f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2018 (voting)
3. APPOINTMENT OF THE EXECUTIVE DIRECTORS
 - a. Re-appointment of John Elkann (voting)
 - b. Re-appointment of Michael Manley (voting)
 - c. Appointment of Richard Palmer (voting)
4. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS
 - a. Re-appointment of Ronald L. Thompson (voting)
 - b. Re-Appointment of John Abbott (voting)
 - c. Re-appointment of Andrea Agnelli (voting)
 - d. Re-appointment of Tiberto Brandolini d’Adda (voting)
 - e. Re-appointment of Glenn Earle (voting)
 - f. Re-appointment of Valerie A. Mars (voting)
 - g. Re-appointment of Michelangelo A. Volpi (voting)
 - h. Re-appointment of Patience Wheatcroft (voting)
 - i. Re-appointment of Ermenegildo Zegna (voting)
5. APPOINTMENT OF THE INDEPENDENT AUDITOR
Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the Company (voting)
6. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY AND TO LIMIT OR TO EXCLUDE PRE-EMPTIVE RIGHTS
 - 6.1 Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 6 of the Company’s articles of association (voting)
 - 6.2 Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 7 of the Company’s articles of association (voting)
 - 6.3 Proposal to designate the Board of Directors as the corporate body authorized to issue special voting shares

and to grant rights to subscribe for special voting shares up to the maximum aggregate amount of special voting shares as provided for in the Company's authorized share capital as set out in the Company's articles of association, as amended from time to time, as provided for in article 6 of the Company's articles of association (voting)

7. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY
Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital as specified in article 8 of the Company's articles of association (voting)
8. CANCELLATION OF SPECIAL VOTING SHARES IN THE CAPITAL OF THE COMPANY
Proposal to cancel all special voting shares held by the Company in its own share capital as specified in article 9 of the Company's articles of association (voting)
9. APPROVAL OF AWARDS TO EXECUTIVE DIRECTORS
 - a. Approval of awards to the CEO (voting)
 - b. Proposal to approve the plan to award (rights to subscribe for) common shares in the capital of the Company to executive directors in accordance with article 14.6 of the Company's articles of association (voting)
10. CLOSE OF MEETING

Item 1: Opening

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

Item 2: Annual Report 2018

2a. Report of the Board of Directors for the financial year 2018 (discussion)

The Report on Operations of the Company is contained in the Company's Annual Report 2018. For further details please refer to the "Report on Operations" section of the Annual Report.

2b. Implementation of the remuneration policy in 2018 (discussion)

The director's remuneration report for 2018 is contained in the Company's Annual Report 2018. For further details on the remuneration of the Company's directors please refer to the "Remuneration of Directors" section of the Annual Report 2018.

2c. Policy on additions to reserves and on dividends (discussion)

In furtherance of the end of the business plan for the period 2014-2018 adopted by the Company in 2014, the Company has adopted a new dividend policy. The new dividend policy of the Company contemplates the institution of an annual ordinary dividend to be distributed by the Company to the holders of common shares.

Dividend Policy

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

Common shares

The Company adopted a dividend policy contemplating the institution of an annual ordinary dividend to the holders of common shares based on 20% payout ratio of the Company's adjusted net profit of the relevant previous financial year. The actual level of dividend to be distributed by the Company will be subject to earnings, cash balances, commitments, strategic plans and other factors that the Board of Directors may deem relevant at the time of a dividend distribution, including adjustments for income or costs that are significant in nature but expected to occur infrequently.

In accordance with the abovementioned dividend policy, the Company intends to make a dividend distribution on the common shares, as further mentioned under item 2e.

Special voting shares

The holders of special voting shares are not entitled to any distributions, but pursuant to the Company's articles of association, from any amount of profits not reserved by the Board of Directors, first an amount shall be allocated and added to a separate special voting shares dividend reserve for the benefit of the holders of special voting shares, in accordance with article 23.4 of the articles of association of the Company (the "Special Voting Shares Dividend Reserve").

The Company has no intention to propose any distribution from the Special Voting Shares Dividend Reserve.

2d. Adoption of the 2018 Annual Accounts (voting)

The Company's 2018 Annual Accounts have been drawn up by the Board of Directors and audited by Ernst & Young Accountants LLP, the Netherlands, who have issued an unqualified opinion. It is proposed that the 2018 Annual Accounts be adopted by the General Meeting of Shareholders.

2e. Approval of the 2018 dividend (voting)

Subject to the adoption of the 2018 Annual Accounts (including the consolidated and statutory financial statements) by the General Meeting of Shareholders and in accordance with article 23 of the articles of association of the Company, the Board of Directors recommends a dividend payment from the profits shown in the 2018 Annual Accounts on the Company's common shares of EUR 0.65 per common share. This results in a total dividend for the financial year 2018 of approximately EUR1 billion (equivalent to approximately USD1.1 billion, translated at the exchange rate reported by the European Central Bank on February 27, 2019). The dividend will be paid fully in cash.

If the proposed dividend is approved by the shareholders, the expected calendar for both the Company's New York Stock Exchange-listed common shares and *Mercato Telematico Azionario*-listed common shares is as follows: (i) ex-date April 23, 2019, (ii) record date April 24, 2019, and (iii) payment date May 2, 2019.

The balance between the total amount of the dividend distribution for the financial year 2018 and the full amount of profits shown in the Company's 2018 Annual Accounts shall be reserved in order to further fund capital requirements of the Group.

2f. Granting of discharge to the directors in respect of the performance of their duties during the financial year 2018 (voting)

The General Meeting of Shareholders is requested to grant discharge to the executive directors in respect of the performance of their management duties as such management is apparent from the financial statements or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the 2018 Annual Accounts and to grant discharge to the non-executive directors in respect of the performance of their non-executive duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the 2018 Annual Accounts.

Item 3: Appointment of the executive directors

3a. Re-appointment of John Elkann (voting)

3b. Re-appointment of Michael Manley (voting)

3c. Appointment of Richard Palmer (voting)

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

The Board of Directors believes that each of the executive directors seeking re-appointment at the Annual General Meeting of Shareholders continues to contribute significantly to the Company and to perform its duties effectively, and that they each demonstrate commitment to their respective roles in the Company. Accordingly, the Board of Directors recommends the shareholders the re-election of John Elkann and Michael Manley for another annual term as executive directors. In addition, the Board of Directors, considering the valued contribution of Richard Palmer as Chief Financial Officer and

his extensive knowledge of the Company and its business and his managerial skills, recommends the shareholders the election of Richard Palmer for an annual term as an additional executive director. The relevant biographical details and curriculum vitae of each nominee is available for inspection at the offices of the Company as well as on the Company's website (www.fcagroup.com).

Item 4: Appointment of the non-executive directors

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

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

The Board of Directors believes that the contribution and performance of each of the non-executive directors continue to be effective, and that they each demonstrate commitment to their respective roles in the Company. Although all ten non-executive directors were eligible for re-appointment, Ruth J. Simmons decided not to stand for another election. The Board thanks her for many years of dedicated contribution. Upon the recommendation of the Governance and Sustainability Committee, the Board of Directors recommends to the shareholders the re-appointment of Ronald L. Thompson, John Abbott, Andrea Agnelli, Tiberto Brandolini d'Adda, Glenn Earle, Valerie A. Mars, Michelangelo A. Volpi, Patience Wheatcroft, and Ermenegildo Zegna, who have stated their willingness to accept a re-appointment as non-executive directors.

The Board of Directors assessed the following seven candidates as independent: Ronald L. Thompson, John Abbott, Glenn Earle, Valerie A. Mars, Michelangelo A. Volpi, Patience Wheatcroft and Ermenegildo Zegna. Independence was assessed pursuant to both the New York Stock Exchange Listing Standards and the Dutch Corporate Governance Code. The assessment of independence also covered relationships in any of the last three fiscal years between FCA Group and Zegna Group, where Ermenegildo Zegna serves as Chief Executive Officer. In this respect, the Board of Directors believes that Mr. Zegna does not have a personal business relationship with FCA Group and from a financial perspective the business relationships between FCA Group and Zegna Group were below the threshold under the specific rules governing independence pursuant to New York Stock Exchange Listing Standards. These criteria were also applied to assess relationships between FCA Group and Royal Dutch Shell Group, where John Abbott serves as a member of the Executive Committee.

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

Item 5: Appointment of the Independent Auditor

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

Pursuant to article 21 of the articles of association of the Company, the General Meeting of Shareholders has the authority to appoint the independent auditor that will conduct the audit of the financial statements. The Audit Committee has reviewed the performance of the independent auditors and the effectiveness of the audit. Based on such review the Audit Committee has recommended the re-appointment of Ernst & Young Accountants LLP as independent auditors of the Company until the 2020 Annual General Meeting of Shareholders. The Board of Directors concurs with the Audit Committee's recommendation and submits to the shareholders the proposal to reappoint Ernst & Young Accountants LLP as independent auditors of the Company until the 2020 Annual General Meeting of Shareholders.

Item 6: Delegation to the Board of Directors of the authority to issue shares in the capital of the Company and to limit or to exclude pre-emptive rights

Pursuant to articles 6 and 7 of the articles of association, the Board of Directors is irrevocably authorized to issue shares (common shares and special voting shares) and to grant rights to subscribe for shares in the capital of the Company, up to a maximum aggregate amount of shares as provided for in the Company's authorized share capital as set out in the articles of association, as amended from time to time, and to limit or exclude the right of pre-emption with respect to common shares, for a period of five years from October 12, 2014, which authorities will therefore expire on October 11, 2019.

In order to maintain the necessary flexibility and be able to quickly respond to circumstances that require the issuance of shares and the limitation or exclusion of pre-emptive rights, if any, over an adequate period of time and considering the fact that the current authorization of the Board of Directors expires on October 11, 2019, the Board of Directors presents the following proposals to the General Meeting of Shareholders.

6.1 Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 6 of the Company's articles of association (voting)

In accordance with article 6 of the Company's articles of association, it is proposed to authorize the Board of Directors to issue common shares in the capital of the Company and to grant rights to subscribe for common shares in the capital of the Company.

The authorization is limited to (i) 10% of the issued common shares for general corporate purposes as per date of the 2019 Annual General Meeting of Shareholders (April 12, 2019), which can be used for any and all purposes, plus (ii) an additional 10% of the issued common shares as per such date if the issuance occurs on the occasion of the acquisition of an enterprise or a corporation, or, if such issuance and/or the granting of rights to subscribe for common shares is otherwise necessary in the opinion of the Board of Directors.

The proposed authorization will allow the Board of Directors to be flexible and to respond quickly to circumstances that require the issuance of common shares. It will furthermore enable the Board of Directors to meet any obligations resulting from equity incentive plans of the Company.

The authorization is requested for the period starting from the date on which the current authorization expires and therefore from October 12, 2019 up to and including October 11, 2020. Consequently, the authorization shall end 18 months from the date of the 2019 Annual General Meeting of Shareholders.

6.2 Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 7 of the Company's articles of association (voting)

In accordance with article 7 of the Company's articles of association it is proposed to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights in connection with the issue of and/or the granting of rights to subscribe for common shares in the capital of the Company, for the period starting from the date on which current authorization expires and therefore from October 12, 2019 up to and including October 11, 2020. Consequently, the authorization shall end 18 months from the date of the 2019 Annual General Meeting of Shareholders.

The proposed authorization, in combination with the authorization under agenda item 6.1, will enable the Board of Directors to be flexible and to respond quickly to circumstances that require an issue of common shares with or without limited pre-emptive rights. The authorization is limited to the percentages of the capital as described under agenda item 6.1.

In accordance with article 7 of the Company's articles of association, this proposal must be adopted with a majority of at least two thirds of the votes cast if less than one half of the issued share capital is represented at the Annual General Meeting of Shareholders. If one half or more of the issued share capital is represented at the Annual General Meeting of Shareholders, the resolution can be adopted with a simple majority of the votes cast.

6.3 Proposal to designate the Board of Directors as the corporate body authorized to issue special voting shares and to grant rights to subscribe for special voting shares up to the maximum aggregate amount of special voting shares as provided for in the Company's authorized share capital as set out in the Company's articles of association, as amended from time to time, as provided for in article 6 of the Company's articles of association (voting)

Shareholders may hold special voting shares and common shares or may hold common shares electing to receive special voting shares upon completion of the required holding period registered in the loyalty register of the Company. In accordance with article 5 of the articles of association, subject to a prior resolution of the Board of Directors, which may set certain terms and conditions, the holder of one or more qualifying common shares will be eligible to hold one special voting share for each such qualifying common share.

To enable the Board of Directors to implement article 5 of the articles of association of the Company and to meet possible future requests of shareholders who comply with the terms and conditions qualifying for the issuance of such special voting shares, it is proposed to, in accordance with article 6 of the Company's articles of association, authorize the Board of Directors to issue special voting shares in the capital of the Company and to grant rights to subscribe for special voting shares up to a maximum aggregate amount of special voting shares as provided for in the Company's authorized share capital as set out in the Company's articles of association, as amended from time to time, starting from the date on which the current authorization expires and therefore from October 12, 2019 up to and including October 11, 2020. Consequently, the authorization shall end 18 months from the date of the 2019 Annual General Meeting of Shareholders.

Item 7: Delegation to the Board of Directors of the authority to acquire common shares in the capital of the Company

Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital as specified in article 8 of the Company's articles of association (voting)

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

Therefore, it is proposed that the General Meeting of Shareholders, in accordance with article 8 of the articles of the association of the Company and without prejudice to the provisions of section 2:98 of the Dutch Civil Code, delegates to the Board of Directors the authority to acquire common shares in the capital of the Company, either through purchase on a stock exchange, through a public tender offer, offer for exchange or otherwise, up to a maximum number of shares equal to 10% of the Company's issued common shares as per the date of the 2019 Annual General Meeting of Shareholders (April 12, 2019) at a purchase price per share between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of the shares on the New York Stock Exchange and/or the *Mercato Telematico Azionario* (as the case may be); the market price being the average of the highest price on each of the five days of trading prior to the date on which the acquisition is made, as shown in the Official Price List of the New York Stock Exchange and/or the *Mercato Telematico Azionario* (as the case may be), for a period of 18 months from the date of the 2019 Annual General Meeting of Shareholders (April 12, 2019) and therefore up to and including October 11, 2020.

This authorization will allow the Board of Directors to be flexible and to respond quickly to circumstances that require a repurchase of the Company's common shares, and can be used for any and all purposes.

Subject to this proposal being approved, the authorization for a period of 18 months from the date of the Annual General Meeting of Shareholders of April 13, 2018 granted at such meeting and therefore up to and including October 12, 2019, will be cancelled as regards the remaining period.

Item 8: Cancellation of special voting shares in the capital of the Company

Proposal to cancel all special voting shares held by the Company in its own share capital as specified in article 9 of the Company's articles of association (voting)

The Board of Directors proposes to the General Meeting of Shareholders to cancel all special voting shares in the share capital of the Company, currently held by the Company in treasury. The cancellation may be executed in one or more tranches, such to be determined by the Chief Executive Officer. Any cancellation of special voting shares shall be effected with due observance of the provisions of section 2:100 of the Dutch Civil Code and the Company's articles of association.

In accordance with article 9 of the Company's articles of association, this proposal must be adopted with a majority of at least two thirds of the votes cast if less than one half of the issued share capital is represented at the General Meeting of shareholders. If one half or more of the issued share capital is represented at the Annual General Meeting of Shareholders, the resolution can be adopted with a simple majority of the votes cast.

Item 9: Approval of awards to executive directors

9a. Approval of awards to the CEO (voting)

On October 29, 2014, in connection with the formation of FCA and the presentation of the first five year business plan, the Company approved an equity incentive plan ("EIP") and a new long term incentive program involving the issuance of up to a maximum of 90,000,000 common shares, covering a five year performance period from 2014-2018 ("2014-2018 LTIP"), and under which equity awards can be granted to eligible individuals. In connection with his appointment, the CEO is awarded a one-time grant of 135,273 performance share units and 45,091 restricted share units under the 2014-2018 LTIP, subject to the approval of the General Meeting of Shareholders for his service during the period July 21, 2018 – December 31, 2018.

The performance share units and the restricted share units can convert into common shares of the Company in 2019, subject to certain vesting conditions. The award vesting is conditional on meeting the metrics and targets of the 2014-2018 LTIP, as described in the remuneration report contained in the Company's 2018 Annual Accounts. The maximum opportunity for the final vesting of this new equity award linked to his CEO service is 214,182 common shares in the capital of the Company. Based on the Company's performance during the five year performance period of the 2014-2018 LTIP, upon shareholder approval, the award is expected to vest up to the maximum opportunity.

The Board of Directors submits to the General Meeting of Shareholders for its approval the proposed one-time grant to the CEO of 135,273 performance share units and 45,091 restricted share units under the 2014-2018 LTIP, with a maximum opportunity for the final vesting of this new equity award linked to his CEO service of 214,182 common shares in the capital of the Company, including the related metrics and targets as described in the remuneration report contained in the Company's 2018 Annual Accounts, in accordance with article 14.6 of the Articles of Association and Dutch law.

9b. Proposal to approve the plan to award (rights to subscribe for) common shares in the capital of the Company to executive directors in accordance with article 14.6 of the Company's articles of association (voting)

The Board of Directors, considering that the current long term incentive plan related to the Company's 2014-2018 business plan is going to expire, resolved to adopt a new long-term incentive plan under the EIP ("LTIP") to award up to fifty million (rights to subscribe for) common shares in the capital of the Company, of which up to 7.2 million reserved for executive directors of the Company.

The LTIP is based on an initial 2019 grant with three-year value and with three equal pay-out opportunities in the years from 2020 through 2022, followed by annual grants with one-year value and one vesting opportunity at three years from grant. The LTIP includes a performance related component consisting of performance share units ("PSU") each representing the right to receive one common share in the capital of the Company subject to the achievement of certain performance targets and of restricted share units ("RSU") each representing the right to receive one common share in the capital of the Company subject to the continuing employment of the participant with the Group, in both cases subject to acceptable individual performance. The performance related component is subject to two independent metrics, a profit metric based on Adjusted EBIT ("Profit Metric") and a relative total shareholder return metric ("TSR Metric" and jointly with the Profit Metric: "Metrics"). The Profit Metric payout begins at 80% of target achievement (with a 50% payout) and has a maximum payout at 100% of the target, same as under the 2014-2018 LTIP. Similar as under the 2014-2018 LTIP, the TSR Metric constitutes a market performance condition, but with the addition of (i) five new peers to the *total shareholder return peer group* ("TSR Peer Group") and (ii) a payout scale including certain thresholds depending on the stock price appreciation plus dividends over each cumulative performance period of the Company in comparison with the companies forming part of the TSR Peer Group. A 50% payout of the target amount shall take place if the Company ranks seventh amongst the TSR Peer Group, up to a maximum of 225% payout of the target amount if the Company ranks first amongst the TSR Peer Group. The TSR Peer Group consists of Volkswagen AG, Toyota Motor Corporation, Daimler AG, General Motors Company, Ford Motor Company, Honda Motor Co. Ltd., BMW Group, The Hyundai Motor Company, PSA Peugeot Citroen, Renault SA, Kia Motors Corporation, Suzuki Motor Corporation, Mazda Motor Corporation, and Tesla Inc.

In connection with the adoption of the LTIP, the Board of Directors also approved Stock Ownership and Retention Guidelines (“Guidelines”) which contain a requirement for the Chairman and the CEO to achieve beneficial ownership of common shares in the capital of the Company equal to six times their respective base salary within five years of the approval of the Guidelines. Members of the Group Executive Council are required to meet an ownership requirement equal to three times their base salary within the same timeframe. In addition the Chairman and the CEO will be required to retain until the fifth (5th) anniversary of the grant date 100% of net, after-tax common shares in the capital of the Company received upon settlement of equity awards granted starting from next year.

It is proposed that a maximum number of 7.2 million common shares in the capital of the Company will be available for executive directors under the LTIP, which in accordance with the conditions under the Metrics and the Guidelines as described above shall be available for award to executive directors.

The LTIP, including the Metrics and targets, has been reviewed and approved by the Compensation Committee.

The LTIP is consistent with (i) the 2018-2022 Business Plan presented on the Capital Markets Day in June 2018, (ii) the remuneration policy for executive directors as approved by the General Meeting of Shareholders at the 2017 Annual General Meeting of Shareholders and (iii) any other applicable rules and relevant provisions of law.

The Board of Directors submits to the General Meeting of Shareholders for its approval the proposed award up to 7.2 million common shares in the capital of the Company to executive directors and the related Metrics and targets, as part of the LTIP, in accordance with article 14.6 of the Articles of Association and Dutch law.

The Board of Directors believes that the new LTIP, including its Metrics and targets, is in line with market trends for long term incentive plans and is performed in a manner comparable to the execution of long term incentive plans by the companies forming part of the TSR Peer Group. The Board of Directors furthermore believes that the LTIP along with the Stock Ownership and Retention Guidelines increases the alignment between the Company’s performance and shareholder interests, by linking the executive director’s compensation opportunity to increasing shareholder value.

Item 10: Close of meeting

The chairperson of the meeting will close the 2019 Annual General Meeting of Shareholders. Final greetings.

Fiat Chrysler Automobiles N.V., March 1, 2019.

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

Richard Palmer
Chief Financial Officer
Head of Business Development

Richard Palmer was appointed Chief Financial Officer (CFO) and a member of the Group Executive Council (GEC) in September 2011. He was also named Head of Business Development in July 2018.

Previously, he also served as Chief Operating Officer of Systems and Castings.

In his current role, Mr. Palmer is responsible for all financial activities of the Group including control, treasury and tax. He has held a variety of financial leadership positions since joining the Group in 2003 as CFO of Comau. He was CFO of FCA US LLC (formerly Chrysler Group LLC) from 2009 to 2017. He was also CFO of Fiat Group Automobiles S.p.A. from December 2006 and Iveco from June 2005.

Before joining the Group, Mr. Palmer was Finance Manager for several business units at General Electric Oil & Gas. He also spent the first years of his career in Audit with Price Waterhouse and later with United Technologies Corporation.

He is a Chartered Accountant and member of ICAEW (UK) and holds a Bachelor of Science in Microbiology from the University of Warwick (UK). Mr. Palmer is currently a member of the board of LSC Communications Inc.

He was born in Bath, England.



CORPORATE GOVERNANCE STATEMENT

In accordance with the *Dutch Vaststellingsbesluit nadere voorschriften inhoud bestuursverslag* (the **Decree**), Fiat Chrysler Automobiles N.V. (the **Company**) publishes this statement relating to corporate governance as part of the annual report of the board of directors of the Company for 2018 (the **Annual Report**). As permitted by Article 2a of the Decree, the Company has opted to publish its corporate governance statement by posting it on the website (www.fcagroup.com). For the statement in this declaration as stipulated in Articles 3, 3a and 3b of the Decree reference is made to the relevant pages in the Annual Report. The following statements are deemed to be included and repeated herein:

- the statement relating to the compliance with the principles and best practices of the Dutch Corporate Governance Code (the **Code**), including the motivated deviation of the compliance of the Code, can be found on page 130 of the Annual Report in the chapter “Corporate Governance”;
- the statement concerning the most important characteristics of the control and risk management systems in relation to the process of the financial accounting of the Company and the group, can be found on page 81 of the Annual Report;
- the statement about the functioning of the general meeting of shareholders and the most important powers thereof as well as the rights of shareholders and how these may be executed, can be found on page 120 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the composition and functioning of the board of directors can be found on page 101 of the Annual Report in the chapter “Corporate Governance”;
- the statement regarding the diversity policy applied in respect of the composition of the board of directors can be found on page 130 of the Annual Report in the chapter “Corporate Governance”;
- the statement in accordance with Decree Article 10 EU-Directive on Take-overs (*Besluit artikel 10 overnamerichtlijn*) can be found on page 293 of the Annual Report.

Fiat Chrysler Automobiles N.V., March 1, 2019



OUTSTANDING SHARE CAPITAL AND TOTAL NUMBER OF VOTING RIGHTS AT THE DATE OF THE NOTICE FOR THE 2019 ANNUAL GENERAL MEETING

As of March 1, 2019 – the date of the notice for the Annual General Meeting of Shareholders (the ‘AGM’) of Fiat Chrysler Automobiles N.V. (the ‘Company’) to be held on April 12, 2019 in Amsterdam, the Netherlands – the share capital of the Company consists of the following.

1,550,617,563 common shares are issued and outstanding. Common shares are listed, freely transferable and each of them confers the right to cast one vote.

408,941,767 special voting shares are issued and 376,032,766 special voting shares are outstanding. Special voting shares are not listed, are not transferable (with the limited exceptions set forth in the Special Voting Shares Terms and Conditions) and each of them confers the right to cast one vote.

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

The total number of voting rights which can be cast at the AGM equals to 1,926,650,329.

Fiat Chrysler Automobiles N.V., March 1, 2019



(BAR CODE)



**ANNUAL GENERAL MEETING OF SHAREHOLDERS – APRIL 12, 2019
ASSEMBLEA DEGLI AZIONISTI – 12 APRILE 2019**

ATTENDANCE AND PROXY CARD

| | | |
|----------------------------|--------------------|----------------------------|
| REGISTRATION NUMBER | X.XXX.XXXXX | N. DI REGISTRAZIONE |
|----------------------------|--------------------|----------------------------|

| | |
|---|--|
| <i>The Annual General Meeting of Shareholders of FCA N.V. will be held on April 12, 2019 at 12:00 NOON CEST at:</i> | L'Assemblea degli Azionisti di FCA N.V. si terrà il 12 Aprile 2019 alle ore 12:00 CEST presso: |
| the offices of Freshfields Bruckhaus Deringer LLP in Strawinskyiaan 10, 1077 XZ Amsterdam (the Netherlands) | |

| | |
|---|--|
| <i>We hereby confirm the registration to attend the above meeting of:</i> | Confermiamo la registrazione per partecipare alla suddetta assemblea di: |
| Shareholder/Azionista: XX | |
| Date of birth/Data di nascita: XX.XX.XXXX - Place of birth/Luogo di nascita: XXXXXXXXXXXXXXXXXXXX | |
| Resident in/Residente in: XX | |

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

Fiat Chrysler Automobiles N.V.

Computershare S.p.A.

PROXY CARD

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

The Undersigned/Il sottoscritto XX,

appoints/delega:

Mr./Mrs./ il Sig./la Sig.ra

| | |
|---|---|
| <i>to represent him/her and vote on his/her behalf at the above mentioned AGM of Shareholders of FCA N.V.</i> | a rappresentarlo/la e a votare per suo conto alla sopramenzionata assemblea degli Azionisti di FCA N.V. |
|---|---|

| | |
|------------------|------------------------|
| <i>Date/Data</i> | <i>Signature/Firma</i> |
|------------------|------------------------|



SHAREHOLDERS' AGM CONVENED ON APRIL 12, 2019 AT 12:00 NOON CEST
at the offices of Freshfields Bruckhaus Deringer LLP in Strawinskylaan 10, 1077 XZ Amsterdam (NL)



PROXY FORM

To be sent to and to be received by: **Computershare S.p.A.**, Via Nizza 262/73, 10126 Turin (Italy), as Agent for **FCA N.V.**, by **11:00 p.m. CEST on April 5, 2019** by mail or by Fax (+39 011 0923202) or by e-mail (fca@computershare.it), as an attachment in PDF format.

Disclaimer

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

Mandatory information *

| | |
|--|--|
| THE UNDERSIGNED* | |
| Date of birth * | Place of birth * |
| At (street address) * | Resident in (town/city) * |
| Telephone no. * | Italian Tax Code* |
| entitled to vote at the close of business of March 15, 2019 (record date) as (1): | |
| <input type="checkbox"/> registered shareholder | <input type="checkbox"/> legal representative or agent with authority to sub-delegate <input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in |
| <input type="checkbox"/> Beneficial interest holder <input type="checkbox"/> official receiver <input type="checkbox"/> manager <input type="checkbox"/> other (specify) | |
| for no. * FCA common shares | |
| (2) registered in the name of | |
| Date of birth * | Place of birth * |
| At (street address) * | Resident in (town/city) * |
| Registered in the securities account (3) no. | Italian tax Code |
| as resulting from communication no. (4) | Bank code (ABI) |
| | Bank code (CAB) |
| | Made by (Bank) |

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

DATE Form of identification (5) (type)* Issued by * no. * **SIGNATURE**

1. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
2. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
3. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
4. Reference to the communication made by the intermediary and its name.
5. Provide details of a valid form of identification of the proxy signatory.

VOTING INSTRUCTIONS FORM

The Undersigned

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

| | RESOLUTIONS OF THE AGENDA TO BE VOTED | VOTE | | |
|-------------|---|-------------------------------------|---------|---------|
| | | <i>(Please tick as appropriate)</i> | | |
| | | For | Against | Abstain |
| 2.d. | Adoption of the 2018 Annual Accounts | For | Against | Abstain |
| 2.e. | Approval of the 2018 dividend | For | Against | Abstain |
| 2.f. | Granting of discharge to the directors in respect of the performance of their duties during the financial year 2018 | For | Against | Abstain |
| 3.a. | Re-appointment of John Elkann (executive director) | For | Against | Abstain |
| 3.b. | Re-appointment of Michael Manley (executive director) | For | Against | Abstain |
| 3.c. | Appointment of Richard Palmer (executive director) | For | Against | Abstain |
| 4.a. | Re-appointment of Ronald L. Thompson (non-executive director) | For | Against | Abstain |
| 4.b. | Re-appointment of John Abbott (non-executive director) | For | Against | Abstain |
| 4.c. | Re-appointment of Andrea Agnelli (non-executive director) | For | Against | Abstain |
| 4.d. | Re-appointment of Tiberio Brandolini d'Adda (non-executive director) | For | Against | Abstain |
| 4.e. | Re-appointment of Glenn Earle (non-executive director) | For | Against | Abstain |
| 4.f. | Re-appointment of Valente A. Mars (non-executive director) | For | Against | Abstain |
| 4.g. | Re-appointment of Michelangelo A. Volpi (non-executive director) | For | Against | Abstain |
| 4.h. | Re-appointment of Patience Wheatcroft (non-executive director) | For | Against | Abstain |
| 4.i. | Re-appointment of Emenegildo Zegna (non-executive director) | For | Against | Abstain |
| 5. | Proposal to appoint Ernst & Young Accountants LLP as the independent auditor of the Company | For | Against | Abstain |
| 6.1. | Proposal to designate the Board of Directors as the corporate body authorized to issue common shares and to grant rights to subscribe for common shares as provided for in article 6 of the Company's articles of association | For | Against | Abstain |
| 6.2. | Proposal to designate the Board of Directors as the corporate body authorized to limit or to exclude pre-emption rights for common shares as provided for in article 7 of the Company's articles of association | For | Against | Abstain |



FRACTIONNEMENT PER AUTOMATISME P.V.

SHAREHOLDERS' AGM CONVENED ON APRIL 12, 2019 AT 12:00 NOON CEST
at the offices of Freshfields Bruckhaus Deringer LLP in Strawinskylaan 10, 1077 XZ Amsterdam (NL)



| | | | |
|---|-----|---------|---------|
| <p>6.3. Proposal to designate the Board of Directors as the corporate body authorized to issue special voting shares and to grant rights to subscribe for special voting shares up to the maximum aggregate amount of special voting shares as provided for in the Company's authorized share capital as set out in the Company's articles of association, as amended from time to time, as provided for in article 6 of the Company's articles of association</p> | For | Against | Abstain |
| <p>7. Proposal to authorize the Board of Directors to acquire fully paid-up common shares in the Company's own share capital as specified in article 8 of the Company's articles of association</p> | For | Against | Abstain |
| <p>8. Proposal to cancel all special voting shares held by the Company in its own share capital as specified in article 9 of the Company's articles of association</p> | For | Against | Abstain |
| <p>9.a. Approval of awards to the CEO</p> | For | Against | Abstain |
| <p>9.b. Proposal to approve the plan to award (rights to subscribe for) common shares in the capital of the Company to executive directors in accordance with article 14.6 of the Company's articles of association</p> | For | Against | Abstain |

SIGNATURE

ANNUAL GENERAL MEETING OF SHAREHOLDERS – APRIL 12, 2019

The undersigned, revoking all prior proxies, hereby appoints Giorgio Fossati with full power of substitution, as proxies to represent and vote as designated hereon, all common shares of Fiat Chrysler Automobiles N.V. (the "Company") that the undersigned would be entitled to vote if personally present at the Annual General Meeting of Shareholders of the Company on Friday, April 12, 2019, at the offices of Freshfields Bruckhaus Deringer LLP, Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands commencing at 12:00 NOON Central European Summer Time and any adjournments thereof.

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

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

 **Small steps make an impact.** 
Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/FCAU

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

9. APPROVAL OF AWARDS TO EXECUTIVE DIRECTORS

9.a. Approval of awards to the CEO

For Against Abstain



9.b. Proposal to approve the plan to award (rights to subscribe for) common shares in the capital of the Company to executive directors in accordance with article 14.6 of the Company's articles of association

B Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

Meeting Attendance

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

C Authorized Signatures – This section must be completed for your vote to be counted. Please date and sign below.

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

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

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

_____/_____/_____/_____/_____/_____/

