

## NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

The Company wishes to notify holders of **ordinary** and **preference shares** that an Ordinary and Extraordinary General Meeting will be held at Centro Congressi Lingotto, 280 Via Nizza, Turin at 11 a.m. on 4 April 2012 (single call) to vote on the following

### Agenda

- 1) Motion for approval of the Statutory Financial Statements for the year ended 31 December 2011 and allocation of profit for the year
- 2) Election of the Boards of Directors and Statutory Auditors:
  - a) Determination of the number of members of the Board of Directors and compensation
  - b) Election of the Board of Directors
  - c) Election of the Statutory Auditors
  - d) Determination of compensation for the Statutory Auditors
- 3) Audit Engagement: revision of fees
- 4) Compensation and own shares:
  - a) Compensation policy pursuant to Article 123-ter of Legislative Decree 58/98
  - b) Incentive Plan, resolutions pursuant to Article 114-bis of Legislative Decree 58/98
  - c) Authorization for the purchase and disposal of own shares
- 5) Mandatory conversion of preference and savings shares and consequent changes to the By-laws; related resolutions

## NOTICE OF SPECIAL MEETINGS

The Company wishes to notify holders of **preference shares** and **savings shares** that Special Meetings will be held at Centro Congressi Lingotto, 280 via Nizza, Turin:

- For holders of **preference shares** at 10:30 a.m. on 2 April 2012 at first call or 6 April 2012 at second call
- For holders of **savings shares** at 3 p.m. on 2 April 2012 at first call or 6 April 2012 at second call

### Agenda for Special Meeting of Holders of Preference Shares

Approval of the motion put to Shareholders of Fiat S.p.A. at the extraordinary session of the Annual General Meeting concerning the "Mandatory conversion of preference and savings shares and consequent changes to the By-laws; related resolutions"

### Agenda for Special Meeting of Holders of Savings Shares

1. Approval of the motion put to Shareholders of Fiat S.p.A. at the extraordinary session of the Annual General Meeting concerning the "Mandatory conversion of preference and savings shares and consequent changes to the By-laws; related resolutions"
2. Election of the Common Representative for holders of savings shares and determination of his/her compensation

Given the Company's shareholder composition, it is expected that both Special Meetings will be duly convened and may validly vote at first call on **2 April 2012**.

## INSTRUCTIONS FOR ORDINARY AND EXTRAORDINARY GENERAL MEETING

### Attendance and Representation

Those holding the right to vote at the close of business on the record date of 26 March 2012 and for whom the Company has received the necessary communication from an authorized intermediary are entitled to attend the general meeting. Anyone becoming a shareholder subsequent to 26 March 2012 will not be entitled to attend or vote at the meeting. Holders of ordinary shares will have the right to vote on all items on the Agenda. Holders of preference shares will have the right to vote on item 5 on the Agenda only.

As provided by law, those entitled to attend the meetings may appoint a proxy in writing, using the proxy form provided on the Company's website ([www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings](http://www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings)).

The Company has designated Servizio Titoli S.p.A. as the representative, pursuant to Article 135-undecies of Legislative Decree 58/98, upon whom holders of voting rights may, by 2 April 2012, confer proxy and instruct to vote on all or some of the motions on the agenda. The above representative must be appointed proxy in accordance with the instructions and using the proxy form provided on the Company's website (as indicated above). Details on how to communicate appointment of a proxy to the Company electronically are also provided. Proxies are only valid for motions where instructions have been given.

### Election of the Boards of Directors and Statutory Auditors

Pursuant to Articles 11 and 17 of the By-laws, the Boards of Directors and Statutory Auditors are elected using lists of candidates submitted to the Company's registered office by 10 March 2012.

Lists may be submitted by those shareholders who, individually or together with others, own ordinary shares representing a percentage of at least 1% of shares carrying the right to vote at ordinary general meetings. Certification of that percentage, if not presented at the time the lists are filed, must be received by the Company by 14 March 2012.

In relation to lists of candidates for the election of the Board of Statutory Auditors, in the event that on March 10th only one list has been submitted, or if the lists presented have been presented by shareholders who are related, as defined by law, additional lists may then be presented up to 13 March 2012 and the percentage ownership required reduced to 0.5% of ordinary shares.

To ensure presentation of a list and related documentation is valid, shareholders should follow the provisions of Article 11 of the By-laws for the election of the Board of Directors and Article 17 of the By-laws for the election of the Board of Statutory Auditors as well as the instructions provided on the Company's website ([www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings](http://www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings)).

Lists or candidates presented that do not fully comply with the requirements of the By-laws will not be considered.

## INSTRUCTIONS FOR SPECIAL MEETINGS

### Attendance and Representation

Those holding the right to vote at the close of business on the record date of 22 March 2012 and for whom the Company has received the necessary communication from an authorized intermediary are entitled to attend the special meetings called by this notice. Anyone becoming a holder of the Company's preference or savings shares subsequent to 22 March 2012 will not be entitled to attend or vote at the meeting.

As provided by law, those entitled to attend the meetings may appoint a proxy in writing, using the proxy form provided on the Company's website ([www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings](http://www.fiatspa.com/Investor Relations/Shareholder Info/Shareholder Meetings)).

The Company has designated Servizio Titoli S.p.A. as the representative, pursuant to Article 135-undecies of Legislative Decree 58/98, upon whom holders of voting rights may, by 29 March 2012, confer proxy and instruct to vote on all or some of the motions on the agenda. The above representative must be appointed proxy in accordance with the instructions and using the proxy form provided on the Company's website (as indicated above). Details on how to communicate appointment of a proxy to the Company electronically are also provided. Proxies are only valid for motions where instructions have been given.

## GENERAL INFORMATION

### Other rights of Shareholders

Shareholders entitled to attend the respective meetings may submit questions on agenda items, including prior to the meeting, in accordance with the instructions and deadline provided on the Company's website.

Shareholders that, jointly or individually, represent at least one-fortieth of share capital may request additions to the agenda within 10 days of the publication of this notice, indicating the additional items proposed. Conditions, procedures and deadlines for exercise of those rights are provided on the Company's website.

### Documentation

Documentation relating to items on the agenda for each meeting and the Annual Report on Corporate Governance will be made available at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website ([www.fiatspa.com](http://www.fiatspa.com)).

### Right of withdrawal

If the proposed mandatory conversion is approved by shareholders in the extraordinary session of the Annual General Meeting and in the respective Special Meetings, any holders of preference and savings shares who are absent or do not vote in favor of the conversion will have the right to redeem their shares for a period of 15 days from the date the resolutions are filed with the Companies Register. Notice of that filing will be published in the same manner as the present notice.

For shareholders electing to exercise the right of withdrawal, the redemption value for the preference and savings shares of Fiat S.p.A. has been set as follows:

- € 3.317 per preference share
- € 3.458 per savings share

In accordance with the provisions of Article 2437-ter of the Civil Code, calculation of the redemption price for each share class was based strictly on the arithmetic average of the respective closing prices for the six months prior to the date of publication of this notice.

Conversion of each class of shares, or even of one share class independently from the other, will take place if the conversion is approved by shareholders of that class – in addition to holders of ordinary shares – and if the aggregate cash amount to be paid to withdrawing shareholders pursuant to article 2437-*quater* of the Italian Civil Code not to exceed: (i) as far as the Conversion of preference shares is concerned, €56 million and (ii) as far as the Conversion of savings shares is concerned, €44 million. In any event, the consideration connected with the exercise of the withdrawal rights will not exceed €100 million.