

**Fiat S.p.A.**

Registered Office: 250 Via Nizza, Turin (Italy)

Share Capital: €4,464,084,082.50

Turin Companies Register/

Tax Code: 00469580013

## **NOTICE OF GENERAL MEETING**

Holders of ordinary shares are hereby given notice of the Ordinary General Meeting to be held at Centro Congressi Lingotto, 280 Via Nizza, Turin at 11 a.m. on 30 March 2011 (single call) to vote on the following

### **Agenda**

1. Motion for approval of the Statutory Financial Statements at 31 December 2010 and allocation of profit for the year
2. Authorization for the purchase and disposal of own shares
3. Appointment of Independent Auditors

### **Participation and Representation at the General Meeting**

Holders of voting rights at close of business on the record date of 21 March 2011 for whom the Company has received the relevant communication from the authorized intermediary shall be entitled to participate in the general meeting. Anyone becoming a shareholder after 21 March 2011 will not be entitled to participate or vote at the meeting.

Pursuant to law, those entitled to participate may be represented at the Meeting by written proxy. The proxy form provided on the Company's website ([www.fiatspa.com](http://www.fiatspa.com)): Investor Relations/Shareholder Info/Shareholder Meetings) may be used for that purpose.

Pursuant to Article 135-*undecies* of Legislative Decree 58/98, the Company has designated Aldo Milanese (common representative for holders of savings shares) as the representative upon whom holders of voting rights may, by 28 March 2011, confer proxy and instruct to vote on all or some of the motions on the agenda. The above representative must be delegated proxy in accordance with procedures and using the proxy form provided on the Company website indicated above. Details on how to communicate proxy delegations to the Company electronically (by email at [deleghefiat@pecserviziotitoli.it](mailto:deleghefiat@pecserviziotitoli.it)) are also provided. The delegation is not valid for motions for which no voting instructions have been given.

### **Other rights of Shareholders**

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

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

### **Documentation**

Documentation relating to items on the agenda and the annual report on corporate governance is 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))

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