



MODIFICATIONS TO THE 2009-2010 INCENTIVE PLAN

The Board of Directors of Fiat S.p.A. today voted, on the basis of a proposal from the Compensation Committee, to adopt modifications to the 2009-2010 Incentive Plan approved by Shareholders on 27 March 2009. Those modifications - which, pursuant to Article 114-bis of Legislative Decree 58/98, will be submitted for Shareholder approval at the General Meeting scheduled for 26 March 2010 - are aimed at maximizing the incentivisation and retention value of the Plan. This will provide the Group with an instrument that is more closely aligned to current conditions in the global automotive market.

The Plan, which takes the form of stock grants, is intended to ensure the involvement and retention of individuals who are key to the Group's continued development by aligning their interests with those of shareholders through the allocation of rights which, subject to the achievement of pre-established performance objectives and continuation of a professional relationship with the Group, entitle beneficiaries to receive an equivalent number of Fiat ordinary shares.

At inception, the Plan provided for the allocation of 2 million rights to the CEO of Fiat S.p.A., Sergio Marchionne, and also gave the CEO the authority to allocate, at his discretion, up to a maximum of 6 million rights (corresponding to an equivalent number of Fiat ordinary shares) to executives holding key positions having a significant impact on business results. The rights were to be vested in a single tranche upon approval of the 2010 consolidated financial statements, subject to the beneficiary having a professional relationship with the Group at that date and performance objectives for 2009 and 2010 being met.

Proposed modifications to the Plan consist of an increase in the number of rights available for allocation, the introduction of a retention-only component and extension of the incentivisation and retention effects of the Plan until approval of the 2011 consolidated financial statements, thereby also linking it to achievement of the 2010 and 2011 objectives.

More specifically, the proposal is for an increase in the total number of rights available for allocation under the Plan to 12 million.

Of that 12 million, it is proposed that 4 million be retention-only, with vesting subject solely to continuation of the professional relationship with the Group at the date of approval of the 2011 consolidated financial statements.

This retention-only component consists of 2 million rights to be allocated to the CEO of Fiat S.p.A. and 2 million for allocation to other Group executives.



Finally, the remaining 8 million rights consist of: 500,000 already allocated to the CEO (in relation to which the 2009 performance objectives have been met) and a further 1.5 million to the CEO and 6 million to other Group executives. Vesting of these rights is subject to both continuation of a professional relationship with the Group until the date of approval of the 2011 consolidated financial statements and achievement of 2010 and 2011 performance objectives.

The other conditions of the Plan remain unchanged and it will be serviced with shares already repurchased on the market. Therefore, as no new shares are to be issued, there will be no dilutive effects.

A disclosure document relating to the plan will be published within the legally required time period.

Turin, 16 February 2010