



Fiat S.p.A.
Registered Office: 250 Via Nizza, Turin (Italy)
Share Capital: € 6,377,262,975
Turin Companies Register/Tax Code: 00469580013

NOTICE OF GENERAL MEETING

Shareholders 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 25 March 2010, at first call, or on 26 March, at second call, to vote on the following

Agenda

1. Motion for approval of the Statutory Financial Statements at 31 December 2009 and allocation of net profit for the year.
2. Authorisation for the purchase and disposal of own shares.
3. Resolutions pursuant to Article 114-bis of Legislative Decree 58/98.

Given the Company's shareholder composition and past precedent, it is expected that the General Meeting will be duly convened and may validly vote on 26 March 2010.

Documentation

Motions of the Board of Directors relating to the items on the agenda, including the Statutory and Consolidated Financial Statements at 31 December 2009 and related reports 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.fiatgroup.com) on or before the legal deadline. Entitled parties may request a copy.

Notice

Company share capital is composed of 1,092,247,485 ordinary shares, 103,292,310 preference shares and 79,912,800 savings shares. Only holders of ordinary shares shall have the right to vote (currently 1,053,679,027 shares, excluding treasury shares).

In accordance with Article 8 of the By-laws, holders of voting rights who have obtained documentary evidence from an authorised intermediary certifying that their shares were deposited at least two business days prior to the date of the meeting, with the Company being notified in the manner required by law, are entitled to attend the Meeting or be represented by proxy.

To facilitate verification of their entitlement to vote, shareholders are requested to show a copy of that notification to the Company which, pursuant to law, the intermediary is obliged to make available to them. The same notification, duly signed, may also be used to elect representation by proxy.

Shareholders representing, jointly or individually, at least one-fortieth of share capital may, within 5 days of the publication of this notice, request additions to the agenda, submitting the proposed items in writing. Additions relating to matters that by law are subject to motions put forward by the Board of Directors, or are based on plans or reports prepared by the Board are not admissible. In the event of additions to the meeting agenda, an amended list of agenda items will be published in accordance with the procedure applicable for publication of this notice.

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