



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 and Extraordinary General Meeting to be held at Centro Congressi Lingotto, 280 Via Nizza, Turin at 11 a.m on 14 September 2010, at first call, 15 September at second call for the extraordinary session only and 16 September at second call for the ordinary session and third call for the extraordinary session, to vote on the following:

Agenda

Motion for approval of the partial and proportional demerger plan of Fiat S.p.A. to Fiat Industrial S.p.A. and amendments to Articles 5, 6, 7, 8, 9, 11, 13, 15, 17, 18, 20 and 22 of the By-laws, after approving a reduction in the limit of the authorization for the purchase of own shares; related resolutions.

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 September 16th.

Documentation

The partial and proportional demerger plan of Fiat S.p.A. to Fiat Industrial S.p.A. and related Reports, as well as the Financial Statements of Fiat S.p.A. at 30 June 2010 and of Fiat Industrial S.p.A. at 20 July 2010 have been made available at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website (www.fiatgroup.com). The past three years' financial statements for Fiat S.p.A. have also been made available at the Company's registered office. The Information Document will be made available in the manner established by law on or before the legal deadline. Entitled parties may request a copy of the above documents.

Notice

Company share capital is composed of 1,092,247,485 ordinary shares, 103,292,310 preference shares and 79,912,800 savings shares.

Note that: (i) holders of ordinary shares (currently 1,053,679,027 shares, excluding treasury shares) shall have the right to vote on the motion to limit the purchase of own shares and the motion for approval of the Demerger Plan and amendments to By-laws and (ii) holders of preference shares shall have the right to vote on the motion for approval of the Demerger Plan and amendments to the By-laws.

In accordance with Article 8 of the By-laws, holders of voting rights who have obtained documentary evidence from an authorized 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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