



B #:	6273-17
Date:	07/06/2017
To:	All Participants
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	DTC Processing Event - Optional Dividend: Fiat Chrysler Automobiles CUSIP: N31738102 Rate: Ordinary Share of GEDI Gruppo Editoriale S.p.A. for each ADS Record Date: 07/06/2017 Payable Date: TBD EX DATE: Will not be quoted Ex-dividend DTC Election Submission Cut-Off: July 13, 2017 no later than 8:00 P.M. EDT Revised to reflect record date as 2017

*****WARNING TIME CRITICAL*****

PLEASE NOTE THIS EVENT IS NOT AN OPTIONAL DIVIDEND, IT IS A SPIN-OFF.

This event has special requirements which cannot be accommodated through a standard spin-off. Listed below are the details of the event and the special processing that DTC will be applying to facilitate the requirements of the distribution.

Event Details:

Fiat Chrysler Automobiles N.V. will be distributing Ordinary Shares of GEDI Gruppo Editoriale S.p.A. (GEDI Shares) to its shareholders by way of a spin-off.

GEDI Shares will not be delivered in the United States or to U.S. persons as part of the distribution. All GEDI Shares that would otherwise be delivered into the United States or to a U.S. person will be sold along with any GEDI shares that would otherwise be delivered to any holder that does not have an account with Monte Titoli.

Holders who fail to complete the share Delivery Instruction Form, or who do so but it is deemed to be invalid by Computershare, will not receive the Ordinary Shares in Italy, but instead will receive cash proceeds, if any, from the sale of the Ordinary Shares at a date(s) to be determined.

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php

DTC's Special Processing:

Due to the structure of this event, DTC will deploy special processing using the Optional Dividend event type to facilitate the option for participants to elect to receive the Ordinary Shares or cash proceeds from the sale of the Ordinary Shares.

Option # 1 Cash: Holders who do not take any action will receive cash less 41% withholding tax. DTC will not be processing any tax reclaim. Participants who wishes to seek tax refund, will need to work directly with GlobeTax or the Italian/Dutch tax authorities.
This is the default option.

Option #2 Stock: Holders who wish to receive Ordinary GEDI Shares in Italy.
NOTE: Participants who are making this election must deliver valid delivery instruction(s) directly to Computershare. Attached to this notice is Computershare's Delivery Instruction Form containing additional details on the delivery of shares. Holders who supply invalid elections or supply incorrect delivery instructions will have their Share Delivery Election rejected and will receive a cash payment from the proceeds of the sale of the Ordinary shares.

RECORD DATE POSITION INFORMATION SHOULD BE CONFIRMED THROUGH THE CA WEB.

CLIENTS SHOULD SUBMIT ELECTION INSTRUCTIONS THROUGH THE CORPORATE ACTION WEB INSTRUCTION TAB.

Participants not responding to the above options by July 13, 2017 no later than 8:00 P.M. EDT will receive the cash proceeds from the sale of ordinary GEDI Shares (default).

If there are any questions regarding this Important Notice, or the processing of related instructions via CA Web, clients should contact DTC's Customer Help Line at (888) 382-2721.

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FOR FIAT CHRYSLER AUTOMOBILES N.V. (FCA) SHAREHOLDERS

BROKER DELIVERY INSTRUCTION FORM IN ORDER TO RECEIVE SHARES OF GEDI GRUPPO EDITORIALE S.P.A. (GEDI Shares) IN AN ACCOUNT WITH A CUSTODIAN PARTICIPANT IN THE ITALIAN SECURITIES CENTRALIZED SYSTEM MANAGED BY MONTE TITOLI

WARNING:

NO GEDI SHARES WILL BE ISSUED OR DELIVERED IN THE UNITED STATES OR TO U.S. PERSONS AS PART OF THE DISTRIBUTION. ALL GEDI SHARES THAT WOULD OTHERWISE BE DELIVERED INTO THE UNITED STATES OR TO A U.S. PERSON WILL BE SOLD AND THE PROCEEDS OF SUCH SALE, AFTER ANY EXPENSES WILL BE DELIVERED TO HOLDERS PRO RATA ACCORDING TO THEIR RESPECTIVE ENTITLEMENTS.

THIS FORM SHOULD ONLY BE COMPLETED BY THE PARTICIPANTS. ANY FORMS COMPLETED BY THE BENEFICIAL HOLDER WILL BE REJECTED

YOUR INSTRUCTIONS MUST BE INPUT TO DTC'S CA WEB BROWSER NO LATER THAN ON THURSDAY, JULY 13TH.

THIS FORM MUST BE RECEIVED BY THE AGENT NO LATER THAN THURSDAY, JULY 13TH. THIS FORM CAN ONLY BE SENT VIA FACSIMILE TRANSMISSION, EMAIL TO THE ADDRESS SHOWN BELOW OR BY MAIL.

BY FACSIMILE TRANSMISSION: 617-360-6810; CONFIRMATION OF FACSIMILE TRANSMISSION: 781-575-2332.

BY MAIL:

**COMPUTERSHARE
ATTN: CORPORATE ACTIONS
250 ROYALL STREET, SUITE V
CANTON, MA 02021**

BY EMAIL:

CorporateActionsUS@computershare.com

INFORMATION AGENT FOR THE OFFER – GEORGESON:

FOR QUESTIONS ON THIS OFFER OR HOW TO COMPLETE THIS FORM, PLEASE CONTACT GEORGESON AT 800-868-1391. DO NOT SEND ANY INQUIRIES TO THE EMAIL ADDRESS ABOVE OR LEAVE AN INQUIRY ON THE FAX CONFIRMATION LINE. THESE ARE ONLY USED FOR PURPOSES OF SENDING COMPUTERSHARE THE FORM. YOU WILL NOT RECEIVE ANY RESPONSE TO YOUR INQUIRY SHOULD YOU SEND IT TO THE ABOVE EMAIL ADDRESS OR FAX CONFIRMATION LINE. PLEASE REACH OUT TO GEORGESON FOR ASSISTANCE.

Please read the following for the two options holders can choose from:

CASH: Holders who do not take any action will receive cash (the rate will be determined at a later date) and this will be the default option. It should be noted that the cash consideration will be less the maximum withholding rate of 41%. There will not be any tax refunded processed by DTC, Computershare or the Company. Should you wish to seek a tax refund, you will need to work directly with GlobeTax or the Italian/Dutch tax authorities.

STOCK: Alternatively, holders who are not U.S. Persons have the option to elect to receive stock. The stock election allows holders to receive GEDI shares held on the Italian market, Monte Titoli. These shares will be held outside of DTC. You must complete this form as well as the DTC Participant Cover letter and provide it to Computershare no later than Thursday, July 13th. Any forms received after this time will not be accepted

and you will be deemed to receive the default consideration, cash. Please note, the stock election is subject to withholding and will be determined at the time the GEDI shares are allocated to your Monte Titoli participant account.

***DENOTES REQUIRED FIELDS - Any required fields not completed will cause your form to be rejected**

*DTC Participant Firm Name: _____

*DTC Participant Number: _____

*DTC Participant Contact E-Mail Address:

*Beneficial Shareholder Name: _____

*Beneficial Shareholder Address: _____

*Number of FCA shares held as of the Record Date: _____ (A)

*Number of GEDI Shares to be Delivered: (A x 0.0484 rounded down) _____

* WE CONFIRM THAT WE ENTERED A VALID SHARE DELIVERY ELECTION IN DTC'S CORPORATE ACTION WEB BROWSER INSTRUCTION TAB ON _____.

***PLEASE ATTACH A COPY OF A SCREEN SHOT DEMONSTRATING YOUR ELECTION.**

Monte Titoli Participant and Custodian Information:

*Name of MonteTitoli Participant: _____

*BIC Code of MonteTitoli Participant to be used as Party 1: _____

*Name of Custodian if different from the MonteTitoli Participant:

*BIC Code of Custodian to be used as Party 2: _____

*MonteTitoli Participant Contact E-Mail Address: _____

*Shareholder Account Number with MonteTitoli Participant/Custodian: _____

Withholding Tax Information:

*Name or legal entity denomination of Beneficial Holder:

* Address of beneficial Holder: _____

*Country of Tax Residency of Beneficial Holder: _____

* If the country of residence is The Netherlands, Dutch tax code of Beneficial Holder (BSN):

*Cost Basis of FCA for Beneficial Holder: USD _____

PLEASE NOTE, THE ALLOCATION OF GEDI SHARES FOLLOWS THE SPIN-OFF OF SUCH SHARES FROM FIAT CHRYSLER AUTOMOBILES N.V.

THE DELIVERY OF GEDI SHARES IS A DISTRIBUTION OF DIVIDEND IN KIND SUBJECT TO ITALIAN AND TO DUTCH WITHHOLDING TAX.

BOTH WHT MUST BE DEBITED BY THE MONTE TITOLI PARTICIPANT OR CUSTODIAN WHICH DELIVERIES THE SHARES TO THE BENFICIAL HOLDER:

- **THE ITALIAN WHT IS EQUAL TO 26% OF THE POSITIVE DIFFERENCE BETWEEN THE MARKET VALUE OF GEDI SHARES ASSIGNED AND THEIR COST BASIS CALCULATED ON THE BASE OF THE COST BASIS OF FCA SHARES HELD BEFORE THE SPIN-OFF, DECLARED BY THE HOLDER (IF IT IS KNOWN);**
- **THE DUTCH WHT IS EQUAL TO 15% OF THE MARKET VALUE OF GEDI SHARES ALLOCATED.**

PLEASE ENSURE YOU EXECUTE THE FOLLOWING SIGNATURE PAGE IN ORDER TO MAKE A VALID STOCK ELECTION.

We (on behalf of our client) request delivery of GEDI Shares in accordance with the directions provided above. By electing to receive GEDI Shares, we, the undersigned, understand that we (on behalf of our client) are waiving a cash payment of the proceeds of the sale of GEDI Shares that will be received by holders that do not make this election to receive GEDI Shares and our clients have to pay to their brokers the withholding tax determined on the base of the market value of GEDI Shares received and the declared cost basis of FCA shares.

*Signed By: _____

Name of Signer: _____

Email of Signer: _____

Telephone No. of Signer: _____

*MEDALLION SIGNATURE GUARANTEE

PLEASE SEND THIS INSTRUCTION FROM BY MAIL (REGISTERED MAIL, RETURN RECEIPT SUGGESTED) OR BY FACSIMILE TRANSMISSION IN SUFFICIENT TIME SO THAT THE DOCUMENTS ARE RECEIVED NO LATER THAN THURSDAY, JULY 13TH. ANY STOCK ELECTIONS RECEIVED AFTER THURSDAY, JULY 13TH WILL BE REJECTED AND NOT ACCEPTED AND CASH WILL BE ISSUED.

WHERE AND HOW TO SEND THE FORM – BY EITHER FAX, MAIL OR EMAIL:

BY FACSIMILE TRANSMISSION: 617-360-6810; CONFIRMATION OF FACSIMILE TRANSMISSION: 781-575-2332.

**BY MAIL:
COMPUTERSHARE
ATTN: CORPORATE ACTIONS
250 ROYALL STREET, SUITE V
CANTON, MA 02021**

BY EMAIL:

CorporateActionsUS@computershare.com

INFORMATION AGENT; GEORGESON:

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DTC PARTICIPANT LETTERHEAD

----- [DATE]

COMPUTERSHARE
ATTN: CORPORATE ACTIONS
250 ROYALL STREET, SUITE V
CANTON, MA 02021

Cash distribution of the sale proceeds of GEDI shares assigned to Fiat Chrysler Automobiles N.V. (FCA) shareholders following the spin-off of such shares from FCA

Enclosed please find the lists (Annex A and Annex B) of beneficial owners which we are submitting on behalf of our clients who refuse to receive GEDI Shares (Option 1) and elect for the FCA cash distribution (Option 2) and wish to avoid being subject to excess withholding tax on such distribution.

We, [NAME OF DTC PARTICIPANT], also identified as DTC participant number [DTC PARTICIPANT NUMBER], hereby state that for each beneficial owner cited in the enclosed lists is reported the respective amount of FCA shares (CUSIP:N. N31738 102) held on the record date of 2017 and the Tax Basis of such shares, if it is known.

The summary of the cash distribution for FCA shares recorded in our DTC account number on the record date for which the Option 2 has been elected, is as follows:

- FCA shares held by identified beneficial owners Dutch resident (Annex A)
FCA shares held by identified beneficial owners no Dutch resident (Annex B)
FCA shares held by unidentified beneficial owners:

Total number of FCA shares for which the Option 2 has been elected

We ask that Computershare, Inc. applies to the Issuer for the appropriated withholding tax rate on the above beneficial owners' behalf, based on the information provided in the enclosed Annex A and Annex B. Please contact the undersigned at [SIGNATORY'S TELEPHONE NUMBER] should you have any questions.

Indemnification

I / We certify that to the best of my knowledge the individual beneficial owners are eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial owners. In consideration of the assistance of Computershare, Inc. and the Issuer in processing such claims, the Participant expressly agrees that neither Computershare, Inc. nor the Issuer nor any of their agents or affiliates shall have any liability for, and shall indemnify, defend and hold the Issuer and its respective agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith. The Participant further agrees that their obligations hereunder shall be free from all defenses.

Sincerely,

[Signature of authorized signatory for DTC Participant] [NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT]