



CODE OF
CONDUCT

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GENERAL PRINCIPLES

Fiat S.p.A. ("Fiat") and its subsidiaries⁽¹⁾ (collectively, the "Fiat Group") is an international industrial group which, because of its size, activities and geographical spread, plays a significant role in the economic, social and environmental aspects of the communities and countries in which it operates.

The Fiat Group's mission is to grow and create value by supplying innovative products and services for maximum customer satisfaction with due respect to the legitimate interests of all categories of stakeholders⁽²⁾. We conduct our business in a socially responsible, impartial and ethical manner, adopting fair employment practices, protecting safety in the workplace, supporting and fostering environmental consciousness and in full compliance with the applicable laws of the countries in which a Fiat Group company operates. However, where laws and regulations in a particular jurisdiction are more lenient than those contained in this Code of Conduct (together with Fiat Group Guidelines, the "Code"), the Code shall prevail.

All business relationships will be established and maintained with integrity and loyalty and without any conflict of interest between business and personal affairs. To achieve this, the Group requires that all its directors, officers and other employees comply with the highest standards of business conduct in the performance of their duties as set out in this Code and the policies and guidelines referred to in this Code.

Fiat Group endorses the UN Declaration on Human Rights, the relevant ILO Conventions and the OECD Guidelines for Multinational Companies. Accordingly, the Code and Fiat Group practices and policies are intended to be consistent with such Guidelines.

The Code is intended to be a guide and a support for every Fiat Group director, officer and other employee and should enable him/her to pursue the Fiat Group's mission in the most effective manner possible.

The Code constitutes a fundamental element of the Corporate Governance of the Fiat Group.

As a result the Fiat Group is responsible for:

- the timely dissemination of the Code throughout the Fiat Group and to all persons to whom the Code is addressed;
- ensuring that all updates and amendments to the Code are provided on a timely basis to all persons to whom the Code is addressed;
- providing appropriate training, information and consulting support to all in relation to any questions regarding the interpretation of the Code;
- ensuring that anyone who reports violations of the Code in good faith shall not be subject to any form of retaliation;
- the imposition of sanctions which are fair and proportionate to the violation of the Code and to apply such sanctions consistently amongst all directors, officers and other employees (and, if applicable, third parties) subject to the Code;
- regularly monitoring compliance with the Code.

The Fiat Group welcomes constructive comments and suggestions from directors, officers, other employees and third parties with respect to the Code's content, enforcement, and other related matters.

The Fiat Group shall use its best endeavours to ensure that these commitments are shared by all consultants, suppliers and any other party who have at any time a relationship with the Group. The Fiat Group will not engage in or continue any relationship with third parties who refuse to abide by the principles of the Code.

⁽¹⁾ See Appendix A for the definition of subsidiary.

⁽²⁾ In the Code, "stakeholder" is taken to mean an individual, a community or an organisation who influences the operations of one or more Group companies and who is materially influenced by the consequences of such operations. Stakeholders may be internal (for example, employees) or external (for example, customers, suppliers, shareholders, local communities) and include future generations.

1. GUIDE TO THE USE OF THE CODE

What is the Code?

The Code is a document, approved by the Board of Directors of Fiat, that summarizes the Fiat Group's business conduct principles together with the corresponding commitments and responsibilities of directors, officers and other employees. The Code, issued by the Fiat Group, constitutes a critical component of the Fiat Group's program for assuring effective prevention and detection of violations of law and regulations applicable to its activities.

Who is the Code addressed to?

The Code applies to all board members, officers and other employees of all Fiat Group subsidiaries and to all other individuals or companies who act on behalf of the Fiat Group. The Fiat Group shall use its best endeavours to ensure that the companies in which it holds a minority interest adopt Codes of Conduct whose principles are inspired by or, in any case, are not inconsistent with those contained in this Code. The Fiat Group shall use its best endeavours to ensure that the Code is regarded as a best practice standard of business conduct on the part of those third parties with whom it maintains business relationships of a lasting nature such as advisors, counsels, agents, dealers and suppliers.

Where is the Code applied?

The Code is applied in all the countries in which the Fiat Group operates and applies to all aspects of the Fiat Group's business.

Where is the Code available?

The Code can be consulted by all directors, officers and other employees in an accessible place, using the most appropriate procedures and in conformity with local standards and customs. The Code is available and may be freely downloaded from the Fiat Group's website (internet: www.fiatspa.com and intranet). Copies of the Code can also be obtained from local Human Resources Department, the Legal Department or from the Group/Sector Compliance Officer.

Can the Code be modified?

The Code is subject to review by the Fiat Board of Directors. Reviews take into account, among other things, the constructive comments and suggestions received from directors, officers and other employees and from third parties, as well as any developments in legislation or in best international practice, as well as experience acquired in applying the Code itself. Any modifications introduced into the Code as a result of this review activity are published and made available in accordance with the procedures outlined above.

Is the Code an all-inclusive document?

While the Code reflects the core ethical values which are to be followed by all Fiat Group board members, officers, employees and the individuals or companies who act on behalf of the Fiat Group, the Code should be read and construed in conjunction with the Fiat Group policies and guidelines. Such policies and guidelines are integral part of the Code and are available on the Fiat Group's website (internet: www.fiatspa.com and intranet).

2. BUSINESS CONDUCT

The Fiat Group conducts its business, and requires all its directors, officers and other employees and other persons to whom the Code is addressed to behave on the basis of and consistent with its business conduct values. All its directors, officers and other employees and other persons to whom the Code is addressed must be aware that they represent Fiat Group and that their acts will influence the reputation of the Group and its internal culture. Therefore they must pursue the Fiat Group's business in compliance with the following policies:

CONFLICTS OF INTEREST

All business decisions taken on behalf of the Fiat Group must be made in the best interests of the Fiat Group. Therefore directors, officers and other employees and other persons to whom the Code is addressed must avoid every possible conflict of interest (and the appearance of a conflict of interest), with particular regard to personal, financial or family considerations (for example, the existence of a vested interest in a supplier, client or competitor; inappropriate advantages deriving from the role within the Group; ownership of or dealing in securities; etc.) which might influence (or appear to influence) the decision maker's independence of judgement when deciding what is in the Fiat Group's best interests and what is the most appropriate way to pursue such interests.

The Fiat Group policies concerning entertainment, meals, gifts or other gratuities or personal favours from business partners are set forth in the appropriate Guidelines which are integral part of the Code. Such Guidelines are available on the Fiat Group's website (internet: www.fiatspa.com and intranet).

Any situation that constitutes or might constitute a conflict of interest must be reported immediately to the direct supervisor or Group/Sector Compliance Officers or HR Department or Legal Affairs. Every employee shall also inform his/her immediate supervisor in writing if he/she works for, or if he/she is a director or officer of, any non-Fiat Group company on a recurring basis or if he/she has a relationship of a financial, business, professional, family or social nature having current or proposed business relationship with Fiat Group or that otherwise might influence (or be perceived to influence) the impartiality of his/her dealing with a third party.

INSIDER TRADING AND PROHIBITION TO USE CONFIDENTIAL INFORMATION

All directors, officers, and other employees are strictly required to comply with insider trading legislation under any jurisdiction.

In particular, no director, officer, or other employee or any other recipient of the Code shall ever make use (or disclose to unauthorized third parties) of information not in the public domain and obtained as a result of his/her position in the Fiat Group or because of the fact that he/she enjoys a business relationship with the Fiat Group, in order to trade, directly or indirectly, shares in a company of the Fiat Group or other companies or in any case to obtain a personal advantage, or to favour third parties.

Treatment of confidential and price sensitive information will always be dealt with by all directors, officers and other employees strictly in accordance with the specific procedures and regulations to such end issued by the Fiat Group.

In order to determine when confidential information should be made public, the Fiat Group will follow the procedures stipulated by law, and any such publication of such information will be made in accordance with applicable Fiat Group policies.

CONFIDENTIALITY OBLIGATION

The know-how and intellectual property developed by the Fiat Group is a fundamental and critically valuable resource which every director, officer, and other employee, and other person to whom the Code is addressed, is called upon to protect. In the event of the improper dissemination of such know-how and intellectual property, the Fiat Group could suffer damage to both its capital and to its image. Therefore all directors, officers, and other employees, and other persons to whom the Code is addressed, are bound not to reveal to third parties any information regarding the technical, technological and commercial know-how of the Fiat Group, nor any other information regarding the Fiat Group that is not in the public domain, except cases in which such disclosure is required by law or by other regulatory directives, or where it is expressly provided by specific contractual agreements whereby the parties have committed themselves to using such information exclusively for the purposes for which it was transmitted and to maintaining its confidentiality. Any publication of such information will be made in accordance with applicable Fiat Group policies. Confidentiality obligations, as per the Code, continue after termination of the working relationship.

BRIBERY AND ILLICIT PAYMENTS

The Fiat Group, its directors, officers, other employees and others to whom the Code is addressed are committed to the highest standards of integrity, honesty and fairness in all internal and external affairs, in compliance with national and international anti-corruption laws, with particular reference to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the OCSE Guidelines and Foreign Corrupt Practices Act ("FCPA").

The Group will not tolerate any kind of bribery (paying or offering to pay to obtain an improper business advantage) to public officials or representatives of international organizations or any other party connected with a public official and to private entities/individuals or which is otherwise prohibited by applicable laws.

No director, officer or other employee, agent or other representative shall directly or indirectly accept, solicit, offer or pay a bribe or other perquisite (including gifts or gratuities, with the exception of commercial items universally accepted in an international context of modest economic value and permitted by applicable laws and in compliance with the relevant Fiat Group's guidelines) even if unlawful pressure has been exerted.

Where mandated by law, or where appropriate, the companies Group establish compliance models to assess and maintain compliance with the applicable law and the Code.

MONEY LAUNDERING PREVENTION

The Fiat Group and its directors, officers, and other employees will not be engaged or involved in any activity which may imply the laundering (i.e. the acceptance or processing) of proceeds of criminal activities in any form or manner whatsoever. Before establishing any business relationship with a third party, the Fiat Group and its officers or employees shall check available information (including financial information) on its proposed business partners and suppliers to ensure that they are reputable and involved in a legitimate business. The Group shall always comply with anti-laundering legislation in any competent jurisdiction.

REPUTATION

The corporate image of the Fiat Group as well as the reputation and the sustainability of its products are necessary conditions for its existence both now and in the future.

Therefore Fiat Group directors, officers, and employees are expected to abide by the Code around the clock. It is essential that employees share their commitment to the Code and cooperate with the Group in enforcing its provisions.

COMPETITION

The Fiat Group recognises the paramount importance of a competitive market and is committed to fully comply with any anti-trust and other pro-consumer legislation in force in the countries where it operates. The Fiat Group and its directors, officers, and other employees will not engage in business practices (such as the establishment of cartels, market divisions, limitations to production or sales, tying arrangements, etc.) which may represent an antitrust violation. Within the framework of fair competition, the Fiat Group shall not knowingly infringe any third party's intellectual property rights.

The legal consequences of noncompliance with such laws can be severe. In addition, compliance with such laws is essential to maintain Fiat Group's reputation. Therefore if employees have questions about these laws, the advice of the Legal Department should be sought and the issue then submitted to the decision of the Chief Executive Officer of the applicable Fiat Group company.

EMBARGO AND EXPORT CONTROL LAWS

The Fiat Group is committed to ensuring that its business activities do not violate applicable domestic or international embargo and export control laws established within or applied by the countries where it operates. Embargo and customs and control laws are complex. The legal consequences of noncompliance can be severe. In addition, compliance with such laws is essential to maintain Fiat Group's reputation. Therefore if employees have questions about these laws, the advice of the Legal Department should be sought and the issue then submitted to the decision of the Chief Executive Officer of the applicable Fiat Group company.

PRIVACY

In the conduct of its normal business operations, the Fiat Group collects a significant amount of personal data and proprietary information and is committed to processing such data and information in compliance with all existing privacy laws in force in any jurisdiction where it operates, including best practice privacy protection requirements. To this end, the Fiat Group shall ensure the highest level of security in the selection and use of its information technology systems designed to process personal data and proprietary information.

3. EMPLOYEES

The Fiat Group recognises that motivated and highly professional people are an essential factor in maintaining competitiveness, creating value for stakeholders and ensuring customer satisfaction. The following principles, in compliance with the UN Declaration of Human Rights, and the relevant ILO Conventions confirm the importance of respect for the individual, ensure equality of treatment and exclude any form of discrimination. The Fiat Group supports the protection of fundamental human rights.

CHILD AND FORCED LABOUR

The Fiat Group does not employ any form of forced, mandatory or child labour, namely it does not employ people younger than the permissible age for working established in the legislation of the place in which the work is carried out and, in any case, younger than fifteen, unless an exception is expressly provided by international conventions and by local legislation. The Fiat Group is also committed to not establishing or maintaining working relationships with suppliers that employ child labour, as defined above.

FREEDOM OF ASSOCIATION

Fiat Group employees are free to join a trade union in accordance with local law and the rules of the various trade union organisations. The Fiat Group recognises and respects the right of its employees to be represented by trade unions or other representatives established in accordance with local applicable legislation and practice. When engaging in negotiations with such representatives, Fiat Group actions and behaviour seek a constructive approach and relationship.

EQUAL OPPORTUNITIES

The Fiat Group is committed to providing equal opportunities to all its employees, both on the job and in their career advancement.

The head of each department shall ensure that in every aspect of the employment relationship, such as recruitment, training, compensation, promotion, transfer and termination, employees are treated according to their abilities to meet job requirements and all decisions are free from any form of discrimination, in particular, discrimination based on race, gender, sexual orientation, social and personal position, physical and health condition, disability, age, nationality, religion or personal beliefs.

HARASSMENT

Harassment of any kind, such as racial or sexual harassment or harassment related to other personal characteristics which has the purpose or the effect of violating the dignity of the person who is the victim of such harassment, is totally unacceptable to the Fiat Group whether it takes place inside or outside the workplace.

WORKING ENVIRONMENT

All employees shall take such steps as are necessary to maintain a good and cooperative working environment in which the dignity of each individual is respected.

In particular, all Fiat Group employees:

- shall not work whilst under the influence of alcohol or drugs;
- where smoking is not already prohibited by the law, shall be sensitive to the needs of those who will physically suffer from the effects of "passive smoke" in their place of work;
- shall avoid behaviour that might create an intimidating or offensive climate with respect to colleagues or subordinates for the purpose of marginalising or discrediting them in the workplace.

REMUNERATION AND WORKING TIME

Compensation and benefits paid to the Fiat Group's employees will satisfy at least the applicable legal requirement. In relation to working time and paid leave, Fiat Group complies with local legislation and business practices of the country in which operates.

HIRING AND PROMOTION PRACTICES

No employee of the Fiat Group shall accept or demand promises or transfers of money or goods or benefits, inducements or services of any kind whatsoever that may be designed to promote the hiring of any person as an employee or further his/her transfer or promotion.

INTERNAL CONTROL SYSTEMS, REPORTS AND RECORDS

All Fiat Group officers and employees shall act so as to maintain effective internal control systems (see Section 6). To achieve this standard they are, *inter alia*, expected to keep accurate and complete internal records of all business activities and procure that appropriate authorization of transactions and commitments with business partners has been duly given by the appropriate supervisor. Furthermore, business expenses are to be reported in an accurate and timely manner.

COMPANY ASSETS

All Fiat Group directors, officers, and other employees shall use those company assets and resources to which they have access, or which are in their care, in an efficient manner, solely in order to achieve the business goals and objectives of the Fiat Group, and shall use such assets in a way that is appropriate to protecting their value. In addition, all Fiat Group directors, officers, and other employees have the responsibility to protect the such assets and resources against loss, theft, and unauthorized use or disposal. Any use of such assets and resources that might be contrary to the interests of the Fiat Group, or that may be dictated by professional reasons lying outside the working relationship with the Fiat Group, is forbidden.

All Fiat Group directors, officers, and other employees shall follow the Group's use, access and security guidelines for software and information technology, email, internet and intranet systems.

OUTSIDE ACTIVITIES

All Fiat Group officers and employees may not serve on board of directors of companies without Fiat Group's approval and may not engage in recurring private business activities that interfere with their Fiat Group related duties. Any employment relationship of Fiat Group officers or employees with, or the performance of services to, Fiat Group business partners and competitors must be previously authorized in writing by the appropriate supervisor.

COMMITMENTS

The Code is considered to be an integral and important part of each Fiat Group officer and other employee's employment relationship. Consequently the Fiat Group expects all officers and other employees to strictly comply with all of the provisions of the Code. Any violation will be treated seriously and sanctions will be imposed accordingly (which may include termination of employment in appropriate cases). Accordingly, all officers and other employees shall therefore:

- read and understand the Code and, if necessary, attend training courses;
- act and behave in a manner consistent with the Code, refraining from any conduct that might damage the Fiat Group or jeopardise the Fiat Group's honesty, impartiality or reputation;
- promptly and in good faith report all violations of the Code using the procedures set out in Appendix B;
- cooperate with all internal procedures, introduced by the relevant Fiat Group company with the purpose of complying with the Code or of identifying violations of the Code;
- consult with the Legal Departments, as detailed in Appendix B, for explanations regarding interpretation of the Code;
- cooperate fully in any investigation regarding Code violations, maintaining strict confidentiality regarding the existence of said investigations and participating actively, where requested, in audit activities on the operation of the Code.

EMPLOYEES IN POSITIONS OF RESPONSIBILITY

Any individual within the Fiat Group having a role as supervisor, department head or company executive shall act by way of example promoting positive employees morale, fostering transparent exchange of ideas, and providing leadership and guidance in accordance with the business and ethical principles of the Code, and shall act in such a way as to demonstrate to employees that respecting the Code is an essential aspect of their work and to make sure that employees are aware that business results are never more important than compliance with applicable laws and the Code. All supervisors, department heads or company executives shall report any incident of non-compliance with the Code and shall be responsible for ensuring the protection of those who have reported Code violations in good faith and for adopting and applying, after consulting the competent Compliance Officer or Human Resources Department, sanctions commensurate with the violation committed and sufficient to represent a deterrent against any further violations.

CORPORATE OFFICERS

All Fiat Group employees who hold the position of Chief Executive Officer, Chief Financial Officer, Financial Controller, Treasurer, General Counsel, ISSO (Information System Security Officer) and Compliance Officer or who hold, even *de facto*, similar positions in one or more companies in the Fiat Group, are required to respect the Code as well as to rigorously comply with the specifications set out in Appendix C.

Any exception, even if partial or limited in time and nature, to the requirements set out in Appendix C must be authorised by the Board of Directors of Fiat and only for serious and justified reasons.

4.HEALTH, SAFETY & ENVIRONMENT (HSE)

OCCUPATIONAL HEALTH AND SAFETY

The Fiat Group recognises health and safety in the workplace as a fundamental right of employees and a key element of the Fiat Group's sustainability. All choices made by the Group must respect the health and safety in the workplace. The Fiat Group has adopted and continues to improve an efficient occupational health and safety policy which implements preventive measures, both at the individual and collective level, to minimize the potential for injury in the workplace.

The Fiat Group also seeks to ensure industry leading working conditions, in accordance with principles of hygiene, industrial ergonomics and individual organizational and operational processes. The Fiat Group believes in and actively promotes the dissemination of a culture of accident prevention and risk awareness among workers, in particular through the provision of adequate training and information. Employees, for their part, are required to be personally responsible and to take the preventive measures established by the Fiat Group for the protection of their health and safety and communicated through specific directions, instructions, information and training. Each employee is responsible for proper management of safety and should not expose him/herself or other workers to dangers, which could cause injuries or be damaging for themselves.

ENVIRONMENTAL PROTECTION IN PROCESSES

The Fiat Group considers environmental protection as a key consideration to be fostered in the overall approach to business.

The Fiat Group is committed to continuous improvement of the environmental performance of its operations, and to complying with all relevant legal and regulatory requirements. This includes the development and extension of an effective, certified Environmental Management System (EMS), based on the fundamental principles of the minimisation of environmental impacts and optimisation of the use of resources.

The Fiat Group stimulates and motivates employees to take an active part in the implementation of these principles through information dissemination and regular training and expects the employees to have an active role in applying such principles in their working activity.

ENVIRONMENTAL IMPACT AND SAFETY OF PRODUCTS

The Fiat Group is committed to producing and selling, in full compliance with legal and regulatory requirements, products of the highest standard in terms of environmental and safety performance. Moreover, the Fiat Group endeavours to develop and implement innovative technical solutions to minimise environmental impact and maximise safety.

The Fiat Group also encourages the safe and eco-friendly use of its products, providing customers and dealers with information regarding the use, maintenance and dismantling of its vehicles and other products.

5. EXTERNAL RELATIONSHIPS

The Fiat Group and its employees are committed to conducting and enhancing their relationships with all classes of stakeholders acting in good faith, with loyalty, fairness, transparency and with due respect for the Fiat Group's core ethical values.

CUSTOMERS

The Fiat Group aspires to fully meet the expectations of the end customer. All directors of Fiat, Group, its officers and employees should act so as to exceed customers expectations and continuously improve the quality of the Group products and services.

The Fiat Group considers it essential that its customers always be treated fairly and honestly and therefore demands of its officers and other employees, and others to whom the Code applies, that each and every relationship and contact with customers be characterised by honesty, professional integrity and transparency.

All employees shall follow the internal procedures of their respective company which are directed at achieving this objective by developing and maintaining profitable and lasting relationships with customers; offering safety, service, quality and value supported by continuous innovation. Any relationship between Fiat Group companies and their customers shall not discriminate unfairly between customers in dealing with them nor shall they unfairly use bargaining position to a customer's disadvantage.

SUPPLIERS

The supplier system plays a fundamental role in improving the Fiat Group's overall structural competitiveness. With a view toward achieving the highest level of customer satisfaction at all times, the Fiat Group selects suppliers, through the use of appropriate, objective methods, on the basis of the quality, innovation, costs and services offered, as well as their social and environmental performance and the values outlined by the Code. All Fiat Group officers and other employees are expected to establish and maintain stable, transparent and cooperative relations with suppliers.

PUBLIC INSTITUTIONS

Relations with public Institutions shall be managed only by duly designated departments and appointed individuals. All such relations must be transparent and conducted in accordance with Fiat Group values. Any gift or gratuity made to representatives of any public institution (where permitted by law) shall be modest and proportionate and must not give any appearance that the Fiat Group is obtaining or seeking to obtain unfair advantage. The Fiat Group will fully co-operate with regulatory and governmental bodies within the context of their legitimate activity. Should one or more Fiat Group companies be subjected to legitimate inspections on the part of the public authorities, the Fiat Group will provide its full cooperation. Whenever a public institution is a customer or supplier of any Fiat Group company, the latter shall act in strict compliance with laws and regulations which govern the acquisition from, or the sale to, that public institution, of goods and/or services.

Any lobbying activity shall be conducted only where permitted by applicable law and in strict compliance with such laws and, in any case, in full observance of the Code and of any procedures to such extent specifically provided by the Fiat Group.

The Fiat Group aims to contribute positively to the future development of regulations and standards in the automotive industry and in all other sectors related to the mobility of people and goods. The Fiat Group is also committed to contributing to the technological advancement of society and to collaborating with public institutions, universities and other organizations in researching and developing innovative solutions for sustainable mobility and related technology.

TRADE UNIONS AND POLITICAL PARTIES

Any relationship of the Fiat Group with trade unions, political parties and representatives or candidates thereof shall be conducted with the highest level of transparency and fairness and in strict compliance with applicable laws. Contributions of money, goods, services, or other benefits are prohibited unless required or expressly permitted by law and, in the latter case, authorised by the duly empowered corporate bodies of the relevant company of the Group. Any contribution made or activity performed by employees of the Fiat Group shall be intended only as a personal voluntary contribution.

COMMUNITIES

The Fiat Group is aware that its decisions can have significant impacts, direct and indirect, on the local communities in which it operates. Accordingly, the Fiat Group shall take all reasonable steps to inform those communities of relevant actions and projects and shall promote an open dialogue to ensure that their legitimate expectations are taken into due consideration. Moreover the Fiat Group seeks to contribute to the social, economic and institutional development of local communities through specific programmes. Fiat Group employees are asked to behave in a socially responsible manner by respecting the cultures and traditions of each country in which the Fiat Group operates and acting with integrity and good faith in order to merit the trust of the community.

COMMUNICATION AND CORPORATE INFORMATION

The Fiat Group recognises the vital role that clear and effective communication plays in sustaining internal and external relationships, ensuring the highest standards in reporting financial and non-financial information to provide a clear and transparent presentation of its performance in economic, social and environmental matters. Communication and external relations influence the development of the Fiat Group both directly and indirectly. It is therefore necessary for these activities to be organised with clear, uniform criteria, which take into consideration both the requirements of the various business lines and the economic and social role of the Fiat Group as a whole as well as applicable legal requirements. The information communicated to the outside world must be timely and co-ordinated at Fiat Group level in order to take full advantage of the Fiat Group's size and potential as well as to ensure completeness and accuracy. Fiat Group employees who are required to provide information to the public regarding Fiat Group companies or Sectors, business lines or geographical areas, in the form of speeches, participation at conferences, publications or any other form of presentation, must comply with any specific procedures issued by the Fiat Group and receive the prior concurrence of the duly designated department or appointed person responsible for external communications.

The Fiat Group desires to maintain public confidence in the integrity of its operations by openly reporting on and consulting with others to improve understanding of both internal and external health, safety and environmental issues associated with its operations and its products. Every year the Fiat Group provides specific information on the implementation of its environmental and social policies through the publication of the "Sustainability Report".

Communications to financial and capital markets and supervisory authorities thereof shall be supplied in an accurate, complete, fair, clear, comprehensible and timely manner and always in compliance with the laws applicable in any relevant jurisdiction. These communications shall be made only by those employees with the specific responsibility for communications to financial and capital markets and to the supervisory authorities and in strict compliance with the Code and the applicable Fiat Group policies.

MEDIA RELATIONS

The communication of information to the media plays an important part in building the image of the Fiat Group and therefore all information concerning the Fiat Group must be supplied in a truthful and uniform manner, only by those officers and other employees with the responsibility for media communications, and in strict compliance with Fiat Group policies. No other officer or other employee may provide any information not in the public domain concerning the Fiat Group to media representatives, or liaise in any way with them to disclose company confidential information and shall instead refer all media enquiries to the appropriate person or department.

6. ACCOUNTING & INTERNAL CONTROL

The Fiat Group is committed to maximising long-term shareholder value. To deliver on this commitment, the Fiat Group will maintain high standards of financial planning and control, and accounting systems consistent with and adequate to the accounting principles applicable to Fiat Group companies and in compliance with applicable laws. The Fiat Group will do this by applying the maximum level of transparency consistent with best business practice with the aim of:

- ensuring that all transactions are duly authorised, verifiable, and legitimate;
- ensuring that all transactions are timely, properly and accurately recorded, accounted for and duly documented in accordance with the relevant accounting principles and best practices;
- guaranteeing the maximum fairness and transparency in the handling of transactions with related parties in conformity with the “Guidelines for Significant Transactions and Transactions with Related Parties” adopted by the Board of Directors of Fiat;
- producing comprehensive, accurate, reliable, clear and comprehensible financial reports on a timely basis;
- operating in strict compliance with the “Guidelines for the Internal Control System” adopted by the Fiat Board of Directors;
- educating its people as to the existence, purpose and importance of internal controls;
- identifying, understanding and managing risks to all Fiat Group company assets with professional diligence;
- establishing rigorous business processes to ensure that management decisions (including those relating to investments and disposals) are based on sound economic analysis (including a prudent risk assessment), and provide a guarantee that company assets are optimally employed;
- ensuring that decisions on finance, tax and accounting issues are made at the right level of management and in full compliance with applicable laws;
- preparing the documentation to be sent to the market supervisory authorities or to be disclosed to the public in timely fashion and making sure that such documentation is comprehensive, accurate, reliable, clear and comprehensible.

The Fiat Group recognises that internal controls are of prime importance for the management and success of the Fiat Group. As a result, the Board of Directors of Fiat has adopted the “Guidelines for the Internal Control System”. The Fiat Group is committed to putting in place processes to ensure that assigned employees obtain the required training and experience for building and maintaining an efficient internal control system that is consistent with the above-mentioned Guidelines. The Fiat Group considers transparency in the accounting for each single transaction to be of vital importance for its success. The Fiat Group therefore demands accurate, timely and detailed reporting from all of its employees with regard to all financial and other business transactions. True and accurate records of all financial and other business transactions should be kept by employees together with proper supporting evidence.

The irregular keeping of the books of account is a violation of the Code and is considered illegal in almost all jurisdictions. It is therefore forbidden for any employee to behave in such a way or to be responsible for omissions that might lead to inaccurate or incomplete information including:

- the recording of false transactions;
- the misrecording of operations or the recording of operations that are not adequately documented;
- the failure to record commitments, including guarantees, that might generate liabilities or obligations for Fiat Group companies.

As part of a verification programme or at the request of the top management of Fiat Group companies or of the Group/Sector Compliance Officers, Internal Audit shall review the quality and effectiveness of the Internal Control System and shall report to the Group/Sector Compliance Officers and to the other delegated officers. Fiat Group employees will be requested to assist with the monitoring of the quality and effectiveness of the Internal Control System. The Internal Audit function, the Statutory Auditors, the external auditors and the Group/Sector Compliance Officers shall have full access to all data, documents and information necessary to perform their activities.

In so far as they are responsible, all officers and other employees who are asked to cooperate on the preparation and presentation of documents destined for the supervisory authorities or for the public will ensure that such documents are complete, accurate, reliable, clear and comprehensible.

7. IMPLEMENTATION & ASSURANCE

The Fiat Group is committed to achieving the highest standards of best practice in relation to its moral, social and business responsibilities towards the people concerned. The Code sets out the Fiat Group's expectations with respect to its directors, officers, and other employees and other third parties with whom it has a business relationship and the responsibility they must take for transforming these policies into reality. The management of the various business lines, Sectors and departments of the Fiat Group are responsible for ensuring that these expectations are understood and put into practice by their employees. The management must ensure that the commitments set out in the Code are implemented across business lines, Sectors and departments.

The Group implement throughout the organization training on the Code and its values.

The Fiat Group encourages employees to solicit guidance from their Legal Department and Compliance Officers in any situation regarding the Code in which they may be in doubt as to the most appropriate behaviour. Alternatively, they may contact the following organization, on a confidential or anonymous basis, if they prefer:

[Office of Fiat Group Compliance Officer]

A quick reply shall be given to all requests for explanation without the employee risking any form of retaliation, including indirect forms.

An appropriate sanctions policy for Code violations shall be adopted by the direct supervisors, after hearing, if necessary, the opinion of the competent Compliance Officers and the opinion of the competent HR Department consistent with existing laws and relevant national and company-wide labour contracts, and shall be proportionate to the particular violation of the Code.

Any form of retaliation against anyone who has in good faith reported possible violations of the Code or who has requested explanations regarding Code application procedures, will be considered a violation of the Code. The behaviour of anyone accusing other employees of a Code violation in the knowledge that such violation does not exist is also considered a Code violation.

Code violations may lead, among other consequences including legal proceedings, to the termination of any fiduciary relationship between the Fiat Group and the applicable employee with the contractual and statutory consequences set forth in the applicable labour legislation.

Any exceptions to what is prescribed by the Code, including partial exceptions and exceptions limited in time and nature, may only be authorised exclusively for serious and justified reasons and only by the Board of Directors of the Fiat Group company in which the applicable employee works, after hearing the opinion of the competent Compliance Officer.

The Internal Audit function performs periodic audit activities on the operation of and compliance with the Code and results are presented to the Fiat Group Compliance Officer, the Chief Executive Officer of Fiat and the Board of Directors Modifications to the Code or additions to it may be based on this Audit.

APPENDICES

APPENDIX A – DEFINITION OF SUBSIDIARY COMPANY

Art. 2359 of the Italian Civil Code:

“The following are considered subsidiary companies:

- 1) companies in which another company possesses a majority of the voting rights that can be exercised at a general meeting of shareholders;
- 2) companies in which another company possesses enough votes to exercise a dominant influence at an ordinary general meeting;
- 3) companies that are under the dominant influence of another company by virtue of special contractual restrictions with it.

For the purposes of enforcing numbers 1) and 2) of paragraph 1, the voting rights of subsidiary companies, trustee companies, and “straw men” are also counted. Voting rights of third parties are not counted...”

Art. 26 of Legislative Decree no. 127 of 9 April 1991:

“... in any event, the following are considered subsidiary companies:

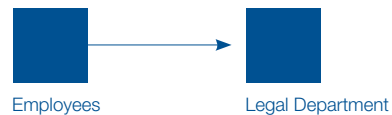
- 1) companies in which another has the right, by virtue of a contract or a clause in the articles of association, to exercise a dominant influence where such contracts or clauses are permitted by law;
- 2) companies in which another, on the basis of agreements with other shareholders, has sole control of a majority of the voting rights. Enforcement of the preceding paragraph also takes into account the rights of subsidiary companies, trustee companies, and “straw men”. Voting rights of third parties are not considered...”

APPENDIX B – INTERPRETATION AND REPORTING OF VIOLATIONS

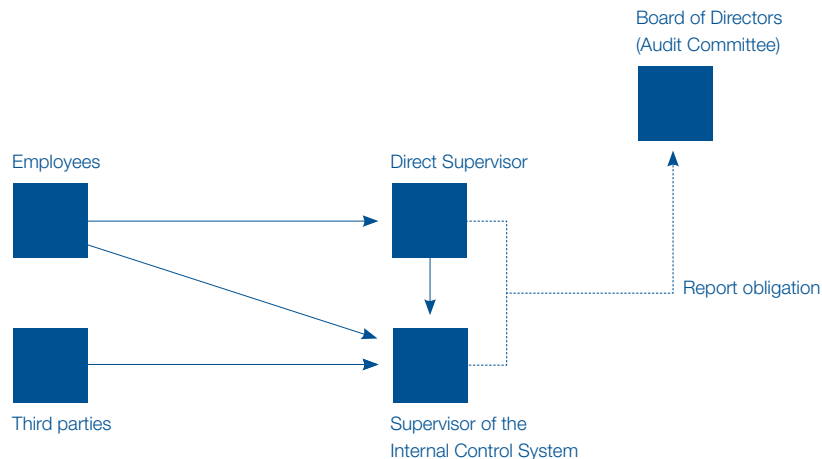
For queries relating to specific provisions or requiring clarification of the Code, employees are encouraged to contact the Legal Department responsible for the relevant Fiat Group company. If an employee wishes to report a violation (or suspected violation) of the Code, he/she should contact his/her direct supervisor. If the grievance remains unresolved, or the employee feels uncomfortable reporting the grievance to the direct supervisor, he/she should report it to the competent Compliance Officer or utilize any anonymous or other established reporting mechanism. If a third party wishes to report a violation (or suspected violation) of the Code, he/she should contact the competent Compliance Officer or the specific channels that will be identified by the Fiat Group Companies for that purpose.

INTERPRETING OR REPORTING STRUCTURE:

A) Interpretation



B) Reporting



APPENDIX C – CODE OF CONDUCT REQUIREMENTS FOR CORPORATE OFFICERS

The undersigned _____, in his capacity as _____ of the company _____, affirms that in the course of discharging the aforesaid duties in addition to respecting the Fiat Group Code of Conduct, he will abide by the following rules, which represent an integral and essential part of his obligations by virtue of his position at the Company:

- comport him/herself with honesty and integrity, avoiding all conflicts of interest, including potential ones, deriving from his/her personal or professional relationships;
- promptly provide his/her own superior and if so required by virtue of his/her position at the Company, the independent auditor, the Board of Directors, the Board of Statutory Auditors, and the shareholders with complete, accurate, objective, and immediately comprehensible data and information;
- promptly report to the appropriate person or, as the case may be, the Fiat Group Compliance Officer or the Audit Committee of Fiat S.p.A. violations of the Fiat Group Code of Conduct of which he/she has actual knowledge or credible evidence;
- act so as to ensure full, fair, accurate, and understandable disclosure in reports and documents that are to be filed with (or are instrumental to the filing of documents to be filed with) public authorities and in any other public communication;
- act in full compliance with the norms, laws and regulations that apply to the Company;
- act with maximum professional objectivity, avoiding situations where his/her independent judgment might be unduly influenced by external circumstances;
- treat information not in the public domain or obtained by virtue of his/her position in the Company with the maximum confidentiality, avoiding any use of said information to his/her personal benefit or the benefit of others;
- promote the highest standards of integrity and professionalism amongst his/her own subordinates;
- use Company assets and resources in the most correct and professional manner and only for Company purposes.

Date

Signature

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