

FORM OF TRANSFER

FOR VALUE RECEIVED, being the registered holder of this Global Note, hereby transfers to of

..... € in principal amount of the €1,000,000,000 6 5/8% senior notes due 2013 (the "Notes") issued by Fiat Finance and Trade Ltd. société anonyme (the "Issuer") guaranteed on a senior basis by Fiat S.p.A. (the "Guarantor") and irrevocably requests and authorises Citigroup Global Markets Deutschland AG & Co. KGaA in its capacity as registrar in relation to the Notes (or any successor to Citigroup Global Markets Deutschland AG & Co. KGaA in its capacity as such) to effect the relevant transfer by means of appropriate entries in the register kept by it.

Dated:

By:

(duly authorised)

Notes

The name of the person by or on whose behalf this form of transfer is signed must correspond with the name of the registered holder as it appears on the face of this Global Note.

- (a) A representative of such registered holder should state the capacity in which he signs, e.g. executor.
- (b) The signature of the person effecting a transfer shall conform to any list of duly authorised specimen signatures supplied by the registered holder or be certified by a recognised bank, notary public or in such other manner as the Registrar may require.
- (c) Any transfer of Notes shall be in an amount equal to €50,000 or integral multiples of €1,000 in excess thereof.

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