

# **FIAT INDUSTRIAL'S BOARD OF DIRECTORS APPROVES MERGER PLAN WITH CNH**

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Source: Fiat Industrial news release

The Board of Directors of Fiat Industrial approved the common cross-border merger plan relating to the merger of Fiat Netherlands Holding N.V. ("FNH") with and into Fiat Industrial (the "FNH Merger") as well as the common cross-border merger plan relating to the merger of Fiat Industrial with and into a NewCo ("NewCo") incorporated under the laws of the Netherlands (the "FI Merger").

The FI Merger was approved by the Board of Directors having also and reviewed the merger of CNH Global N.V. ("CNH") with and into NewCo (the "CNH Merger"), as a sequence of steps of the same transaction.

The terms of the plans related to the FNH Merger, FI Merger and CNH Merger are fully consistent with all the terms of the Merger Agreement executed on November 25, 2012 and previously disclosed to the market.

The main goal of the FI Merger, together with the CNH Merger, is to simplify the Fiat Industrial group's capital structure and to enable full integration of the businesses controlled by Fiat Industrial, which - once combined - shall represent the third-largest capital goods group in the world by equipment sales.

With reference to the FI Merger, the Board of Directors resolved to propose an exchange ratio of one NewCo share for each Fiat Industrial ordinary share. Upon completion of the FI Merger, Fiat Industrial shareholders will receive newly-issued common shares of the surviving company on the basis of this exchange ratio.

The effectiveness of the FI Merger (and the CNH Merger) will be subject to the satisfaction of a number of conditions precedent, including the approval by the shareholders of Fiat Industrial and CNH of the FI Merger and the CNH Merger, respectively, and the satisfaction of all requirements for the admission to listing on the New York Stock Exchange of NewCo shares and the exercise of withdrawal rights or creditors oppositions up to a maximum amount of euro 325 million.

Listing of the common shares of NewCo on the Mercato Telematico Azionario is expected to occur following the trading on the New York Stock Exchange.

The FI Merger will be submitted for approval to Fiat Industrial extraordinary shareholders' meeting. The notice of call of the shareholders meeting of Fiat Industrial will be disclosed pursuant to applicable law and regulation.

Fiat Industrial shareholders who do not vote in favor of the FI Merger will be entitled to exercise their cash exit rights pursuant to, among the others, Article 2437, paragraph 1,

letter (c) of the Italian Civil Code. The exercise of the cash exit rights by Fiat Industrial shareholders is conditional upon the FI Merger becoming effective. Further details to exercise the withdrawal right will be provided to FI shareholders in accordance with the applicable laws and regulations.

All the documentation mandatorily required by law in connection with the FNH Merger and the FI Merger will be made available in compliance with the applicable laws and regulations.

Courtesy Agri Marketing