

THIRD SUPPLEMENT DATED 21 APRIL 2022 TO THE BASE PROSPECTUS DATED 29 JULY 2021



FCA BANK S.p.A.
(incorporated with limited liability in the Republic of Italy)

acting through

FCA BANK S.p.A., IRISH BRANCH

€12,000,000,000
Euro Medium Term Note Programme

This third supplement (the **Supplement**) to the Base Prospectus dated 29 July 2021, as supplemented by the first supplement dated 16 September 2021 and the second supplement dated 17 February 2022 (the **Base Prospectus**), which comprises a base prospectus for the purposes of the Prospectus Regulation, constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the Euro Medium Term Note Programme (the **Programme**) established by FCA Bank S.p.A., acting through its Irish branch (**FCA Bank** or the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129, as amended.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes

Purpose of the Supplement

The purpose of this Supplement is to: (i) update the “*Documents Incorporated by Reference*” section on page 40 of the Base Prospectus to incorporate by reference the consolidated audited annual financial statements of the Issuer for the financial year ended 31 December 2021; (ii) update the paragraph entitled “*Recent Developments*” in the “*Description of FCA Bank*” section on page 124 of the Base Prospectus, and (iii) update the paragraph entitled “*Significant or Material Change*” in the “*General Information*” section on page 161 of the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

Issuer Consolidated Audited Annual Financial Statements

By virtue of this Supplement, the consolidated audited annual financial statements of the Issuer for the financial year ended 31 December 2021 is incorporated by reference in, and forms part of, the Base Prospectus.

At page 40 under the first paragraph of the section headed “*Documents Incorporated by Reference*”, a new letter (f) is added as follows:

“(f) the consolidated financial statements of FCA Bank for the financial year ended 31 December 2021, together with the auditors’ report thereon (which can be found on the following website: <https://www.fcabankgroup.com/en/investor-relations/statements-and-reports>), including the information set out therein at the following pages in particular:

Consolidated Statement of Financial Position	Pages 102-103
Consolidated Income Statement	Page 104
Consolidated Statement of Comprehensive Income	Page 105
Consolidated Statement of Changes in Equity	Pages 106 – 107
Consolidated Statement of Cash Flows	Page 108
Notes to the Consolidated Financial Statements	Pages 110 – 332
Independent Auditors’ Report on the Consolidated Financial Statements	Pages 346 – 355”

UPDATE OF THE “DESCRIPTION OF FCA BANK” SECTION OF THE BASE PROSPECTUS

On page 124 of the Base Prospectus, the paragraph entitled “*Recent Developments*” – “*Stellantis and Crédit Agricole Consumer Finance announce possible transfer of Stellantis' stake in FCA Bank to Crédit Agricole*” in the “*Description of FCA Bank*” section is hereby deleted in its entirety and replaced as set out below:

“STELLANTIS AND CRÉDIT AGRICOLE CONSUMER FINANCE ANNOUNCE TRANSFER OF STELLANTIS' STAKE IN FCA BANK TO CRÉDIT AGRICOLE

On 17 December 2021, Crédit Agricole Consumer Finance and Stellantis announced that they had commenced negotiations in order to redefine their cooperation in FCA Bank and Leasys.

The proposed transaction envisaged that Crédit Agricole Consumer Finance would take over 100% of the capital of FCA Bank and Leasys Rent (currently, a 100% owned subsidiary of Leasys), by acquiring the 50 per cent. stakes currently owned by Stellantis, on the understanding that these entities would continue to operate their financing activities with other carmakers primarily under existing and future “white label” agreements. FCA Bank's 100 per cent. shareholding in Leasys (other than its participation in Leasys Rent) would be transferred to a newly created leasing joint venture which would be equally owned by Crédit Agricole Consumer Finance and Stellantis (Leasys' current ultimate shareholders).

In accordance with the announcements of 17 December 2021 and following the positive opinion of the staff representative bodies, on 1 April 2022 Crédit Agricole Consumer Finance and Stellantis announced they entered into binding agreements, as a result of which, Crédit Agricole Consumer Finance agreed to acquire 100% of the capital of FCA Bank and Leasys Rent, with the ambition of making it a pan-European player in car financing, leasing and mobility.¹

The transaction between Stellantis, Crédit Agricole and its subsidiary Crédit Agricole Consumer Finance is expected to be completed during the first half of 2023, subject to the obtainment of all regulatory and anti-trust approvals.”

¹ The Stellantis Group will also retain partial exposure to certain FCA Bank portfolios in run-off and the associated results.

UPDATE OF THE “GENERAL INFORMATION” SECTION OF THE BASE PROSPECTUS

On page 161 of the Base Prospectus, the paragraph entitled “*Significant or Material Change*” in the “*General Information*” section is hereby deleted in its entirety and replaced as set out below:

“Significant or Material Change

There has been no significant change in the financial performance or financial position of the FCA Bank or the FCA Bank Group since 31 December 2021 and there has been no material adverse change in the prospects of FCA Bank or the FCA Bank Group since 31 December 2021.”

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.