

FINAL TERMS

21 March 2016

FCA Capital Ireland p.l.c.

Issue of €500,000,000 1.25 per cent. Fixed Rate Notes due 23 September 2020

Guaranteed by FCA Bank S.p.A.
under the €6,000,000,000
Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 March 2015, as supplemented by the supplements dated 3 July 2015, 12 August 2015, 6 November 2015 and 29 February 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on *www.fcabankgroup.com* and is available for viewing during normal business hours at the registered office of the Issuing and Principal Paying Agent at Citigroup Centre, 33 Canada Square, Canary Wharf, London E14 5LB.

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| 1. | (a) Issuer: | FCA Capital Ireland p.l.c. |
| | (b) Guarantor: | FCA Bank S.p.A. |
| 2. | (a) Series Number: | FCAC-17 03/2016 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (€) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | €500,000,000 |
| | (b) Tranche: | €500,000,000 |
| 5. | Issue Price: | 99.533 per cent. of the Aggregate Nominal Amount. |
| 6. | (a) Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000 |
| | (b) Calculation Amount: | €1,000 |
| 7. | (a) Issue Date: | 23 March 2016 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 23 September 2020 |
| 9. | Interest Basis: | 1.25 per cent. Fixed Rate (see paragraph 14 below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Change of Control Put (see paragraph 20) |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| | (c) Date Board approval for issuance of Notes and Guarantee obtained: | Resolution of the Programme Committee of the Issuer dated 21 March 2016 and resolutions of the Board of |

Signed on behalf of FCA Capital Ireland p.l.c.:

By: SEAMUS HUGHES

Duly authorised

Signed on behalf of FCA Bank S.p.A.:

By: RICCARDO MESTURINO

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and Trading on its Regulated Market with effect from the Issue Date
- (ii) Estimate and total expenses related to admission to trading: €600

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- Baa2 by Moody's Investors Service Ltd. (**Moody's**);
- BB+ by Standard & Poor's Credit Market Services Italy S.r.l. (**S&P**); and
- BBB by Fitch Italia – Società Italiana per il Rating S.p.A. (**Fitch**)
- Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business

4. YIELD (*Fixed Rate Notes only*)

- Indication of yield: 1.358 per cent.

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1383510259
- (ii) Common Code: 138351025
- (iii) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Deemed delivery of clearing system notices for the purposes of Condition 13: Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at

any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

6. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Citigroup Global Markets Limited Crédit Agricole Corporate and Investment Bank The Royal Bank of Scotland plc UniCredit Bank AG |
| (iii) | Date of Subscription Agreement: | 21 March 2016 |
| (iv) | Stabilising Manager(s) (if any): | Not Applicable |
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (vi) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |