

FINAL TERMS

17 June 2016

FCA Capital Ireland p.l.c.

Issue of €500,000,000 1.25 per cent. Fixed Rate Notes due 21 January 2021

Guaranteed by FCA Bank S.p.A.

under the €8,000,000,000

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 12 May 2016, as supplemented by the supplement dated 7 June 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-20 06/2016 |
| | (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: | 99.750 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 (in relation to calculation of interest in global form see Condition 4.1): | €1,000 |
| 7. | (a) | Issue Date: | 21 June 2016 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 21 January 2021 |
| 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 |

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| 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 17 June 2016 and resolutions of the Board of Directors of the Guarantor dated 26 November 2015 and 25 May 2016, respectively |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 1.25 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 21 January in each year from and including 21 January 2017 to and including the Maturity Date. There will be an initial short interest period from and including the Interest Commencement Date to but excluding 21 January 2017 (the First Interest Period). |
| | (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): | €12.50 per Calculation Amount provided that, in relation to the First Interest Period, the Fixed Coupon Amount shall be equal to the Broken Amount. |
| | (d) Broken Amount(s) for Notes in definitive form.) (and in relation to Notes in global form see Condition 4.1): | €7.31 per Calculation Amount, payable on the Interest Payment Date falling on 21 January 2017. |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) Determination Date(s): | 21 January in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 6.2: | Maximum period: 90 days
Minimum period: 5 Business Days |
| 18. | Issuer Call | Not Applicable |
| 19. | Investor Put | Not Applicable |
| 20. | Change of Control Put: | Applicable |
| | (a) Optional Redemption Date(s): | The Business Day which is 7 days after the expiration of the Notice Period (as defined in the Conditions) |
| | (b) Optional Redemption Amount: | €1,000 per Calculation Amount |
| | (c) Notice periods: | Maximum period: 60 days
Minimum period: 30 days |
| 21. | Final Redemption Amount: | €1,000 per Calculation Amount |
| 22. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | €1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 23. | Form of Notes: | |
| | (a) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event. |

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| (b) | New Global Note: | Yes |
| 24. | Additional Financial Centre(s): | Not Applicable |
| 25. | Talons for future Coupons to be attached to Definitive Notes: | No |

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

By:

FEDERICO BERRA

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**);
- BBB- 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: 1.307 per cent.

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1435295925
- (ii) Common Code: 143529592
- (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: | Crédit Agricole Corporate and Investment Bank
J.P. Morgan Securities plc
Mediobanca – Banca di Credito Finanziario S.p.A.
Merrill Lynch International |
| (iii) | Date of Subscription Agreement: | 17 June 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 |