

FINAL TERMS

27 September 2016

FCA Capital Ireland p.l.c.

Issue of £400,000,000 1.625 per cent. Fixed Rate Notes due 29 September 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 supplements dated 7 June 2016, 8 August 2016 and 19 September 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.

- | | | | |
|-----|-----|---|---|
| 1. | (a) | Issuer: | FCA Capital Ireland p.l.c. |
| | (b) | Guarantor: | FCA Bank S.p.A. |
| 2. | (a) | Series Number: | FCAC-22 09/2016 |
| | (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: | Pounds sterling (£) |
| 4. | | Aggregate Nominal Amount: | |
| | (a) | Series: | £400,000,000 |
| | (b) | Tranche: | £400,000,000 |
| 5. | | Issue Price: | 99.337 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: | 29 September 2016 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 29 September 2021 |
| 9. | | Interest Basis: | 1.625 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 27 September 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

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	1.625 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	29 September in each year from and including 29 September 2017 to and including the Maturity Date.
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1):	£16.25 per Calculation Amount.
	(d) Broken Amount(s) for Notes in definitive form.) (and in relation to Notes in global form see Condition 4.1):	Not Applicable
	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	29 September in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

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

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.
	(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:

SRIRAM KRISHNAMOORTHY

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:
- Baa1 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: 1.765 per cent.

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1497682036
- (ii) Common Code: 149768203
- (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

- | | | |
|-------|---|--|
| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Barclays Bank PLC
Citigroup Global Markets Limited
Crédit Agricole Corporate and Investment Bank
The Royal Bank of Scotland plc |
| (iii) | Date of Subscription Agreement: | 27 September 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 |