

FINAL TERMS

10 October 2016

FCA Capital Ireland p.l.c.

Issue of €200,000,000 Floating Rate Notes due February 2019

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.

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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-23 10/2016 |
| | (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: | €200,000,000 |
| | (b) | Tranche: | €200,000,000 |
| 5. | | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | €100,000 |
| | (b) | Calculation Amount: | €100,000 |
| 7. | (a) | Issue Date: | 12 October 2016 |
| | (b) | Interest Commencement Date: | Issue Date |

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| 8. | Maturity Date: | Interest Payment Date falling in or nearest to February 2019 |
| 9. | Interest Basis: | In respect of the First Interest Period (as defined below), 1 Month EURIBOR + 0.78 per cent. Floating Rate

In respect of all subsequent Interest Periods, 3 Month EURIBOR + 0.78 per cent. Floating Rate (see paragraph 15 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 below) |
| 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 Board of Directors of the Issuer dated 7 October 2016 and resolutions of the Board of Directors of the Guarantor dated 26 November 2015 and 25 May 2016 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Floating Rate Note Provisions | Applicable |
| | (a) Specified Period(s)/Specified Interest Payment Dates: | Interest will be paid quarterly in arrear on 12 February, 12 May, 12 August and 12 November in each year (each an Interest Payment Date), commencing on 12 November 2016, subject to adjustment in accordance with the Business Day Convention set out in (b) below. There will be an initial short interest period from and including the Interest Commencement Date to but excluding the Interest Payment Date falling in or nearest to November 2016 (the First Interest Period) |
| | (b) Business Day Convention: | Modified Following Business Day Convention |
| | (c) Additional Business Centre(s): | Not Applicable |
| | (d) Manner in which the Rate of | Screen Rate Determination |

Interest and Interest Amount is to be determined:

- (e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent): Not Applicable
- (f) Screen Rate Determination:
- Reference Rate: 3 month EURIBOR, provided that 1 month EURIBOR will apply to the First Interest Period only
 - Interest Determination Date(s): The second Business Day on which the TARGET2 System is open prior to the start of each Interest Period
 - Relevant Screen Page: Reuters screen page EURIBOR01
- (g) ISDA Determination:
- Floating Rate Option: Not Applicable
 - Designated Maturity: Not Applicable
 - Reset Date: Not Applicable
- (h) Linear Interpolation: Not Applicable
- (i) Margin(s): +0.78 per cent. per annum
- (j) Minimum Rate of Interest: 0 per cent. per annum
- (k) Maximum Rate of Interest: Not Applicable
- (l) Day Count Fraction: Actual/360
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 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: €100,000 per Calculation Amount

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| (c) | Notice periods: | Maximum period: 60 days |
| | | Minimum period: 30 days |
| 21. | Final Redemption Amount: | €100,000 per Calculation Amount |
| 22. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | €100,000 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 |
| | (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.:

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

By: CARLO VON GUGGENBERG
Duly authorised

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 have not been rated

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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: Not Applicable

5. HISTORIC INTEREST RATES (*Floating Rate Notes only*)

Details of historic EURIBOR rates can be obtained from Reuters.

6. OPERATIONAL INFORMATION

- (i) ISIN: XS1503012038
- (ii) Common Code: 150301203
- (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.

7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Morgan Stanley & Co. International plc
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D