

FINAL TERMS

10 October 2017

**FCA Bank S.p.A., acting through its Irish branch**  
**Issue of €800,000,000 0.25 per cent. Notes due 12 October 2020**  
**under the €10,000,000,000**  
**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 Terms and Conditions of the Notes set forth in the Base Prospectus dated 20 March 2017 and the supplements to it dated 4 April 2017, 12 June 2017 and 14 September 2017 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 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](http://www.fcabankgroup.com) and is available for viewing during normal business hours at the registered office of the Principal Paying Agent at Citigroup Centre, 33 Canada Square, Canary Wharf, London E14 5LB.

1. Issuer: FCA Bank S.p.A. acting through its Irish branch
2. (a) Series Number: FCAC-28 10/2017
- (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: €800,000,000
  - (b) Tranche: €800,000,000
5. Issue Price: 99.652 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:                                         | 12 October 2017                                                                                                                                        |
|     | (b) Interest Commencement Date:                         | Issue Date                                                                                                                                             |
| 8.  | Maturity Date:                                          | 12 October 2020                                                                                                                                        |
| 9.  | Interest Basis:                                         | 0.25 per cent. Fixed Rate<br>(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<br>(see paragraph 20 below)                                                                                                      |
| 13. | (a) Status of the Notes:                                | Senior                                                                                                                                                 |
|     | (b) Date Board approval for issuance of Notes obtained: | 19 January 2017                                                                                                                                        |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                                                                                                                      |                                                                                                    |
|-----|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 14. | Fixed Rate Note Provisions                                                                                           | Applicable                                                                                         |
|     | (a) Rate(s) of Interest:                                                                                             | 0.25 per cent. per annum payable in arrear on each Interest Payment Date                           |
|     | (b) Interest Payment Date(s):                                                                                        | 12 October in each year, from and including 12 October 2018 up 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): | €2.50 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):                                                                                           | 12 October 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<br>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:                                                            | €1,000 per Calculation Amount                                                                             |
| 21. | JV Put:                                                                                    | Not Applicable                                                                                            |
| 22. | Final Redemption Amount:                                                                   | €1,000 per Calculation Amount                                                                             |
| 23. | 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

- |     |                                                               |                                                                                                                                  |
|-----|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| 24. | Form of Notes:                                                |                                                                                                                                  |
|     | (a) Form:                                                     | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event |
|     | (b) New Global Note:                                          | Yes                                                                                                                              |
| 25. | Additional Financial Centre(s):                               | Not Applicable                                                                                                                   |
| 26. | Talons for future Coupons to be attached to Definitive Notes: | No                                                                                                                               |

*Signed on behalf of FCA Bank S.p.A., acting through its Irish branch*

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 €600 related to admission to trading:

### 2. RATINGS

Ratings: The Notes to be issued have been rated

Baa1 by Moody's Investors Service Ltd. (**Moody's**);

BBB- by S&P Global Ratings 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 any 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 their affiliates in the ordinary course of business

### 4. YIELD (*Fixed Rate Notes only*)

Indication of yield: 0.367 per cent.

### 5. OPERATIONAL INFORMATION

- (i) ISIN: XS1697916358
- (ii) Common Code: 169791635
- (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: Banca IMI S.p.A.  
Citigroup Global Markets Limited  
Crédit Agricole Corporate and Investment Bank  
UniCredit Bank AG
- (iii) Date of Subscription Agreement: 10 October 2017
- (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
- (vii) Prohibition of Sales to EEA Retail Investors: Not Applicable