

## OPERATIONAL INFORMATION SHEET

**IMPORTANT: You must read the following before continuing. The following applies to the Final Terms dated 15 January 2018 following this page (the "Final Terms") relating to the €850,000,000 Floating Rate Notes due June 2021 (the "Notes") of FCA Bank S.p.A., acting through its Irish branch (the "Issuer") under its €10,000,000,000 Euro Medium Term Note Programme, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Final Terms.**

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (MiFID II); (ii) a customer within the meaning of Directive 2002/92/EC (IMD), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the Prospectus Directive). Consequently no key information document required by Regulation (EU) No 1286/2014 (the PRIIPs Regulation) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

## FINAL TERMS

15 January 2018

**FCA Bank S.p.A., acting through its Irish branch**  
**Issue of €850,000,000 Floating Rate Notes due June 2021**  
**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, 14 September 2017 and 13 November 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.

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|----|--|---|
| 1. | Issuer:  | FCA Bank S.p.A. acting through its Irish branch |
| 2. | (a) Series Number:   | FCAC-30 01/2018                                 |
|    | (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:  | €850,000,000                                    |

	(b) Tranche:	€850,000,000
5.	Issue Price:	100 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:	17 January 2018
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	Interest Payment Date falling in or nearest to June 2021
9.	Interest Basis:	In respect of the First Interest Period (as defined below), 2 month EURIBOR + 0.33 per cent. Floating Rate  In respect of all subsequent Interest Periods, 3 month EURIBOR + 0.33 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) Date Board approval for issuance of Notes obtained:	19 January 2017

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

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 17 March, 17 June, 17 September and 17 December in each year (each an <b>Interest Payment Date</b> ), commencing on 17 March 2018, 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 March 2018 (the **First Interest Period**).

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| (b) | Business Day Convention:   | Modified Following Business Day Convention  |
| (c) | Additional Business Centre(s):   | Not Applicable  |
| (d) | Manner in which the Rate of Interest and Interest Amount is to be determined:                  | Screen Rate Determination   |
| (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 2 month EURIBOR will apply to the First Interest Period        |
|     | • Interest Determination Date(s):  | The second day on which the TARGET2 System is open prior to the start of each Interest Period |
|     | • Relevant Screen Page:  | Reuters 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):   | +0.33 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**

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|-----|--|---|
| 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**

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|-----|---|--|
| 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 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: Not Applicable

### 5. OPERATIONAL INFORMATION

- (i) ISIN: XS1753030490
- (ii) Common Code: 175303049
- (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: Citigroup Global Markets Limited  
Crédit Agricole Corporate and Investment Bank  
Mediobanca – Banca di Credito Finanziario S.p.A.  
Merrill Lynch International  
UniCredit Bank AG
- (iii) Date of Subscription Agreement: 15 January 2018
- (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: Applicable