

FINAL TERMS

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 (as amended, **MiFID II**); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the **Insurance Mediation Directive**), 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 (as amended, 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.

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 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.

20 February 2019

FCA Bank S.p.A., acting through its Irish branch

Legal entity identifier (LEI): 549300V1VN70Q7PQ7234

**Issue of €650,000,000 1.250 per cent. Notes due 21 June 2022
under the €12,000,000,000**

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 17 April 2018 and the supplements to it dated respectively 8 August 2018, 3 December 2018 and 21 January 2019 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 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-34 02/2019 |
| | (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: | €650,000,000 |

	(b) Tranche:	€650,000,000
5.	Issue Price:	99.737 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 February 2019
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	21 June 2022
9.	Interest Basis:	1.250 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:	Issuer Call Change of Control Put (see paragraph 18 and 20 below)
13.	(a) Status of the Notes:	Senior
	(b) Date Board approval for issuance of Notes obtained:	19 January 2018

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	1.250 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	21 June in each year from and including 21 June 2019 up 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 June 2019 (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):	€4.11 per Calculation Amount, payable on the Interest Payment Date falling on 21 June 2019

	(e) Day Count Fraction:	Actual/Actual (ICMA)
	(f) Determination Date(s):	21 June 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 days
18.	Issuer Call:	Applicable
	(a) Optional Redemption Date(s):	21 May 2022 or any date thereafter up to but excluding the Maturity Date
	(b) Optional Redemption Amount:	€1,000 per Calculation Amount
	(c) If redeemable in part:	
	(i) Minimum Redemption Amount:	€100,000
	(ii) Maximum Redemption Amount:	€650,000,000
	(d) Notice periods:	Maximum period: 90 days Minimum period: 5 days
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 plc trading as Euronext Dublin for the Notes to be admitted to the Official List and Trading on its Main Securities Market with effect from the Issue Date.
- (ii) Estimate and total expenses related to admission to trading: €1,000

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- Baa1 by Moody's France SAS (**Moody's**);
- BBB by S&P Global Ratings, acting through S&P Global Ratings Europe Limited, Italy Branch (**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: 1.332 per cent. per annum

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1954697923
- (ii) Common Code: 195469792
- (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.
Banco Bilbao Vizcaya Argentaria, S.A.
Banco Santander S.A
BNP PARIBAS
Citigroup Global Markets Limited
Crédit Agricole Corporate and Investment Bank
ING Bank N.V.
J.P. Morgan Securities plc
Mediobanca – Banca di credito finanziario S.p.A.
Merrill Lynch International
NatWest Markets Plc
SMBC Nikko Capital Markets Limited
UniCredit Bank AG
Unione di Banche Italiane S.p.A.
- (iii) Date of Subscription Agreement: 20 February 2019
- (iv) Stabilisation 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