

THIRD SUPPLEMENT DATED 6 NOVEMBER 2015 TO THE BASE PROSPECTUS DATED 31 MARCH 2015



FCA CAPITAL IRELAND P.L.C.

(incorporated with limited liability in Ireland)

€6,000,000,000

**Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by**



FCA BANK S.p.A.

(incorporated with limited liability in the Republic of Italy)

This third Supplement (the **Supplement**) to the Base Prospectus dated 31 March 2015, as previously supplemented by the supplements dated 3 July 2015 and 12 August 2015 (the **Base Prospectus**), constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the **Prospectus Regulations**) and is prepared in order to update the Base Prospectus relating to the Euro Medium Term Note Programme (the **Programme**) established by FCA Capital Ireland p.l.c. (the **Issuer**) and unconditionally and irrevocably guaranteed by FCA Bank S.p.A. (the **Guarantor**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer and Guarantor.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The language of this Supplement is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

The Issuer accepts responsibility for the information contained in this Supplement and the Guarantor accepts responsibility for the information relating to itself contained in this Supplement. To the best of the knowledge and belief of the Issuer and, in respect of the information relating to itself only, the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to (a) update the information contained in the Base Prospectus regarding the long-term rating assigned by Standard & Poor's Credit Market Services Italy S.r.l. to the Guarantor and (b) update the paragraph entitled "History and Development" in the Description of the Guarantor section of the Base Prospectus.

UPDATE OF THE INFORMATION REGARDING THE LONG-TERM RATING ASSIGNED BY S&P TO THE GUARANTOR

The text which appears on page 2, second paragraph of the Base Prospectus is no longer correct and the current position is set out below.

The second paragraph appearing on page 2 of the Base Prospectus is hereby deleted in its entirety and replaced as follows:

"The rating of certain Series of Notes to be issued under the Programme may be specified in the applicable Final Terms. Whether or not each credit rating applied for in relation to relevant Series of Notes will be issued by a credit rating agency established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**) will be disclosed in the Final Terms. Such credit rating agency will be included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation). The Guarantor has been assigned a long-term rating of Baa2 (outlook stable) by Moody's Investors Service Ltd. (**Moody's**), BBB (outlook positive) by Fitch Ratings Ltd. (**Fitch**) and BB+ (outlook positive) by Standard & Poor's Credit Market Services Italy S.r.l., a division of the McGraw-Hill Companies Inc. (**S&P**). Each of Moody's, Fitch and S&P is established in the European Union and registered under the CRA Regulation, and is included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority referenced above. Please also refer to "*Credit ratings may not reflect all risks*" in the "*Risk Factors*" section of this Base Prospectus."

DESCRIPTION OF THE GUARANTOR - HISTORY AND DEVELOPMENT

The following paragraph shall be added at the end of the subsection "History and Development" in the Description of the Guarantor section on page 78 of the Base Prospectus:

"Starting from July 2015, FCA Bank has become the financial services provider of Erwin Hymer Group (**EHG**), offering a comprehensive range of services dedicated to the dealer network and customer financing of the German multinational group. The agreement will be dedicated to the distribution network and to final customers of all EHG brands, and will cover all FCA Bank's European countries where EHG sells motorhomes and caravans."

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.