

**FIRST SUPPLEMENT DATED 4 APRIL 2017 TO THE BASE PROSPECTUS DATED 20
MARCH 2017**



FCA BANK S.p.A.
(incorporated with limited liability in the Republic of Italy)

acting through

FCA BANK S.p.A., IRISH BRANCH

€10,000,000,000
Euro Medium Term Note Programme

This first Supplement (the **Supplement**) to the Base Prospectus dated 20 March 2017 (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 Bank S.p.A., acting through its Irish branch (the **Issuer** or **FCA Bank**). 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.

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. To the best of the knowledge and belief of the Issuer 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 update the table contained in the Base Prospectus which sets out certain information regarding the members of the board of directors of the Issuer.

UPDATE OF THE TABLE WHICH SETS OUT CERTAIN INFORMATION REGARDING THE MEMBERS OF THE BOARD OF DIRECTORS OF THE ISSUER

On 23 March 2017 the Board of Directors of the Issuer resolved the appointment of Valerie Wanquet and Paola De Vincentiis, respectively, as Director and Independent Director of FCA Bank.

The information set out in the table under the paragraph headed “*Board of Directors*” in the sub-section “*Administrative, Management and Supervisory Bodies*” in the section “*Description of FCA Bank*” which appears on page 97 and 98 of the Base Prospectus is no longer correct and the current position is set out below.

The information set out in the table under the paragraph headed “*Board of Directors*” in the sub-section “*Administrative, Management and Supervisory Bodies*” in the section “*Description of FCA Bank*” which appears on page 97 and 98 of the Base Prospectus is hereby deleted in its entirety and replaced as set out below.

“The table below sets out certain information regarding the members of the board of directors of FCA Bank as at the date of this Base Prospectus.

<u>Name</u>	<u>Position</u>	<u>Year first Appointed to the Board of Directors</u>	<u>Principal Offices Outside of the FCA Bank Group</u>
P. Dumont	Chairman of the Board	2009	Deputy Managing Director of Crédit Agricole S.A. for Specialized Financial Services; CA Consumer Finance SA – Chief Executive Officer Group; member of the Comité Executif and of the Comité de Direction of Crédit Agricole; Agos Ducato S.p.A – Chairman of the Board
G. Carelli	Chief Executive Officer and General Manager	2014	
V. Wanquet	Director	2017	CA Consumer Finance SA – Group Chief Financial Officer, and Member of the Group Executive Committee
G. Maioli	Director	2012	Cariparma S.p.A., CEO and General Manager – Italy Senior Country Manager of Crédit Agricole Group and member of the Comité Executif of Crédit Agricole
R.K. Palmer	Director	2010	Fiat Chrysler Automobiles Group – Chief Financial Officer
B. Manuelli.....	Director	2006	CA Consumer Finance SA – Head of International Automotive Partnerships
A. Altavilla.....	Director	2013	Fiat Chrysler Automobiles Group- Chief Operating Officer EMEA Region and EVP Business Development

<u>Name</u>	<u>Position</u>	<u>Year first Appointed to the Board of Directors</u>	<u>Principal Offices Outside of the FCA Bank Group</u>
A. Faina.....	Director	2014	FCA – Head of Group Financial Services; Fidis S.p.A. – Chief Executive Officer and General Manager
A. Giorio	Independent Director	2014	AUXE Partners s.r.l. – Risk & Capital Management Advisory, Managing Director
P. De Vincentiis.....	Independent Director	2017	Full professor of Banking and Finance, University of Torino, Italy”

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.