

FIFTH SUPPLEMENT DATED 9 MARCH 2018 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 fifth Supplement (the **Supplement**) to the Base Prospectus dated 20 March 2017, as supplemented by the supplements dated 4 April 2017, 12 June 2017, 14 September 2017 and 13 November 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**). 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.

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 (i) the “*Important Information*” section of the Base Prospectus; (ii) the “*Documents Incorporated by Reference*” section of the Base Prospectus to incorporate by reference (a) the audited consolidated financial statements of FCA Bank for the financial year ended 31 December 2017, (b) the press release of FCA Bank dated 15 February 2018, and (c) the press release of FCA Bank dated 27 February 2018, (iii) the paragraph entitled “*Change of control of FCA Bank*” in the “*Risk Factors - Factors that may affect the Issuer’s ability to fulfil its obligations under the Notes issued under the Programme*” section of the Base Prospectus, (iv) the form of Final Terms set out under the “*Applicable Final Terms*” section of the Base Prospectus, (v)

the paragraph entitled “2. *History and Development*” in the “*Description of FCA Bank*” section of the Base Prospectus and (vi) the paragraph entitled “*Significant or Material Change*” in the “*General Information*” section of the Base Prospectus.

IMPORTANT INFORMATION

The paragraphs below are inserted on page 4 under the section headed “*Important Information*” after the paragraph titled “IMPORTANT – EEA RETAIL INVESTORS”.

“**MIFID II product governance / target market** – The Final Terms in respect of any Notes will include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the **MiFID Product Governance Rules**), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.”

DOCUMENTS INCORPORATED BY REFERENCE

Issuer Financial Statements

On 22 February 2018, FCA Bank’s board of directors approved the consolidated financial statements of FCA Bank for the financial year ended 31 December 2017, together with the auditors’ report prepared in connection therewith (the **Financial Statements**).

The table below sets out the relevant page references for the sections of the Financial Statements.

By virtue of this Supplement, the sections of the Financial Statements identified in the table below are incorporated by reference in, and form part of, the Base Prospectus. Any non-incorporated parts of the Financial Statements are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement.

At page 38 under the section headed “*Documents Incorporated by Reference*”, first paragraph, a new letter (d) is added as follows:

- “(d) the consolidated financial statements of FCA Bank for the financial year ended 31 December 2017, together with the auditors' report thereon (which can be found on the following website: <https://www.fcabankgroup.com/en/investor-relations/statements-and-reports>), including the information set out therein at the following pages in particular:

Consolidated Statement of Financial Position	Pages 116-117
Consolidated Income Statement	Page 118
Consolidated Statement of Comprehensive Income	Page 119
Consolidated Statement of Changes in Equity	Pages 120-121

Consolidated Statement of Cash Flows	Pages 122-123
Notes on the Consolidated Financial Statements	Pages 124-308
Independent Auditor’s Report on the Consolidated Financial Statements	Pages 312-319”

Press Release dated 15 February 2018

On 15 February 2018, FCA Bank issued a press release announcing that FCA Italy S.p.A., Crédit Agricole S.A. and Crédit Agricole Consumer Finance S.A. have reached an agreement for the extension of their joint venture in FCA Bank up to 31 December 2022.

At page 38 under the section headed “*Documents Incorporated by Reference*”, first paragraph, a new letter (e) is added as follows:

“(e) the press release of FCA Bank “*Extension of FCA Bank partnership between Fiat Chrysler Automobiles and Credit Agricole*” dated 15 February 2018 (which can be found on the following website: <https://www.fcabankgroup.com/en/press-area>).”

Press Release dated 27 February 2018

On 27 February 2018, FCA Bank issued a press release announcing the renewal of its relationship with Jaguar Land Rover.

At page 38 under the section headed “*Documents Incorporated by Reference*”, first paragraph, a new letter (f) is added as follows:

“(f) the press release of FCA Bank “*FCA Bank to continue working with Jaguar Land Rover*” dated 27 February 2018 (which can be found on the following website: <https://www.fcabankgroup.com/en/press-area>).”

UPDATE OF THE PARAGRAPH ENTITLED “CHANGE OF CONTROL OF FCA BANK” IN THE “RISK FACTORS - FACTORS THAT MAY AFFECT THE ISSUER’S ABILITY TO FULFIL ITS OBLIGATIONS UNDER THE NOTES ISSUED UNDER THE PROGRAMME” SECTION OF THE BASE PROSPECTUS

The paragraph headed “*Change of control of FCA Bank*” in the “*Risk Factors - Factors that may affect the Issuer’s ability to fulfil its obligations under the Notes issued under the Programme*” which appears on page 17 of the Base Prospectus is hereby deleted in its entirety and replaced as set out below.

“*Change of control of FCA Bank*”

A joint venture agreement (the **JVA**) between FCA Italy (formerly Fiat Group Automobiles S.p.A. and Fiat Auto S.p.A.) and Crédit Agricole Consumer Finance was signed on 28 December 2006 with a minimum term of eight years, indefinitely extendable thereafter. Since December 2006, FCA Italy, Crédit Agricole and Crédit Agricole Consumer Finance, as the original parties to the JVA have entered into numerous amendment agreements (the **JVA Amendments**) to, amongst other things, extend the duration of the JVA. For the purposes of good order, the parties executed a restated and consolidated version of the JVA on 8 November 2013 (the **Restated JVA**). The JVA is currently set to expire on 31 December 2022, and provides for the possibility of automatic renewals up to December 2024 unless a termination notice is served in the period from 1 January 2019 to 30 June 2019 (both dates inclusive). Following December 2024, renewal for additional three-year periods

remains possible, unless an analogous termination notice is served by either party. The parties agreed to extend the term of the JVA in order to ensure the long-term sustainability of the FCA Bank Group, which will continue to benefit from the financial support of the Crédit Agricole Group. If either FCA Italy or Crédit Agricole Consumer Finance were to divest its shareholding in FCA Bank, this could negatively affect FCA Bank's business, results of operations, its ability to access funding and its credit ratings (and consequently its cost of funding), which could have a material adverse effect on the ability of the Issuer to meet its obligations under the Notes. For further details, please see the risk factor entitled "*FCA Bank is dependent on its shareholders*".

In addition, if FCA Bank experiences a change of control, the Issuer may be required to repurchase some or all of the outstanding Notes, if any, and may be required to repay certain other outstanding debt obligations. Also, certain of FCA Bank's existing credit facilities may provide that certain change of control events in relation to FCA Bank constitute an event of default or acceleration. Such an event would entitle the lenders thereunder to, among other things, cause all outstanding debt obligations under the relevant credit facility to become due and payable and to proceed against the collateral, if any, securing such credit facility. An event of default or an acceleration of any of FCA Bank's credit facilities may also cause a default under the terms of other indebtedness of FCA Bank. There can be no assurance that, in such a situation, FCA Bank would have sufficient assets or be able to obtain sufficient third party financing to satisfy all of its obligations under its credit facilities, any Notes or other indebtedness which have become due and payable."

UPDATE OF THE PARAGRAPH ENTITLED "2. HISTORY AND DEVELOPMENT" IN THE "DESCRIPTION OF FCA BANK" SECTION OF THE BASE PROSPECTUS

The text of the sixth sub-paragraph contained in the paragraph headed "*2. History and Development*" in the "*Description of FCA Bank*" which appears on page 83 of the Base Prospectus is hereby deleted in its entirety and replaced as set out below.

"In July 2008, the FCA Bank Group signed a co-operation agreement with Jaguar and Land Rover, on the basis of which it has gradually been developing a comprehensive range of financial products (both retail financing and dealer network financing) for Jaguar and Land Rover dealers and customers in certain European countries, with a minimum term up to 31 January 2014 which was then extended up to 31 December 2017 for the mainland European countries. During 2017, negotiations were completed for the contractual renewal of the partnership with Jaguar Land Rover, resulting in the execution of a new co-operation agreement for a term of 5 years effective from 1 January 2018."

The text of the eighth sub-paragraph contained in the paragraph headed "*2. History and Development*" in the "*Description of FCA Bank*" which appears on page 83 of the Base Prospectus is hereby deleted in its entirety and replaced as set out below.

"Since December 2006, FCA Italy, Crédit Agricole and Crédit Agricole Consumer Finance, as the original parties to the JVA, have entered into numerous amendment agreements (the **JVA Amendments**) to, amongst other things, extend the duration of the JVA. For the purposes of good order, the parties executed a restated and consolidated version of the JVA on 8 November 2013 (the **Restated JVA**). The JVA is currently set to expire on 31 December 2022, and provides for the possibility of automatic renewals up to December 2024 unless a termination notice is served in the period from 1 January 2019 to 30 June 2019 (both dates inclusive). Following December 2024, renewal for additional three-year periods remains possible, unless an analogous termination notice is served by either party. The parties agreed to extend the term of the JVA in order to ensure the long-term sustainability of the FCA Bank Group, which will continue to benefit from the financial support of the Crédit Agricole Group."

APPLICABLE FINAL TERMS

The paragraph below is inserted on page 43 of the Base Prospectus after the paragraph titled “PROHIBITION OF SALES TO EEA RETAIL INVESTORS”.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/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, the **MiFID II**)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [The target market assessment indicates that Notes are incompatible with the needs, characteristic and objectives of clients which are [fully risk averse/have no risk tolerance or are seeking on-demand full repayment of the amounts invested]]. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer[’s/s’] 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 manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.

SIGNIFICANT OR MATERIAL CHANGE

The paragraph headed “*Significant or Material Change*” in the “*General Information*” which appears on page 119 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial or trading position of FCA Bank or the FCA Bank Group since 31 December 2017 and there has been no material adverse change in the financial position or prospects of FCA Bank or the FCA Bank Group since 31 December 2017.”

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.