

**FOURTH SUPPLEMENT DATED 9 APRIL 2019 TO THE BASE PROSPECTUS DATED 17
APRIL 2018**



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

acting through

FCA BANK S.p.A., IRISH BRANCH

€12,000,000,000
Euro Medium Term Note Programme

This fourth Supplement (the **Supplement**) to the Base Prospectus dated 17 April 2018, as supplemented by the supplements dated 8 August 2018, 3 December 2018, and 21 January 2019 (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 “*Documents Incorporated by Reference*” section of the Base Prospectus to incorporate by reference the audited consolidated financial statements of FCA Bank for the financial year ended 31 December 2018, and (ii) the paragraph entitled “*Significant or Material Change*” in the “*General Information*” section of the Base Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

Issuer Financial Statements

On 22 February 2019, FCA Bank’s board of directors approved the consolidated financial statements of FCA Bank for the financial year ended 31 December 2018, 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 42 at the end of the section headed “*Documents Incorporated by Reference*”, a new letter (j) is added as follows:

“(j) the consolidated financial statements of FCA Bank for the financial year ended 31 December 2018, 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 155-156
Consolidated Income Statement	Pages 157-158
Consolidated Statement of Comprehensive Income	Page 159
Consolidated Statement of Changes in Equity	Pages 160-161
Consolidated Statement of Cash Flows	Page 162
Notes on the Consolidated Financial Statements	Pages 164-376
Independent Auditor’s Report on the Consolidated Financial Statements	Pages 387-396”

SIGNIFICANT OR MATERIAL CHANGE

The paragraph headed “*Significant or Material Change*” in the “*General Information*” which appears on page 124 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 2018 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 2018.”

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.