

**THIRD SUPPLEMENT DATED 7 APRIL 2021 TO THE BASE PROSPECTUS DATED 12
JUNE 2020**



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 third Supplement (the **Supplement**) to the Base Prospectus dated 12 June 2020 (the **Base Prospectus**) as supplemented by the Supplements dated 7 August 2020 and 21 January 2021 which together comprise a base prospectus for the purposes of the Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with 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. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129, as amended.

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.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge 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.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes

Purpose of the Supplement

The purpose of this Supplement is to update the following sections of the Base Prospectus: (i) “*Important Information*”, (ii) “*Documents incorporated by reference*”, (iii) “*Description of FCA Bank*” and (iv) “*General Information*”.

UPDATE OF “IMPORTANT INFORMATION” SECTION OF THE BASE PROSPECTUS

After the thirteenth paragraph of the “*Important Information*” section on page 5 of the Base Prospectus the following new paragraph is added:

“In this Base Prospectus, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.”

UPDATE OF “DOCUMENTS INCORPORATED BY REFERENCE” SECTION OF THE BASE PROSPECTUS

On 26 February 2021, FCA Bank’s board of directors approved the consolidated financial statements of FCA Bank for the financial year ended 31 December 2020, 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 (which, for the avoidance of doubt, means any parts not listed in the cross-reference list below) are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

At page 39 at the end of the section headed “*Documents Incorporated by Reference*”, a new letter (d) is added as follows:

“(d) the consolidated financial statements of FCA Bank for the financial year ended 31 December 2020, 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 100 to 101
Consolidated Income Statement	Page 102
Consolidated Statement of Comprehensive Income	Page 103
Consolidated Statement of Changes in Equity	Pages 104 to 105
Consolidated Statement of Cash Flows	Pages 106 to 107
Notes to the Consolidated Financial Statements	Pages 108 to 316
Independent Auditor’s Report on the Consolidated Financial Statements	Pages 324 to 332”

UPDATE OF “DESCRIPTION OF FCA BANK” SECTION OF THE BASE PROSPECTUS

Sub-paragraph 8.1 “*Board of Directors*” on pages 106-107 of the Base Prospectus shall hereby be deleted in its entirety and replaced as set out below:

“8.1 Board of Directors

The table below sets out certain information regarding the members of the board of directors of FCA Bank as at the date hereof.

Name	Position	Year first appointed to the Board of Directors	Principal Offices Outside of the FCA Bank Group
S. Priami.....	Chairman of the Board	2020	Deputy Chief Executive Officer of Crédit Agricole S.A. for Specialized Financial Services; CA Consumer Finance SA – Chief Executive Officer; Member of the Comité Exécutif 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 (non-executive)	2017	CA Consumer Finance SA – Deputy Chief Executive Officer, Responsible International, Finance and Legal
Olivier Guilhamon	Director (non-executive)	2019	Crédit Agricole Italia S.p.A., Deputy General Manager
P. de Rovira.....	Director (non-executive)	2021	Stellantis Group – Chief Affiliates Officer (Sales Finance, Used Cars, Parts & Service, and Retail Owned Network)
R. Bouligny	Director (non-executive)	2020	CA Consumer Finance SA – Head of International Automotive Partnerships
D. Mele	Director (non-executive)	2018	Stellantis Group – Deputy Chief Operating Officer Enlarged Europe
A. Faina.....	Director (non-executive)	2014	Stellantis Group – Head of Financial Services; Fidis S.p.A. – Chief Executive Officer and General Manager
A. Giorio	Independent Director (non-executive)	2014	AUXE Partners s.r.l. – Risk & Capital Management Advisory, Managing Director
P. De Vincentiis.....	Independent Director (non-executive)	2017	Full professor of Banking and Finance, University of Torino, Italy

The business address of each member of the board of directors is Corso G. Agnelli, 200, 10135 Turin, Italy. Of the ten directors, five members (of which one being independent) were appointed from the list of candidates put forward by the shareholder FCA Italy and five members (of which one being independent) were appointed from the list of candidates put forward by the shareholder Crédit Agricole Consumer Finance.

The Chief Executive Officer (**CEO**) is appointed by the board of directors from the list of directors put forward by the shareholder FCA Italy and is responsible for the day-to-day management of the JV, within the limits of the powers delegated to him by the board of directors. The Chief Financial Officer (**CFO**) is appointed by the board of directors following designation by the shareholder Crédit Agricole Consumer Finance.”

Sub-paragraph 8.2 “*Statutory Auditors*” on page 107 of the Base Prospectus shall hereby be deleted in its entirety and replaced as set out below:

“8.2 Statutory Auditors

The board of statutory auditors is composed of three regular auditors and two alternate auditors. They may hold other positions as directors or regular auditors within the limits prescribed by law and regulation.

Following the resolutions adopted at the shareholders’ meeting of 29 March 2021, the board of statutory auditors is currently made up of the Chairman Valter Cantino, the regular auditors Maria Ludovica Giovanardi and Vincenzo Maurizio Dispinzeri, and the alternate auditors Francesca Pasqualin and Giovanni Ossola.”

UPDATE OF “GENERAL INFORMATION” SECTION OF THE BASE PROSPECTUS

Significant or Material Change Statements

The paragraph "*Significant or Material Change*" on page 145 of the Base Prospectus shall hereby be deleted in its entirety and replaced as set out below:

“Save as disclosed in in paragraph “10. Recent Developments” at pages 111 to 113 of this Base Prospectus, there has been no significant change in the financial performance or financial position of the FCA Bank or the FCA Bank Group since 31 December 2020 and there has been no material adverse change in the prospects of FCA Bank or the FCA Bank Group since 31 December 2020.”

Auditors

The paragraph "*Auditors*" on page 145 of the Base Prospectus shall hereby be deleted in its entirety and replaced as set out below:

“The auditors of FCA Bank for the periods ended 31 December 2020, 31 December 2019 and 2018 are EY S.p.A., chartered accountants and registered auditors. The auditors of FCA Bank have no material interest in FCA Bank. EY S.p.A. is authorised and regulated by the Italian Ministry of Economy and Finance (MEF) and registered on the special register of auditing firms held by the MEF. The registered office of EY S.p.A. is at Via Lombardia, 31, 00187 Rome, Italy, whereas the business address of EY S.p.A. is Via Meucci, 5, 10121 Turin, Italy. EY S.p.A. is a member of ASSIREVI, the Italian association of auditing firms.

The reports of the auditors of the Issuer are incorporated in the form and context in which they are incorporated, with the consent of the relevant auditors.

At the general meeting held on 25 March 2020, PricewaterhouseCoopers S.p.A. were appointed as auditors of the Issuer for the years ending 31 December 2021 to 31 December 2029.

PricewaterhouseCoopers S.p.A. is registered under No. 119644 in the Register of Accountancy Auditors (*Registro dei Revisori Legali*), held by the Ministry of Economy and Finance, in compliance with the provisions of the Legislative Decree of 27 January 2010, No. 39. PricewaterhouseCoopers S.p.A., which is located at Piazza Tre Torri 2, 20145, Milan, Italy, is also a member of ASSIREVI, the Italian association of auditing firms.”

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 material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.