



CNH Industrial N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands No. 56532474)

*as Issuer and as Guarantor, in respect of Notes issued by  
CNH Industrial Finance Europe S.A. and CNH Industrial Finance North America, Inc.  
and*

CNH Industrial Finance Europe S.A.

(Incorporated with limited liability under the laws of the Grand-Duchy of Luxembourg;  
*Registre de Commerce et des Sociétés de Luxembourg* No. B-155849)

*as Issuer  
and*

CNH Industrial Finance North America, Inc.

(Incorporated under the laws of the State of Delaware)

*as Issuer*

**€10,000,000,000**

**Global Medium Term Note Programme**

This base prospectus supplement (the **Supplement**) is supplemental to and should be read in conjunction with the Base Prospectus dated November 15, 2013 (the **Base Prospectus**) in relation to the €10,000,000,000 Global Medium Term Note Programme (the **Programme**) of CNH Industrial N.V. (**CNH Industrial**), CNH Industrial Finance Europe S.A. (**CIFE**) and CNH Industrial Finance North America, Inc. (**CIFNA**) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by CIFE and CIFNA will be unconditionally and irrevocably guaranteed by CNH Industrial (in such capacity, the **Guarantor**). This Supplement constitutes a base prospectus supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) and is prepared in connection with the Programme. 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.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

CNH Industrial, in its capacity as an Issuer, accepts responsibility for the information contained in this document, with the exception of any information in respect of CIFE and CIFNA. To the best of the knowledge of CNH Industrial, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

CNH Industrial, in its capacity as a Guarantor, accepts responsibility only for the information contained in this document relating to itself and to the Guarantee. To the best of the knowledge of the Guarantor, the information contained in those parts of this document relating to itself and to the Guarantee is in accordance with the facts and does not omit anything likely to affect the importance of such information.

CIFE accepts responsibility for the information contained in this document, with the exception of any information in respect of CIFNA and CNH Industrial when either of CIFNA or CNH Industrial is acting as an Issuer. To the best of the knowledge of CIFE, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

CIFNA accepts responsibility for the information contained in this document, with the exception of any information in respect of CIFE and CNH Industrial when either of CIFE or CNH Industrial is acting as an Issuer. To the best of the knowledge of CIFNA, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the importance of such information.

On January 30, 2014, CNH Industrial issued a press release with its 2013 Full-Year and Fourth Quarter Results for the periods ended December 31, 2013, which includes its unaudited consolidated financial results as at and for the twelve months ended December 31, 2013 and as at and for the three months ended December 31, 2013. Copies of these unaudited consolidated financial results that were filed with the U.S. Securities and Exchange Commission, the *Autoriteit Financiële Markten* (AFM), the *Commissione Nazionale per le Società e la Borsa* (CONSOB) and with the Central Bank are available on CNH Industrial's website at [http://www.cnhindustrial.com/en-US/media\\_center/press\\_release\\_cnh/FiatDocuments/2014/20140130\\_CNH\\_Industrial\\_2013\\_FY\\_Press\\_Release.pdf](http://www.cnhindustrial.com/en-US/media_center/press_release_cnh/FiatDocuments/2014/20140130_CNH_Industrial_2013_FY_Press_Release.pdf) and, by virtue of this Supplement, such unaudited consolidated financial results are deemed to be incorporated in, and form part of, the Base Prospectus. Neither CNH Industrial's website nor its content (except for the unaudited consolidated financial results available at the link mentioned above) form part of this Supplement. Copies of all documents incorporated by reference in the Base Prospectus can be obtained free of charge from the registered offices of each of CIFE and CIFNA, the principal office of CNH Industrial and at the offices of the paying agents.

On January 28, 2014, CNH Industrial and BNP Paribas Leasing Solutions, the shareholders of CNH Industrial Capital Europe, agreed to extend the scope of the joint venture's business operations to the Group's Truck and Commercial Vehicles segment in Italy, Germany, France, the United Kingdom and in other major European markets. This extension has been approved by the French banking regulatory authority (*Autorité de contrôle prudentiel et de résolution* or ACPR). Since 1997, CNH Industrial Capital Europe has provided leasing and financing to CNH Industrial's customers of the Agricultural and Construction Equipment segment in Europe. It currently finances over 40,000 customers in nine countries, for a total amount outstanding of €1.7 billion. As a result of this increase in scope, CNH Industrial Capital Europe is now the captive finance company for all the current CNH Industrial Group businesses in major European countries, other than the FPT Industrial Segment. CNH Industrial Capital Europe will henceforth use the CNH Industrial Capital and Iveco Capital brands for dealer and customer-oriented financing activities.

On December 18, 2013, CNH Industrial Finance S.p.A. (**CNH Industrial Finance**), a wholly-owned subsidiary of CNH Industrial and prior to that date, the owner of 100% of the outstanding shares of CIFNA and CIFE, transferred 60% of the outstanding shares of each of CIFNA and CIFE to CNH Industrial. Following the completion of the transaction, 40% of the outstanding shares of each of CIFNA and CIFE are held by CNH Industrial Finance and 60% of the outstanding shares of each of CIFNA and CIFE are held by CNH Industrial.

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.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, such statements described in clause (b) will be deemed to be superseded by such statements described in clause (a).

Save as disclosed in this Supplement no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus, which is capable of affecting the assessment of Notes issued under the Programme, has arisen or been noted, as the case may be, since the publication of the Base Prospectus.