



## Fiat 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. 155849)

## Fiat Industrial Finance North America, Inc.

(Incorporated under the laws of the State of Delaware)

€10,000,000,000

### Global Medium Term Note Programme

unconditionally and irrevocably guaranteed by

## Fiat Industrial S.p.A.

(incorporated as a *Società per Azioni* under the laws of the Republic of Italy)

This base prospectus supplement (the **Supplement**) is supplemental to and should be read in conjunction with the Base Prospectus dated 9 April 2013 (the **Base Prospectus**) in relation to the €10,000,000,000 Global Medium Term Note Programme (the **Programme**) of Fiat Industrial Finance Europe S.A. (FIFE) and Fiat Industrial Finance North America, Inc. (FIFNA) (each an **Issuer** and together the **Issuers**) and guaranteed by Fiat Industrial S.p.A. (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.

FIFE accepts responsibility for the information contained in this document, with the exception of any information in respect of FIFNA. To the best of the knowledge of FIFE, 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.

FIFNA accepts responsibility for the information contained in this document, with the exception of any information in respect of FIFE. To the best of the knowledge of FIFNA, 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.

The Guarantor accepts responsibility only for the information contained in this document relating to itself and to the Guarantee, with the exception of any information in respect of FIFE and FIFNA. 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 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 2 August 2013, the Guarantor published its 2013 Half-Year Financial Report for the first half of 2013 which includes its unaudited consolidated financial statements as at and for the six months ended 30 June 2013. Copies of such financial statements were filed with Borsa Italiana S.p.A. (the **Italian Stock Exchange**) and with the Central Bank in accordance with applicable laws and regulations, are set out on pages 25 to 69 of the Half-Year Financial Report for the period ended 30 June 2013 available on the Guarantor's website at [www.fiatindustrial.com/en-us/investor\\_relations/financial\\_reports/Pages/semestrali.aspx](http://www.fiatindustrial.com/en-us/investor_relations/financial_reports/Pages/semestrali.aspx) and, by virtue of this Supplement, such financial statements are deemed to be incorporated in, and form part of, the Base Prospectus. The Guarantor's website and its content (except for the financial statements as at and for the six months ended 30 June 2013 available at the link mentioned above) do not 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 the Issuers and at the offices of the paying agents. Non-incorporated parts of a document referred to above are either not relevant for an investor or are covered elsewhere in the Base Prospectus, as supplemented.

On 8 April 2013, at the annual general shareholders' meeting, the Guarantor's shareholders approved (i) the annual audited stand-alone financial statements of the Guarantor for the year ended 31 December 2012; (ii) the distribution of a dividend of €0.225 per ordinary share, equivalent to a maximum amount of approximately €275.1 million; and (iii) the compensation policy, pursuant to Article 123-ter of Legislative Decree 58/98. In addition, the Guarantor's shareholders elected Nicoletta Paracchini and Paolo Piccatti, who were both candidates from the list presented by Exor S.p.A., as regular auditors and Claudia Mezzabotta, a candidate from the list presented by a group of international and Italian investment management companies and institutional investors, as the chairman of the board of statutory auditors. Giovanna Campanini, Giulia Pusterla and Riccardo Rota were elected as alternate members of the board of statutory auditors.

On 6 June 2013, the Guarantor and CNH Global N.V. (CNH Global) announced that the name of FI CBM Holdings N.V., the Guarantor's subsidiary into which each of the Guarantor and CNH Global are anticipated to merge, will be changed to CNH Industrial N.V. (CNH Industrial).

On 21 June 2013, the Guarantor and CNH Global announced that the registration statement on Form F-4 (the **Registration Statement**) related to the shares which will be issued to the shareholders of each of the Guarantor and CNH Global in connection with the proposed merger of these companies into CNH Industrial (the **Proposed Merger**) has been declared effective by the U.S. Securities and Exchange Commission. The prospectus dated 6 June 2013, included in the Registration Statement, and other documents related to the Proposed Merger, including the documentation regarding the special voting shares of CNH Industrial and their terms and conditions, as well as the Information Document (*Documento Informativo*) which has been prepared in accordance with applicable laws and regulations, are available at the Guarantor's website at [www.fiatindustrial.com/en-US/investor\\_relations/shareholders/combination/Pages/default.aspx](http://www.fiatindustrial.com/en-US/investor_relations/shareholders/combination/Pages/default.aspx) and on CNH Global's website at [www.cnh.com/investors](http://www.cnh.com/investors). CNH Global's website and its content do not form part of this Supplement.

On 9 July 2013, the Guarantor's shareholders approved the Proposed Merger at an extraordinary general shareholders' meeting. The Proposed Merger, which was also approved by CNH Global's shareholders at its extraordinary shareholders' meeting on 23 July 2013, is expected to close during the third quarter of 2013.

In accordance with the relevant provisions of Italian law, the Guarantor's shareholders who did not vote in favor of the Proposed Merger were entitled to exercise a withdrawal right within fifteen days from the registration of the resolutions adopted at the extraordinary general meeting of the shareholders with the Companies' Register of Turin. This registration was made on 12 July 2013. On 9 August 2013, the Guarantor announced that withdrawal rights were exercised by shareholders in relation to 2,741,655 shares, having an aggregate redemption amount equal to €24,392,505. The Guarantor's shareholders that properly exercised their withdrawal rights will be entitled to receive a redemption amount equal to €8.897 per ordinary share of the Guarantor, as determined in accordance with Article 2437-ter of the Italian Civil Code.

The withdrawal rights are subject to completion of the Proposed Merger, which is in turn subject to certain conditions precedent set forth in the merger agreement, including a condition imposing a cap of €325 million in the aggregate on the cash amount required to be paid to withdrawing shareholders pursuant to article 2437-*quater* of the Italian Civil Code (should their shares not be acquired by the Guarantor's other shareholders that have not exercised their withdrawal rights or not be sold on the market under applicable laws and regulations) and amounts to be paid to creditors exercising their opposition rights under Italian law.

At the extraordinary general meeting of the Guarantor's shareholders, it was announced that the members of the future board of directors of CNH Industrial will be John Elkann, Mina Gerowin, Maria Patrizia Grieco, Léo W. Houle, Peter Kalantzis, John Lanaway, Sergio Marchionne, Guido Tabellini, Jacqueline Tammenoms Bakker, Jacques Theurillat and Richard Tobin.

On 30 July 2013, in connection with the Proposed Merger, the Guarantor executed a deed of merger whereby its wholly-controlled entity Fiat Netherlands Holding N.V. was merged into the Guarantor effective 1 August, 2013.

#### Cautionary Statement Regarding Forward-Looking Statements

This Supplement contains forward-looking statements relating to the Guarantor, CNH Global and the proposed business combination between them. All statements included in this Supplement concerning activities, events or developments that are expected, believed or anticipated will or may occur in the future are forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the following: uncertainties as to whether the proposed business combination will be consummated, uncertainties as to the timing of the proposed business combination, uncertainties as to how many shareholders will participate in the proposed business combination, the risk that the announcement of the proposed business combination may make it more difficult for the Guarantor or CNH Global to establish or maintain relationships with its employees, suppliers and other business partners, the risk that the businesses of the Guarantor or CNH Global will be adversely impacted during the pendency of the proposed business combination; the risk that the operations of the Guarantor or CNH Global will not be integrated successfully, and other economic, business and competitive factors affecting the businesses of the Guarantor and CNH Global generally, including those set forth in the Base Prospectus, as supplemented to the date hereof. Any forward-looking statements contained in this Supplement speak only as at the date of this Supplement. Without prejudice to any requirements under applicable laws and regulations, each Issuer and the Guarantor expressly disclaims any obligation or undertaking to disseminate after the date of this Supplement any updates or revisions to any forward-looking statements contained herein to reflect any change in expectations or any change in events, conditions or circumstances on which any such forward-looking statements are based.

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.