



FIAT CHRYSLER AUTOMOBILES

Fiat Chrysler Automobiles N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands No. 60372958)

as Issuer and as Guarantor, in respect of Notes issued by

Fiat Chrysler Finance Europe société anonyme, Fiat Chrysler Finance Canada Ltd. and Fiat Chrysler Finance North America, Inc.
and

Fiat Chrysler Finance Europe

société anonyme

(Incorporated with limited liability under the laws of the Grand-Duchy of Luxembourg;
Registre de Commerce et des Sociétés de Luxembourg No. B-59500)

as Issuer

and

Fiat Chrysler Finance Canada Ltd.

(Incorporated with limited liability under the laws of the Province of Alberta, Canada)

as Issuer

and

Fiat Chrysler Finance North America, Inc.

(Incorporated under the laws of the State of Delaware)

as Issuer

€20,000,000,000

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 April 13, 2016 (the **Base Prospectus**), and the base prospectus supplement dated May 20, 2016, in relation to the €20,000,000,000 Global Medium Term Note Programme (the **Programme**) of Fiat Chrysler Automobiles N.V. (**FCA**), Fiat Chrysler Finance Europe *société anonyme* (**FCFE**), Fiat Chrysler Finance Canada Ltd. (**FCFC**) and Fiat Chrysler Finance North America, Inc. (**FCFNA**) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by FCFE, FCFC and FCFNA will be unconditionally and irrevocably guaranteed by FCA (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.

FCA, in its capacity as an Issuer, accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE, FCFC and FCFNA. To the best of the knowledge of FCA, 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.

FCA, 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.

FCFE accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFNA, FCFC and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFE, 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.

FCFC accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFNA, FCFE and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFC, 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.

FCFNA accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE, FCFC and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFNA, 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 August 4, 2016, FCA published its 2016 Semi-Annual Report as of and for the three and six months ended June 30, 2016 which includes FCA's unaudited condensed consolidated financial statements as of and for the three and six months ended June 30, 2016. Copies of such unaudited condensed consolidated financial statements were filed with the U.S. Securities and Exchange Commission (the **SEC**) and with the Central Bank, are available on pages 28 to 56 of the Semi-Annual Report as of and for the three and six months ended June 30, 2016 available on FCA's website at http://www.fcagroup.com/en-US/investor-relations/financial-information-reports/semi-annual-reports/semi-annual-report/FCA_NV_2016_06_30_Semi-Annual_Report.pdf and, by virtue of this Supplement, such unaudited condensed consolidated financial statements are deemed to be incorporated in, and form part of, the Base Prospectus.

Neither FCA's website nor its content (except for the unaudited condensed consolidated financial statements 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 FCFE, FCFC and FCFNA, the principal office of FCA 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 May 24, 2016, FCA announced that Mr. Reid Bigland was named as the Chief Executive of the Alfa Romeo and Maserati brands. Mr. Bigland has held a number of Sales and Brand Leadership positions within FCA, and is also the Head of U.S. Sales and the Chief Executive of FCA Canada, positions that he continues to hold. Mr. Harald Wester, who previously led the Alfa Romeo and Maserati brands, continues to hold the position as Chief Technology Officer for FCA. Mr. Bigland and Mr. Wester continue to serve on the Group Executive Council (GEC).

On May 30, 2016, FCA announced the completion of the sale by intermediaries on behalf of FCA shareholders that did not timely make arrangements to receive ordinary shares in RCS MediaGroup S.p.A. (RCS) to which they would otherwise be entitled in the distribution. Following the completion of these sales, these shareholders received, in lieu of the distribution of RCS ordinary shares, a cash payment of U.S.\$0.054193 equivalent to €0.048652 per FCA common share which was paid pro rata to the shareholders entitled thereto. This payment, less any applicable withholding tax, was credited to the applicable DTC participant's account.

On July 18, 2016, FCA confirmed that the SEC is conducting an investigation into FCA's reporting of vehicle unit sales to end customers in the U.S. and that inquiries into similar issues have been received from the U.S. Department of Justice. Revenues are recorded by FCA based on shipments to dealers and customers and not on reported vehicle unit sales to end customers. FCA is cooperating with these investigations; however their outcome is uncertain and cannot be predicted at this time.

On July 20, 2016, FCA announced the appointment of Mr. Mark Chernoby, as the Group's new Chief Technical Compliance Officer. This newly created role assumes responsibility for overseeing all regulatory compliance programs in FCA's four operating regions, both in terms of safety and emissions, including Corporate Average Fuel Economy compliance in the U.S. Mr. Chernoby continues to serve on the GEC.

Except as discussed below, the Group believes that the risks and uncertainties identified for the six months ended June 30, 2016 are in line with the main risks and uncertainties to which the Group is exposed and that were identified and discussed in the section "Risk Factors" of the Base Prospectus. Those risks and uncertainties should be read in conjunction with this Supplement.

In July 2016 the U.S. Department of Transportation announced an increased penalty for noncompliance with fuel economy requirements that is approximately two and a half times the current penalty. Although there remains uncertainty as to the model years for which this new penalty will apply, the increased penalty is expected to materially impact our existing regulatory planning strategy. This increased penalty may affect the types of vehicles we produce and sell, and where we can sell them, which could have a material adverse impact on our financial condition and results of operations.

Government and regulatory scrutiny of the automotive industry has also continued to intensify during the course of 2016, and is expected to remain high, particularly in light of recent significant U.S. Environmental Protection Agency ("EPA") actions involving diesel emissions. We have received inquiries from EPA, as it examines the on-road tailpipe emissions of several automakers' vehicles. We are cooperating with these inquiries. We have also received and, when jurisdictionally appropriate, cooperated with similar inquiries from several European Union member state agencies. The results of these inquiries cannot be predicted at this time. This increased governmental scrutiny may also lead to further enforcement actions as well as obligations to modify or recall vehicles, the consequences of which may have a material adverse effect on our business, results of operations and reputation.

Additional risks not known to the Group, or currently believed to be immaterial, could later turn out to have a material effect on the Group's businesses, targets, revenues, income, assets, liquidity or capital resources.

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.