



## 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 October 29, 2014 (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 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 March 4, 2015, CNH Industrial published its Annual Report for the year ended December 31, 2014 (the **2014 EU Annual Report**) which includes (i) its audited consolidated and statutory financial statements as at and for the year ended December 31, 2014, and (ii) the audit report in relation thereto. CNH Industrial's financial statements as at and for the year ended December 31, 2014 will be submitted for the approval of its shareholders at its annual general meeting, which is convened for April 15, 2015. Copies of such audited consolidated and statutory financial statements and the audit report in relation thereto were filed with the U.S. Securities and Exchange Commission, the *Autoriteit Financiële Markten* (AFM) and with the Central Bank, are available on pages 98 to 191 (in the case of the audited consolidated financial statements), on pages 192 to 218 (in the case of the audited statutory financial statements) and on pages 224 to 229 (in the case of the audit report on the audited consolidated and statutory financial statements) of the 2014 EU Annual Report available on CNH Industrial's website at [http://www.cnhindustrial.com/en-US/investor\\_relations/financial\\_information/annual\\_reports/FiatDocuments/CNHI\\_2014\\_EU\\_ANNUAL\\_REPORT.PDF](http://www.cnhindustrial.com/en-US/investor_relations/financial_information/annual_reports/FiatDocuments/CNHI_2014_EU_ANNUAL_REPORT.PDF) and, by virtue of this Supplement, such audited consolidated and statutory financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

On March 4, 2015, CNH Industrial published CIFE's audited financial statements as at and for the year ended December 31, 2014 and the audit report in relation thereto. These financial statements will be submitted for the approval of CIFE's shareholders at its annual general meeting, which will be held on March 5, 2015. Copies of such audited financial statements and the audit report in relation thereto were filed with the Central Bank, are available on CNH Industrial's website at [http://www.cnhindustrial.com/it-IT/investor\\_relations/shareholders/bonds/bilancio\\_emittenti/FiatDocuments/Bilanci%20degli%20Emittenti/CIFE\\_2014\\_Financial\\_Statements.pdf](http://www.cnhindustrial.com/it-IT/investor_relations/shareholders/bonds/bilancio_emittenti/FiatDocuments/Bilanci%20degli%20Emittenti/CIFE_2014_Financial_Statements.pdf), and, by virtue of this Supplement, such audited financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

On March 4, 2015, CNH Industrial published CIFNA's audited financial statements as at and for the year ended December 31, 2014 and the audit report in relation thereto. Copies of such audited financial statements and the audit report in relation thereto were filed with the Central Bank, are available on CNH Industrial's website at [http://www.cnhindustrial.com/it-IT/investor\\_relations/shareholders/bonds/bilancio\\_emittenti/FiatDocuments/Bilanci%20degli%20Emittenti/CIFNA\\_2014\\_Financial\\_Statements.pdf](http://www.cnhindustrial.com/it-IT/investor_relations/shareholders/bonds/bilancio_emittenti/FiatDocuments/Bilanci%20degli%20Emittenti/CIFNA_2014_Financial_Statements.pdf), and, by virtue of this Supplement, such audited financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

Neither CNH Industrial's website nor its content (except for the audited financial statements and audit reports in relation thereto available at the links 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 corporate office of CNH Industrial and at the offices of the paying agents. Non-incorporated parts of any document referred to above are either not relevant for an investor or are covered elsewhere in the Base Prospectus, as supplemented.

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.