



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, 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

€20,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the **Supplement**) is supplemental to and should be read in conjunction with the Base Prospectus dated March 28, 2019 (the **Base Prospectus**) and the base prospectus supplements dated June 7, 2019 and August 12, 2019 in relation to the €20,000,000,000 Euro Medium Term Note Programme (the **Programme**) of Fiat Chrysler Automobiles N.V. (**FCA**) and Fiat Chrysler Finance Europe société anonyme (**FCFE**) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by FCFE 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. 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 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.

On October 31, 2019, FCA published its 2019 Interim Report as of and for the three and nine months ended September 30, 2019 which includes its unaudited interim condensed consolidated financial statements as of and for the three and nine months ended September 30, 2019. Copies of such unaudited interim condensed consolidated financial statements were furnished to the U.S. Securities and Exchange Commission and with the Central Bank, and are available on pages 38 to 78 of the Interim Report available on FCA's website https://www.fcagroup.com/en-US/investors/financial_regulatory/financial_reports/files/FCA_NV_2019.09.30_Interim_Report.pdf and, by virtue of this Supplement, such unaudited interim condensed consolidated financial statements are deemed to be incorporated in, and form part of, the Base Prospectus.

On October 31, 2019, FCA and Peugeot S.A. announced their agreement to work towards a full combination of their respective businesses by way of a 50/50 merger. The proposed transaction would be affected by way of a merger under a Dutch domiciled parent company which would be listed on the Borsa Italiana (Milan), Euronext (Paris) and the New York Stock Exchange. Prior to the completion of the proposed transaction, FCA would distribute to its shareholders a special dividend of €5.5 billion, as well as its shareholding in Comau S.p.A. The proposed transaction would be subject to certain closing conditions, including final board approvals of the binding Memorandum of Understanding and agreement on definitive documentation.

As part of an internal restructuring, FCFE is intending to convert from a société anonyme under the law of Luxembourg into a société en nom collectif under the law of Luxembourg, with the effective date of such conversion expected to be December 31, 2019.

Neither FCA's website nor its content (except for the unaudited interim 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, 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.

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.
