



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 14, 2018 (the Base Prospectus) and the base prospectus supplements dated May 17, 2018 and August 10, 2018 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 30, 2018, FCA published its 2018 Interim Report as of and for the three and nine months ended September 30, 2018, which includes its unaudited interim condensed consolidated financial statements as of and for the three and nine months ended September 30, 2018. Copies of such unaudited interim condensed consolidated financial statements were furnished to the U.S. Securities and Exchange Commission (the **SEC**) and with the Central Bank, and are available on pages 34 to 76 of the Interim Report available on FCA's website at https://www.fcagroup.com/en-US/investors/financial_regulatory/financial_reports/files/Interim_report_as_of_and_for_the_three_and_nine_months_ended_September_30_2018.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 September 24, 2018, Moody's Deutschland GmbH affirmed its corporate family rating of the Group at "Ba2" and raised the outlook to positive from stable. The first bullet point at page 95 of the Base Prospectus (in the section entitled "Credit Rating") shall therefore be deleted in its entirety and replaced with the following:

- "Ba2 with a positive outlook from Moody's Deutschland GmbH ("Moody's");"

On September 7, 2018, FCA held an extraordinary general meeting of shareholders, at which Michael Manley was elected an executive director of FCA. The following amendment is therefore made to the list of names of the FCA Board of Directors on page 96 of the Base Prospectus: in the row below the name of John P. Elkann is added the following:

"Michael Manley 1964 Chief Executive Officer and Executive Director"

On October 22, 2018, FCA announced that it has entered into a definitive agreement to sell its Magneti Marelli business to CK Holdings, Ltd. a holding company of Calsonic Kansei Corporation, which represents a transaction value of €6.2 billion. The transaction is expected to close in the first half of 2019, subject to regulatory approvals and other customary closing conditions. The transaction enables payment of an extraordinary dividend of €2 billion at closing, which is in addition to the commencement of an annual ordinary dividend in Spring 2019 of 20 percent of earnings. Both the extraordinary and ordinary dividends are subject to the approval of the FCA Board of Directors and shareholders.

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.
