

Base Prospectus Supplement dated August 9, 2016 to the Base Prospectus dated April 26, 2016



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 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

€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 April 26, 2016 (the **Base Prospectus**) and the base prospectus supplement dated May 3, 2016 in relation to the €10,000,000,000 Global Medium Term Note Programme (the **Programme**) of CNH Industrial N.V. (**CNH Industrial**) and CNH Industrial Finance Europe S.A. (**CIFE**) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by CIFE 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. 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 CNH Industrial when 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.

On August 4, 2016 CNH Industrial announced that its wholly owned subsidiary, Case New Holland Industrial Inc., has commenced a cash tender offer (the “**Tender Offer**”) for an aggregate amount of up to \$450 million of its \$1,500,000,000 7.875% Guaranteed Senior Notes due 2017 guaranteed by CNH Industrial and certain of CNH Industrial’s direct and indirect subsidiaries (the “**2017 Notes**”). The Tender Offer will expire at 11:59 p.m., New York City time, on September 1, 2016, unless extended at the sole discretion of Case New Holland Industrial Inc..

On August 4, 2016, CNH Industrial announced its intention to offer \$600 million in aggregate principal amount of 4.50% notes due 2023 at an issue price of 100.00%. The offering is expected to close on August 18, 2016. CNH Industrial intends to use the net proceeds from this offering for working capital and other general corporate purposes, which may include the repurchase of a portion of the 2017 Notes pursuant to the Tender Offer.

On August 2, 2016, CNH Industrial published its 2016 Semi-Annual Report for the six-month period ended June 30, 2016, which includes its unaudited consolidated financial statements as at and for the six month period ended June 30, 2016, prepared in accordance with IFRS as adopted by the European Union. Copies of such financial statements were filed with the U.S. Securities and Exchange Commission, the *Autoriteit Financiële Markten* (AFM) and with the Central Bank, are set out on pages 26 to 64 of the 2016 Semi-Annual Report available on CNH Industrial’s website at http://www.cnhindustrial.com/en-us/investor_relations/financial_information/semi_annual_reports/CNHI_IFRS_SEMI_ANNUAL_REPORT_2016.pdf and, by virtue of this Supplement, such financial statements are deemed to be incorporated in, and form part of, the Base Prospectus. The 2016 Semi-Annual Report also contains updates with respect to certain risk factors and, accordingly, by virtue of this Supplement, the section of the Base Prospectus entitled “Risk Factors” starting on page 17 of the Base Prospectus shall be deemed to be amended in accordance with the below. Neither CNH Industrial’s website nor its content (except for the financial statements as at and for the six month period ended June 30, 2016 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 office of CIFE, 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.

Since January 2011, Iveco S.p.A., the CNH Industrial wholly owned subsidiary, and its competitors have been subject to an investigation by the European Commission (the “**Commission**”) into certain business practices in the European Union in relation to medium and heavy trucks. In the first quarter of 2016, CNH Industrial recorded an exceptional non-tax deductible charge of €450 million (\$502 million) in relation to the investigation and related matters. On July 19, 2016, the Commission announced a settlement with Iveco under which the

Commission imposed a fine of €495 million (equivalent to approximately \$550 million at current exchange rate). As a result of this settlement, CNH Industrial recorded an additional non-tax deductible charge of €45 million (\$49 million) in the second quarter of 2016.

On June 20, 2016, CNH Industrial announced that it had signed the renewal of a €1.75 billion 5 year committed revolving credit facility, intended for general corporate purposes of the Group. The renewal extended the maturity of the previous €1.75 billion facility from November 2019 to June 2021.

On May 17, 2016, CNH Industrial announced that its wholly-owned subsidiary, CNH Industrial Finance Europe S.A., closed an offering of €500 million aggregate principal amount of 2.875% notes due May 2023 (the **Notes**) at an issue price of 99.221% under the Programme. The Notes have been admitted to listing on the Irish Stock Exchange. 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, as supplemented, 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, as supplemented.

RISK FACTORS

The information below supplements the section of the Base Prospectus entitled “Risk Factors” starting on page 17 of the Base Prospectus.

The risk factor entitled “The Group is exposed to political, economic and other risks beyond its control as a result of operating a global business” on pages 18 to 19 of the Base Prospectus is updated by the inclusion of the following underlined text in the risk factor:

“The Group manufactures and sells products and offers services in several continents and numerous countries around the world, including those experiencing varying degrees of political and economic instability. Given the global nature of the Group’s activities, the Group is exposed to risks associated with international business activities that may increase the Group’s costs, impact the Group’s ability to manufacture and sell its products and require significant management attention. These risks include:

- (i) changes in laws, regulations and policies that affect, among other things:
 - import and export duties and quotas;
 - currency restrictions;
 - the design, manufacture and sale of the Group’s products, including, for example, engine emissions regulations;
 - interest rates and the availability of credit to the Group’s dealers and customers;
 - property and contractual rights;
 - where and to whom products may be sold, including new or additional trade or economic sanctions imposed by the U.S. or other governmental authorities and supranational organisations (e.g., the United Nations); and
 - taxes;
- (ii) regulations from changing world organisation initiatives and agreements;
- (iii) changes in the dynamics of the industries and markets in which the Group operates;
- (iv) varying and unpredictable needs and desires of customers;
- (v) varying and unexpected actions of the Group’s competitors;
- (vi) labour disruptions;
- (vii) disruption in the supply of raw materials and components;
- (viii) changes in governmental debt relief and subsidy programme policies in certain significant markets such as Argentina and Brazil, including the Brazilian government discontinuing programmes subsidising interest rates on equipment loans; and
- (ix) war, civil unrest and terrorism.

With a view to the recent terror attacks, it is at this stage not predictable if, and to what extent, these events could ultimately cause a crisis of confidence across the key global economies. After the attempted coup d’état, this also applies to possible political evolutions in Turkey. Although these developments did not, in the short term, affect the financial markets of the countries involved, the Group is unable to predict if these events could worsen longer term economic outlook and market sentiment.”

A new risk factor entitled “The Group may be adversely affected by the U.K. determination to leave the European Union (Brexit)” is inserted:

In a June 23, 2016 referendum, the U.K. voted to terminate the U.K.’s membership in the European Union (“Brexit”). As a result, negotiations are expected to commence in the next several months to determine the future terms of the U.K.’s relationship with the European Union (“EU”), including the terms of trade between the U.K. and the member states in the EU. Any effect of Brexit is expected to depend on the agreements that may be negotiated between the U.K. and the EU with respect to reciprocal market access and other matters, either during a transitional period or more permanently. Brexit could adversely affect European or worldwide economic or market conditions and could contribute to instability in global financial markets. While the Group has operations in the U.K., it does not believe that its global operations would be affected materially by Brexit; however, any adverse effect of Brexit on the Group or on global or regional economic or market conditions could adversely affect the Group’s business, results of operations, and financial condition as customers may reduce or delay spending decisions on the Group’s products. Any uncertainty related to Brexit could also affect trading in the CNH Industrial’s shares. In addition, CNH Industrial

is organised as a Dutch company but is resident in the U.K. for tax purposes based on its place of management and control being in the U.K. as confirmed through a consultation process with the relevant tax authorities on the basis of bilateral agreements other than those governing the European Union. The Group does not expect Brexit to affect CNH Industrial's tax residency in the U.K.; however, the Group is unable to predict with certainty whether the discussions to implement Brexit will ultimately have any impact on this matter.

The risk factor entitled "CNH Industrial is subject to extensive anti-corruption and antitrust laws and regulations" on page 19 of the Base Prospectus is hereby replaced and superseded in its entirety by the following:

"CNH Industrial's global operations are subject to a number of laws and regulations that govern its operations around the world, including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, which apply to conduct around the world, as well as a range of national anti-corruption and antitrust or competition laws that apply to conduct in a particular jurisdiction. The anti-corruption laws prohibit improper payments in cash or anything of value to improperly influence government officials or other persons to obtain or retain business or gain a business advantage. These laws tend to apply whether or not those practices are legal or culturally acceptable in a particular jurisdiction. Over the past several years there has been a substantial increase in the enforcement of anti-corruption and antitrust or competition laws both globally and in particular jurisdictions and the Group has from time to time been subject to investigations and charges claiming violations of anti-corruption or antitrust or competition laws, including the recently settled EU antitrust investigation announced on July 19, 2016. As a result of this settlement, the Group may be subject to follow-on private litigation in various jurisdictions, the outcome of which we cannot predict at this time. The Group is committed to operating in compliance with all applicable laws, in particular anti-corruption and antitrust or competition laws. The Group has implemented a programme to promote compliance with these laws and to identify and minimise the risk of any violations. The Group's compliance programme, however, may not in every instance protect the Group from acts committed by its employees, agents, contractors, or collaborators that may violate the applicable laws or regulations of the jurisdictions in which it operates. Such improper actions could subject the Group to civil or criminal investigations and monetary, injunctive and other penalties. Investigations of alleged violations of these laws tend to require dedication of significant resources in funds and management time and attention, and these investigations or any violations, as well as any publicity regarding potential violations, could harm the Group's reputation and have a material adverse effect on its business, results of operations and financial position."