

**FIRST SUPPLEMENT DATED 8 AUGUST 2018 TO THE BASE PROSPECTUS DATED 17
APRIL 2018**



FCA BANK S.p.A.
(incorporated with limited liability in the Republic of Italy)

acting through

FCA BANK S.p.A., IRISH BRANCH

€12,000,000,000
Euro Medium Term Note Programme

This first Supplement (the **Supplement**) to the Base Prospectus dated 17 April 2018 (the **Base Prospectus**), constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the **Prospectus Regulations**) and is prepared in order to update the Base Prospectus relating to the Euro Medium Term Note Programme (the **Programme**) established by FCA Bank S.p.A., acting through its Irish branch (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

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.

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.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to update (i) the “*Documents Incorporated by Reference*” section of the Base Prospectus to incorporate by reference some sections of FCA Bank’s unaudited consolidated interim financial report (including limited review report) as at and for the six month period ended 30 June 2018, (ii) the paragraph entitled “*History and Developments*” in “*Description of FCA Bank*” section of the Base Prospectus, (iii) the paragraph entitled “*Legal Proceedings*” in “*Description of FCA Bank*” section of the Base Prospectus and (iv) the paragraph entitled “*Significant or Material Change*” in the “*General Information*” section of the Base Prospectus.

ISSUER FINANCIAL REPORT

On 20 July 2018, FCA Bank's board of directors approved the unaudited consolidated interim financial report of FCA Bank for the six months ended 30 June 2018, which was subjected to a limited review by Ernst & Young S.p.A. (the **Interim Financial Report**).

The table below sets out the relevant page references for the sections of the Interim Financial Report.

By virtue of this Supplement, the sections of the Interim Financial Report identified in the table below are incorporated by reference in, and form part of, the Base Prospectus. Any non-incorporated parts of the Interim Financial Report are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement.

At page 42 under the section headed "*Documents Incorporated by Reference*", first paragraph, a new letter (g) is added as follows:

- “(g) the unaudited consolidated interim financial report of FCA Bank for the six months ended 30 June 2018, together with the auditors' limited review report thereon (which can be found on the following website: <https://www.fcabankgroup.com/images/pdf/risultati/FCA-Bank-Group-Half-Year-Report-2018.pdf>), including the information set out therein at the following pages in particular:

Consolidated Statement of Financial Position	Pages 86 to 87
Consolidated Income Statement	Page 88
Consolidated Statement of Comprehensive Income	Page 89
Consolidated Statement of Changes in Equity	Pages 90 to 91
Consolidated Statement of Cash Flows	Pages 92 to 93
Notes on the Consolidated Financial Statements	Pages 94 to 144
Independent Auditor's Report on the Consolidated Financial Statements	Page 147”

UPDATE OF THE PARAGRAPH ENTITLED “*HISTORY AND DEVELOPMENTS*” IN “*DESCRIPTION OF FCA BANK*” SECTION OF THE BASE PROSPECTUS

On page 90 of the Base Prospectus, under the paragraph headed “*History and Developments*”, after the fourth subparagraph, the following new subparagraph is added.

“On 5 July 2018, the Belgian branch of FCA Bank was established in Auderghem (Belgium), in the broader context of a reorganization of the group in Belgium. The new Belgian branch of FCA Bank, subject to obtaining the necessary authorisations from the relevant Banking and Insurance Supervision Authorities, marks the establishment of FCA Bank's retail banking business in Belgium and Luxembourg and will lead to the consolidation of the current wholesale activities of FCA Capital Belgium S.A. by the end of the year, allowing, *inter alia*, a more simplified and direct approach to governance, management and internal control, as well as greater integration in the regulatory framework in which FCA Group operates.”

UPDATE OF THE PARAGRAPH ENTITLED “*LEGAL PROCEEDINGS*” IN “*DESCRIPTION OF FCA BANK*” SECTION OF THE BASE PROSPECTUS

On page 106 of the Base Prospectus, the title of paragraph headed “*Legal Proceedings*” is deleted in its entirety and replaced with the title “*Regulatory and Legal Proceedings*”.

On page 106 of the Base Prospectus, under the paragraph headed “*Legal Proceedings*”, after the sixth subparagraph, the following new subparagraph is added.

“The Bank of Italy carried out an investigation of FCA Bank’s policies and practices concerning the transparency of its banking and financial services pursuant to articles 115 and followings of the Italian Banking Law, completed in January 2018. The audit, which was conducted also through interviews with employees of FCA Bank, required certain additional considerations included in unaudited consolidated interim financial report of FCA Bank for the six months ended 30 June 2018. ”

SIGNIFICANT OR MATERIAL CHANGE

The paragraph “*Significant or Material Change*” on page 124 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial or trading position of FCA Bank or the FCA Bank Group since 30 June 2018 and there has been no material adverse change in the financial position or prospects of FCA Bank or the FCA Bank Group since 31 December 2017.”

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.