

## EXECUTION VERSION

### FINAL TERMS

24 March 2017

**FCA Bank S.p.A., acting through its Irish branch**  
**Issue of €240,000,000 Floating Rate Notes due March 2019**  
**under the €10,000,000,000**  
**Euro Medium Term Note Programme**

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus dated 20 March 2017 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on [www.fcabankgroup.com](http://www.fcabankgroup.com) and is available for viewing during normal business hours at the registered office of the Principal Paying Agent at Citigroup Centre, 33 Canada Square, Canary Wharf, London E14 5LB.

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|----|---|--|
| 1. | Issuer:   | FCA Bank S.p.A., acting through its Irish branch |
| 2. | (a) Series Number:  | FCAC-24 03/2017                                  |
|    | (b) Tranche Number:   | 1  |
|    | (c) Date on which the Notes will be consolidated and form a single Series:                        | Not Applicable                                   |
| 3. | Specified Currency or Currencies:   | Euro (€)   |
| 4. | Aggregate Nominal Amount:   |  |
|    | (a) Series:   | €240,000,000                                     |
|    | (b) Tranche:  | €240,000,000                                     |
| 5. | Issue Price:  | 99.798 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations:  | €100,000   |
|    | (b) Calculation Amount (in relation to calculation of interest in global form see Condition 4.1): | €100,000   |
| 7. | (a) Issue Date:   | 27 March 2017                                    |
|    | (b) Interest Commencement Date:   | Issue Date                                       |

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|-----|---|---|
| 8.  | Maturity Date:  | Interest Payment Date falling in or nearest to March 2019   |
| 9.  | Interest Basis:   | 3 month EURIBOR + 0.50 per cent. Floating Rate<br><br>(see paragraph 15 below)  |
| 10. | Redemption/Payment Basis:                               | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest Basis:                               | Not Applicable  |
| 12. | Put/Call Options:                                       | Change of Control Put<br>(see paragraph 20 below)   |
| 13. | (a) Status of the Notes:                                | Senior  |
|     | (b) Date Board approval for issuance of Notes obtained: | 19 January 2017   |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--|--|
| 14. | Fixed Rate Note Provisions   | Not Applicable   |
| 15. | Floating Rate Note Provisions  | Applicable   |
|     | (a) Specified Period(s)/Specified Interest Payment Dates:  | Interest will be paid quarterly in arrear on 27 March, 27 June, 27 September and 27 December in each year (each an <b>Interest Payment Date</b> ), commencing on 27 June 2017, subject to adjustment in accordance with the Business Day Convention set out in (b) below |
|     | (b) Business Day Convention:   | Modified Following Business Day Convention   |
|     | (c) Additional Business Centre(s):   | Not Applicable   |
|     | (d) Manner in which the Rate of Interest and Interest Amount is to be determined:                  | Screen Rate Determination  |
|     | (e) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent): | Not Applicable   |
|     | (f) Screen Rate Determination:   |  |
|     | • Reference Rate:  | 3 month EURIBOR  |
|     | • Interest Determination Date(s):  | The second day on which the TARGET2 System is open prior to the start of each Interest Period  |

	• Relevant Screen Page:	Reuters screen page EURIBOR01
(g)	ISDA Determination:	Not Applicable
(h)	Linear Interpolation:	Not Applicable
(i)	Margin(s):	+0.50 per cent. per annum
(j)	Minimum Rate of Interest:	0 per cent. per annum
(k)	Maximum Rate of Interest:	Not Applicable
(l)	Day Count Fraction:	Actual/360
16.	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	Notice periods for Condition 6.2:	Maximum period: 90 days Minimum period: 5 days
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Change of Control Put:	Applicable
	(a) Optional Redemption Date(s):	The Business Day which is 7 days after the expiration of the CoC Notice Period (as defined in the Conditions)
	(b) Optional Redemption Amount:	€100,000 per Calculation Amount
21.	JV Put:	Not Applicable
22.	Final Redemption Amount:	€100,000 per Calculation Amount
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€100,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	
	(a) Form:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event
	(b) New Global Note:	Yes
25.	Additional Financial Centre(s):	Not Applicable
26.	Talons for future Coupons to be attached	No

to Definitive Notes:

*Signed on behalf of FCA Bank S.p.A., acting  
through its Irish branch*

By:  
Duly authorised

A handwritten signature in blue ink, appearing to read 'Riccardo Mesturino'.

RICCARDO MESTURINO  
ATTORNEY

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading      Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and Trading on its Regulated Market with effect from the Issue Date.
- (ii) Estimate and total expenses €600  
related to admission to trading:

### 2. RATINGS

Ratings:      The Notes to be issued have been rated Baa1 by Moody's Investor Service Ltd (**Moody's**).

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. YIELD (*Fixed Rate Notes only*)

Indication of yield:      Not Applicable

### 5. OPERATIONAL INFORMATION

- (i) ISIN:      XS1587236545
- (ii) Common Code:      158723654
- (iii) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s):      Not Applicable
- (iv) Delivery:      Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any):      Not Applicable

- (vi) Deemed delivery of clearing system notices for the purposes of Condition 13: Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.
- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra- day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 6. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Morgan Stanley & Co. International plc
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2, TEFRA D
- (vii) Prohibition of Sales to EEA Retail Investors: Not Applicable