

EXECUTION VERSION

FINAL TERMS

12 April 2017

FCA Bank S.p.A., acting through its Irish branch
Issue of €800,000,000 1.00 per cent. Notes due 15 November 2021
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 and the supplement to it dated 4 April 2017 which together constitute 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 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-26 04/2017 |
| | (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: | €800,000,000 |
| | (b) Tranche: | €800,000,000 |
| 5. | Issue Price: | 99.565 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000 |
| | (b) Calculation Amount (in relation to calculation of interest in global form see Condition 4.1): | €1,000 |

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| 7. | (a) | Issue Date: | 13 April 2017 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 15 November 2021 |
| 9. | | Interest Basis: | 1.00 per cent. Fixed Rate
(see paragraph 14 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
(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 | Applicable |
| | (a) | Rate(s) of Interest: |
| | | 1.00 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) | Interest Payment Date(s): |
| | | 15 November in each year, from and including 15 November 2017 up to and including the Maturity Date. There will be an initial short interest period from and including the Interest Commencement Date to but excluding 15 November 2017 (the First Interest Period) |
| | (c) | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): |
| | | €10.00 per Calculation Amount, provided that, in relation to the First Interest Period, the Fixed Coupon Amount shall be equal to the Broken Amount |
| | (d) | Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): |
| | | €5.92 per Calculation Amount, payable on the Interest Payment Date falling on 15 November 2017 |
| | (e) | Day Count Fraction: |
| | | Actual/Actual (ICMA) |
| | (f) | Determination Date(s): |
| | | 15 November in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |

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 Notice Period (as defined in the Conditions)
- (b) Optional Redemption Amount: €1,000 per Calculation Amount
21. JV Put: Not Applicable
22. Final Redemption Amount: €1,000 per Calculation Amount
23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: €1,000 per Calculation Amount

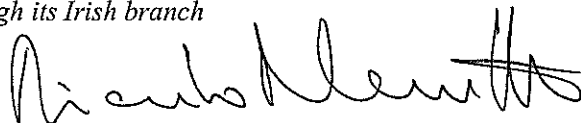
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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 to Definitive Notes: No

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

By:

Duly authorised



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 Investors Service Ltd. (**Moody's**);

BBB- by Standard & Poor's Credit Market Services Italy S.r.l. (**S&P**); and

BBB by Fitch Italia – Società Italiana per il Rating S.p.A. (**Fitch**)

Each of Moody's, S&P and Fitch 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 Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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 their affiliates in the ordinary course of business

4. YIELD (*Fixed Rate Notes only*)

Indication of yield: 1.098 per cent.

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1598835822
- (ii) Common Code: 159883582
- (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: Syndicated
- (ii) If syndicated, names of Managers: Banca IMI S.p.A.
Banco Santander, S.A.
Crédit Agricole Corporate and Investment Bank
Merrill Lynch International
UniCredit Bank AG
- (iii) Date of Subscription Agreement: 12 April 2017
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vii) Prohibition of Sales to EEA Retail Investors: Not Applicable