

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

14 April 2021

FCA Bank S.p.A., acting through its Irish branch

Legal entity identifier (LEI): 549300V1VN70Q7PQ7234

**Issue of €850,000,000 0.000 per cent. Notes due 16 April 2024
under the €12,000,000,000**

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 12 June 2020 and the supplements to it dated 7 August 2020, 21 January 2021 and 7 April 2021 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. 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.

1. Issuer: FCA Bank S.p.A. acting through its Irish branch
2. (a) Series Number: FCAC-44 04/2021
(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: €850,000,000
(b) Tranche: €850,000,000
5. Issue Price: 99.931 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
7. (a) Issue Date: 16 April 2021

- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 16 April 2024
9. Interest Basis: 0.000 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
Issuer Call
(see paragraphs 18 and 20)
13. (a) Status of the Notes: Senior
- (b) Date Board approval for issuance of Notes obtained: 31 January 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 0.000 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 16 April in each year from, and including, 16 April 2022 up to, and including, the Maturity Date.
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): €0.000 per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): Not applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 16 April 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:	Applicable
	(a) Optional Redemption Date(s):	16 January 2024 or any date thereafter up to but excluding the Maturity Date
	(b) Optional Redemption Amount:	€1,000 per Calculation Amount
	(c) If redeemable in part:	
	(i) Minimum Redemption Amount:	€100,000
	(ii) Maximum Redemption Amount:	€850,000,000
	(d) Notice periods:	Maximum period: 90 days Minimum period: 5 days
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

THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of S&P, Fitch and Moody's, each as defined below. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Fitch and Moody's (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

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

By: **RICCARDO MESTURINO**
Duly authorised

PART B– OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and Trading on the regulated market of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate and total expenses related to admission to trading: €1,000

2. RATINGS

Ratings:

The Notes to be issued have been rated:

Baa1 by Moody's France SAS (**Moody's**);

Obligations rated "Baa" are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

(Source:

<https://www.moodys.com/sites/products/AboutMoodyRatingsAttachments/MoodysRatingSymbolandDefinitions.pdf>)

BBB by S&P Global Ratings, acting through S&P Global Ratings Europe Limited, Italy Branch (**S&P**);

Obligations rated "BBB" exhibit adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligations.

(Source:

https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)

BBB+ by Fitch Ratings Ireland Limited – Sede Secondaria Italiana (**Fitch**).

Obligations rated "BBB" indicate that expectations of credit risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this

capacity. The modifier "+" appended to the rating denotes relative status within major rating categories.

(Source:
<https://www.fitchratings.com/research/fund-asset-managers/rating-definitions-11-06-2020>)

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. REASONS FOR THE OFFER – USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

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|------|-------------------------|--|
| (i) | Use of Proceeds: | See "Use of Proceeds" in the Base Prospectus |
| (ii) | Estimated net proceeds: | €847,543,500 |

5. YIELD

Indication of yield:	0.023 per cent. per annum
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6. OPERATIONAL INFORMATION

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|-------|--------------|---|
| (i) | ISIN: | XS2332254015 |
| (ii) | Common Code: | 233225401 |
| (iii) | CFI: | DTFUFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (iv) | FISN: | FCA BANK S.P.A./1EMTN 20240416, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the |

- responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not applicable
- (viii) 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.
- (ix) 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.

7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: Banco Bilbao Vizcaya Argentaria, S.A.
BNP Paribas
BofA Securities Europe SA
Crédit Agricole Corporate and Investment Bank S.A.
Intesa Sanpaolo S.p.A.
Mediobanca – Banca di Credito Finanziario S.p.A.
- (iii) Stabilisation Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of relevant Dealer: Not Applicable

- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to EEA Applicable Retail Investors:
- (vii) Prohibition of Sales to UK Retail Applicable Investors:
- (viii) Prohibition of Sales to Belgian Applicable Consumers:

8. PROVISIONS RELATING TO GREEN, SOCIAL AND/OR SUSTAINABLE BONDS

Not Applicable