

**SECOND SUPPLEMENT DATED 15 JANUARY 2020 TO THE BASE PROSPECTUS  
DATED 14 MAY 2019**



**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 second Supplement (the **Supplement**) to the Base Prospectus dated 14 May 2019 as supplemented by the first supplement dated 9 August 2019 (the **First Supplement** and together with the Base Prospectus dated 14 May 2019, 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.

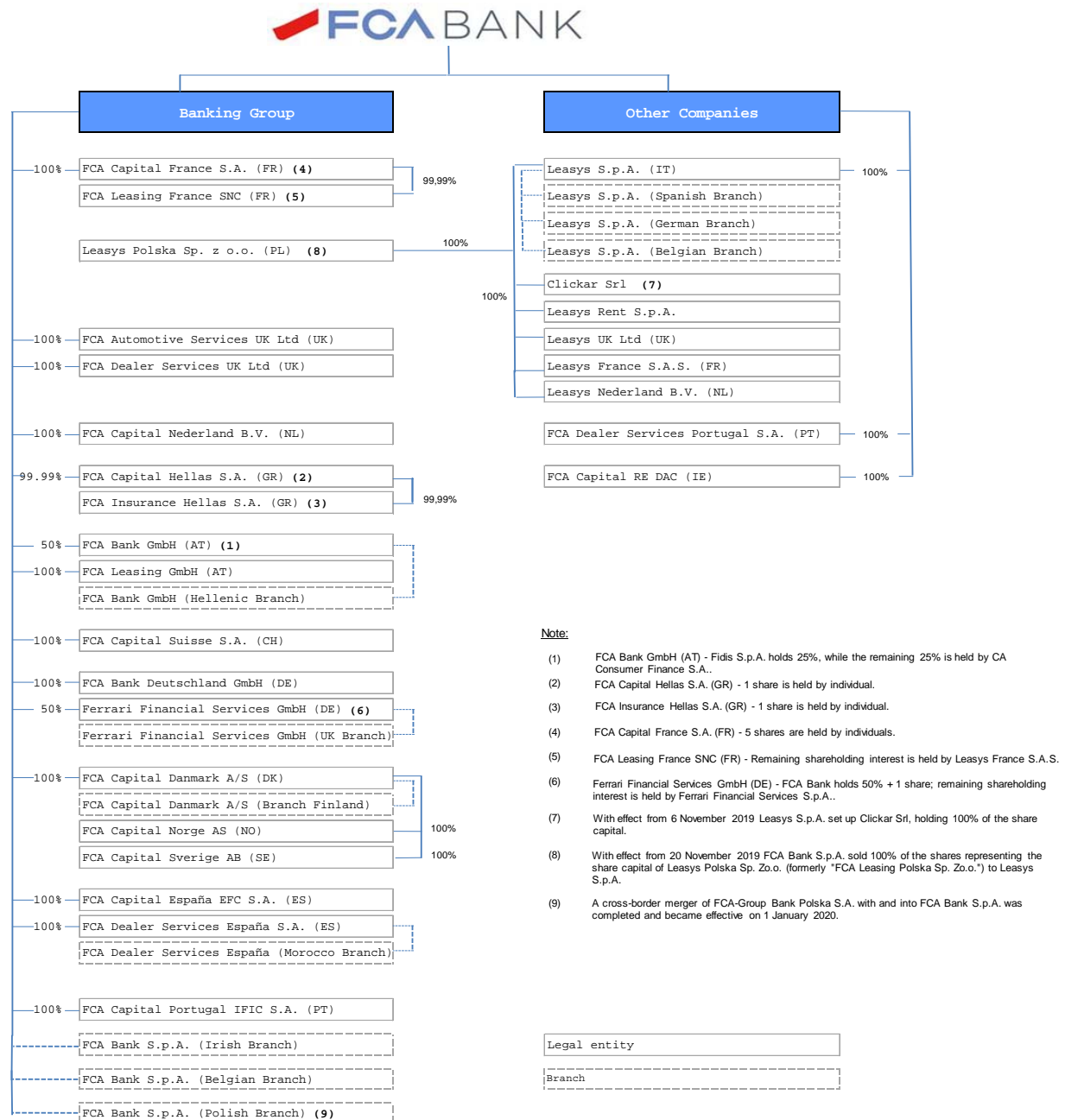
### **Purpose of the Supplement**

The purpose of this Supplement is to update (i) the paragraph entitled “6. *Organisational Structure*” in the “*Description of FCA Bank*” on page 111 of the Base Prospectus, (ii) the sub-paragraph entitled “7.2 *Statutory Auditors*” under paragraph “*Administrative, Management and Supervisory Bodies*” in the “*Description of FCA Bank*” section commencing on page 112 of the Base Prospectus and (iii) the paragraph entitled “9. *Recent Developments*” in the “*Description of FCA Bank*” section commencing on page 117 of the Base Prospectus.

## UPDATE OF THE “DESCRIPTION OF FCA BANK” SECTION OF THE BASE PROSPECTUS

On page 111 of the Base Prospectus, the paragraph entitled “6. Organisational Structure” in the “Description of FCA Bank” section is hereby deleted in its entirety and replaced as set out below:

“The diagram below sets out the structure of the FCA Bank Group as at the date hereof.



On page 113 of the Base Prospectus, the sub-paragraph entitled “Statutory Auditors” in the “Description of FCA Bank” section is hereby deleted in its entirety and replaced as set out below:

“The board of statutory auditors is composed of three regular auditors and two alternate auditors. They may hold other positions as directors or regular auditors within the limits prescribed by law and regulation.

Following the resolutions adopted at the shareholders' meeting of 26 November 2019, the board of statutory auditors is currently made up of the Chairman Francesco Pisciotta, the regular auditors Vittorio Sansonetti and Giovanni Ossola, and the alternate auditors Valter Cantino and Davide Chiesa."

On page 117 of the Base Prospectus, the paragraph entitled "9. *Recent Developments*" in the "Description of FCA Bank" section is hereby deleted in its entirety and replaced as set out below:

## **"9. RECENT DEVELOPMENTS**

### **Extension of the joint venture**

On 18 July 2019 FCA Italy, Crédit Agricole and Crédit Agricole Consumer Finance entered into the Agreement to, amongst other things, extend the duration of the joint venture with respect to FCA Bank up to 31 December 2024 (the **End Date**), with effect from 19 July 2019, and with the possibility to automatically extend the JVA, unless a termination notice is served three years prior to the End Date.

The renewal of the partnership between Crédit Agricole Consumer Finance and FCA Italy lays the grounds to further enhance FCA Bank's profitability by continuing in its offer of best-in class financial services.

The terms of the renewed agreement will allow for an expansion of FCA Bank's rental and innovative mobility offer with the aim to further enlarge FCA Bank's product range. In other respects the terms of the renewed agreement are substantially the same as those of the agreement in force, under which, FCA Bank more than doubled its volumes and more than tripled its net results from the start of this partnership, while efficiently managing its costs and risks. In order to preserve FCA Bank's value and long term viability the agreement will be automatically renewed unless notice of non-renewal is provided no later than three years before end of the term. Consistent with the current agreement, a notice of non-renewal would trigger certain put and call rights potentially leading to the acquisition of FCA Bank by FCA Italy to preserve its support to FCA business; if such rights are not exercised, the agreement will last until 31 December 2024.

### **Prospective merger of FCA and Peugeot S.A.**

On 31 October 2019, FCA published a press release announcing that the Supervisory Board of Peugeot S.A. (the **Groupe PSA**) and the Board of Directors of FCA have each unanimously agreed to work towards a full combination of their respective businesses by way of a 50/50 merger.

On 18 December 2019, FCA published a press release announcing that FCA and Peugeot S.A. have signed a binding combination agreement providing for a 50/50 merger of their businesses to create the 4th largest global automotive original equipment manufacturer (**OEM**) by volume and 3rd largest by revenue. The proposed combination will be an industry leader with the management, capabilities, resources and scale to successfully capitalize on the opportunities presented by the new era in sustainable mobility.

With its combined financial strength and skills, the merged entity will be particularly well placed to provide innovative, clean and sustainable mobility solutions, both in a rapidly urbanizing environment and in rural areas around the world. The gains in efficiency derived from larger volumes, as well as the benefits of uniting the two companies' strengths and core competencies, will ensure the combined business can offer all its customers best-in-class products, technologies and services and respond with increased agility to the shift taking place in this highly demanding sector.

The new group's Dutch-domiciled parent company will be listed on Euronext (Paris), the Borsa Italiana (Milan) and the New York Stock Exchange and will benefit from its strong presence in France, Italy and the US.

Completion of the proposed combination is expected to take place in 12-15 months, subject to customary closing conditions, including approval by both companies' shareholders at their respective Extraordinary General Meetings and the satisfaction of antitrust and other regulatory requirements.

#### **Merger of FCA-GROUP BANK POLSKA S.A. into FCA Bank**

On 19 December 2019, FCA-GROUP BANK POLSKA S.A. was merged by incorporation with and into FCA Bank. The merger, pursuant to Article 15 of Legislative Decree No. 108/2008, became effective from 1 January 2020 and FCA-GROUP BANK POLSKA S.A. ceased to exist as a legal entity; contemporaneously, all obligations, rights, interests, assets and liabilities were allocated automatically to FCA Bank S.p.A., Polish branch.

#### **Changes in shareholdings of Leasys S.p.A.**

With effect from 20 November 2019, FCA Bank sold 100% of the shares declared as the share capital of Leasys Polska Sp. z o.o. (formerly FCA Leasing Polska Sp. z o.o.) to Leasys S.p.A.

On 6 November 2019 Leasys S.p.A. set up a new company, Clickar S.r.l., of which it holds 100% of the share capital."

#### **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.