



FIAT CHRYSLER AUTOMOBILES

Fiat Chrysler Automobiles N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands No. 60372958)

as Issuer and as Guarantor, in respect of Notes issued by

Fiat Chrysler Finance Europe société anonyme, Fiat Chrysler Finance Canada Ltd. and Fiat Chrysler Finance North America, Inc.

and

Fiat Chrysler Finance Europe

société anonyme

(Incorporated with limited liability under the laws of the Grand-Duchy of Luxembourg;

Registre de Commerce et des Sociétés de Luxembourg No. B-59500)

as Issuer

and

Fiat Chrysler Finance Canada Ltd.

(Incorporated with limited liability under the laws of the Province of Alberta, Canada)

as Issuer

and

Fiat Chrysler Finance North America, Inc.

(Incorporated under the laws of the State of Delaware)

as Issuer

€20,000,000,000

Global Medium Term Note Programme

This base prospectus supplement (the **Supplement**) is supplemental to and should be read in conjunction with the Base Prospectus dated December 19, 2014 (the **Base Prospectus**), the base prospectus supplement dated January 30, 2015, the base prospectus supplement dated March 20, 2015, the base prospectus supplement dated May 13, 2015 and the base prospectus supplement dated August 7, 2015 in relation to the €20,000,000,000 Global Medium Term Note Programme (the **Programme**) of Fiat Chrysler Automobiles N.V. (FCA), Fiat Chrysler Finance Europe *société anonyme* (FCFE), Fiat Chrysler Finance Canada Ltd. (FCFC) and Fiat Chrysler Finance North America, Inc. (FCFNA) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by FCFE, FCFC and FCFNA will be unconditionally and irrevocably guaranteed by FCA (in such capacity, the Guarantor). This Supplement constitutes a base prospectus supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the **Prospectus Directive**) and is prepared in connection with the Programme. 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.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

FCA, in its capacity as an Issuer, accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE, FCFC and FCFNA. To the best of the knowledge of FCA, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

FCA, in its capacity as a Guarantor, accepts responsibility only for the information contained in this document relating to itself and to the Guarantee. To the best of the knowledge of the Guarantor, the information contained in those parts of this document relating to itself and to the Guarantee is in accordance with the facts and does not omit anything likely to affect the import of such information.

FCFE accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFNA, FCFC and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFE, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

FCFC accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFNA, FCFE and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFC, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

FCFNA accepts responsibility for the information contained in this document, with the exception of any information in respect of FCFE, FCFC and FCA when the latter is acting as an Issuer. To the best of the knowledge of FCFNA, the information contained in this document in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

On November 6, 2015, FCA published its Interim Report for the quarter ended September 30, 2015 which includes its unaudited interim condensed consolidated financial statements as at and for the three months and nine months ended September 30, 2015. Copies of such unaudited interim condensed consolidated financial statements were filed with the U.S. Securities and Exchange Commission (the **SEC**), the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten* (AFM)) and with the Central Bank, are available on pages 35 to 75 of the Interim Report for the quarter ended September 30, 2015 available on FCA's website at http://www.fcagroup.com/en-US/investor_relations/financial_information/reports/quarterly_reports/quarterly_reports/FCA_NV_September_30_2015_Interim_Report.pdf and, by virtue of this Supplement, such unaudited consolidated financial statements are deemed to be incorporated in, and form part of, the Base Prospectus.

Neither FCA's website nor its content (except for the unaudited interim condensed financial statements and audit reports in relation thereto available at the links mentioned above) form part of this Supplement. Copies of all documents incorporated by reference in the Base Prospectus can be obtained free of charge from the registered offices of FCFE, FCFC and FCFNA, the principal office of FCA and at the offices of the paying agents. Non-incorporated parts of a document referred to above are either not relevant for an investor or are covered elsewhere in the Base Prospectus, as supplemented.

On October 12, 2015, FCA and its subsidiary Ferrari N.V. (**Ferrari**) announced the launch of the initial public offering of 17,175,000 common shares of Ferrari equal to approximately 9% of Ferrari's common shares pursuant to a registration statement on Form F-1 filed with the U.S. Securities and Exchange Commission. FCA also granted the underwriters with an option to purchase an aggregate of up to 1,717,150 common shares of Ferrari from FCA, equal to approximately 1% of Ferrari's outstanding common shares. Ferrari did not sell any shares and did not receive any proceeds from the sale of common shares by FCA. The offering was part of a series of transactions to separate Ferrari from FCA.

On October 20, 2015, FCA confirmed that FCFE did not receive any state aid from Luxembourg and that any finding in this matter would be immaterial to the FCA Group's reported results. In particular, press reports speculated about FCA facing tens of millions of euros in tax repayments as a consequence of the expected decision by the European Commission in a case pending against the State of Luxembourg regarding a certain Advanced Pricing Agreement (**APA**) entered into by FCFE with Luxembourg. FCA believes it provided solid explanations to the European Commission as to the reasons why the APA entered into by FCFE with Luxembourg did not result in any state aid. The intent of the APA was solely to clarify the transfer pricing rules to be applied by FCFE for financing activities to affiliates. FCFE sought the APA for the sole purpose of obtaining legal certainty, through an application process governed by a clear legal framework. The relevant application was based on a fully documented transfer pricing analysis carried out pursuant to well recognized methodologies. FCFE never sought any derogation from the general law through exemptions and reliefs not generally available under the Luxembourg tax system, and the APA did not grant to FCFE any advantage unavailable to comparable Luxembourg tax payers. The APA did not result in any taxable base erosion or double non-taxation for the FCA Group, given that any increase in the taxable income of FCFE in Luxembourg would have led to greater deductions in the countries of residence of the FCA Group companies which paid interest to FCFE. FCA stated that any potential increase in the taxable income of FCFE would be immaterial to the FCA Group's reported results and furthermore would result in compensating adjustments in other tax jurisdictions that would need to be agreed between the Tax Authorities of Luxembourg and the tax authorities of the other European countries involved in the intra-group financing arrangements.

On October 22, 2015, FCA announced that it had published the agenda and explanatory notes for the Extraordinary General Meeting of shareholders of FCA (**EGM**) to be held on December 3, 2015 in Amsterdam. The EGM is scheduled to approve a demerger pursuant to which FCA would transfer all of the shares held by it in Ferrari to FE Interim B.V., a newly-formed Dutch company, with FE Interim B.V. issuing common shares and special voting shares to holders of FCA's corresponding shares (**Demerger**). The Demerger is part of a series of transactions intended to separate FCA's remaining ownership interest in Ferrari N.V. and to distribute that ownership interest to holders of FCA shares and mandatory convertible securities, as further described in the EGM documentation available on FCA's website.

On October 26, 2015, FCA and Ferrari announced the closing of Ferrari's initial public offering (**IPO**) in which 18,892,150 Ferrari common shares were sold at a price of \$52 per share and which included the exercise in full of the underwriters' option to purchase 1,717,150 additional common shares. All shares were offered and sold by FCA and the total gross proceeds to FCA were \$982.4 million. The common shares of Ferrari began trading on the New York Stock Exchange on October 21, 2015 under the symbol "RACE". Immediately following the IPO, FCA owned approximately 80% of Ferrari.

On November 13, 2015, Moody's France S.A.S. (**Moody's**) affirmed its Corporate Family Rating on FCA at "B1" and raised the outlook to positive from stable. Moody's is established in the European Community and registered in accordance with Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, such statements described in clause (b) will be deemed to be superseded by such statements described in clause (a).

Save as disclosed in this Supplement no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus, which is capable of affecting the assessment of Notes issued under the Programme, has arisen or been noted, as the case may be, since the publication of the Base Prospectus.