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 and the base prospectus supplement dated May 13, 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 August 6, 2015, FCA published its 2015 Half-Year Financial Report for the first half of 2015 which includes its unaudited consolidated financial statements as at and for the six months ended June 30, 2015. Copies of such unaudited consolidated financial statements were filed with the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten* (AFM)) and with the Central Bank, are available on pages 38 to 75 of the Half-Year Financial Report for the period ending June 30, 2015 available on FCA's website at http://www.fcagroup.com/it-IT/investor_relations/financial_information_reports/semi_annual_reports/semi_annual_report/FCA_NV_Semi_Annual_Report_at_June_30_2015.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 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 June 9, 2015, FCA announced that it has entered into a €4.8 billion syndicated revolving credit facility (**RCF**) with a group of twelve bookrunner banks. The RCF will be available for general corporate purposes and working capital needs of the FCA Group, and will replace and expand the €2.1 billion 3-year revolving credit facility entered into by FCA on June 21, 2013, and the $1.3 billion 5-year revolving credit facility entered into by FCA US LLC (**FCA US**) on May 24, 2011 (**FCA US RCF**). The RCF will be available in two tranches of equal amounts. The first tranche, which will be immediately available, has a 37-month tenor from signing and two extension options (1-year and 11-month, respectively) exercisable on the first and second anniversary of signing. The second tranche has a 60-month tenor from signing and will be available upon termination of the FCA US RCF and upon the elimination of the restrictions under FCA US's financing documentation on the provision of guarantees and payment of dividends by FCA US for the benefit of the rest of the FCA Group. On June 30, 2015, FCA successfully completed the syndication to a group of twenty-four banks (inclusive of the twelve original bookrunner banks) of the RCF. Following a positive reception by banks, the RCF size was increased from the original amount of €4.8 billion to €5.0 billion.

On June 29, 2015, FCA announced that the European Investment Bank (**EIB**), the *Servizi Assicurativi del Commercio Estero* (**SACE**) and FCA had finalized a €600 million loan earmarked to support FCA's research, development and production plans for 2015-17. The three-year loan provided by EIB and 50% guaranteed by SACE relates to FCA's production and R&D sites in both northern and southern Italy. As to EIB, the loan falls within two traditional areas of EIB investment in support of the European economy: R&D projects and projects for protection of the environment through the reduction of emissions and improved energy efficiency. The initiative is supported by InnovFin – EU Finance for Innovators, with the financial assistance of the European Union, as part of the Horizon 2020 program. In detail, the project encompasses two main components. The first component relates to FCA's R&D activities at its Turin and Modena facilities. Those activities concern a study on fuels for advanced engines, efficient vehicle technologies for vehicle safety and comfort, and new vehicle architectures. The second component relates to investments in manufacturing centers located in southern Italy (Pratola Serra and Termoli) for the production of new efficient petrol and diesel engines for Alfa Romeo.

On July 7, 2015, FCA announced that, together with CNH Industrial, it had renewed the company-specific collective labor agreement (the **Agreement**) with the trade unions FIM-CISL, UILM-UIL, FISMIC, *UGL Metalmeccanici* and the *Associazione Quadri e Capi Fiat*. The Agreement applies to all 85,000 employees of the two groups in Italy. The four-year Agreement (2015-2018) includes an innovative performance-based compensation scheme linked to the achievement of certain efficiency and profitability targets. If the targets are met, employees will be entitled to a total bonus amount of between €7,000 and €10,700 over four years. As a result of the Agreement, this scheme – first introduced at FCA's automobiles sector two months ago – has now been extended to all FCA and CNH Industrial companies in Italy. Other major innovations introduced by the Agreement include a continuous shift cycle (with a total of 20 shifts per week), which is based on the successful model already in place at FCA's Melfi plant. In addition, an experimental classification system for new hires will be introduced at FCA, with the current eight levels being reduced to three. The industrial relations process has also been significantly revised. To further enhance the level of coordination and collaboration between trade unions, a joint representative body will be established at each plant. Each of these bodies will serve as sole liaison with the company, and will represent members' interests on an absolute majority basis.

On July 23, 2015, FCA announced that its subsidiary, New Business Netherlands N.V. (to be renamed Ferrari N.V.; hereinafter, **Ferrari**), had filed a registration statement on Form F-1 with the U.S. Securities and Exchange Commission (**SEC**) for a proposed initial public offering of common shares currently held by FCA. The number of common shares to be offered and the price range for the proposed offering have not yet been determined, although the proposed offering is not expected to exceed 10% of the outstanding common shares. In connection with the initial public offering, Ferrari intends to apply to list its common shares on the New York Stock Exchange. The registration statement relating to these securities has been filed with the SEC but has not yet become effective. The offering will be made only by means of a prospectus.

On July 27, 2015, FCA US announced that it had entered into a consent order (the **Consent Order**) with the National Highway Traffic Safety Administration (**NHTSA**), which resolved the issues raised by NHTSA with respect to FCA US' execution of 23 recall campaigns in NHTSA's special order issued to FCA US on May 22, 2015, and further addressed at a NHTSA public hearing held on July 2, 2015. The Consent Order includes an admission by FCA US that in three specified recall campaigns (covering approximately half a million vehicles, primarily 2008 through 2012 chassis cab; 2009 through 2011 light duty, and 2008 through 2012 heavy duty Ram trucks), it had failed to timely provide an effective remedy, and that it did not timely comply with various reporting requirements under the National Traffic and Motor Vehicle Safety Act of 1966. Pursuant to the Consent Order, FCA US agreed to make a US $70 million cash payment to NHTSA, and to spend US $20 million on industry and consumer outreach activities and incentives to enhance certain recall and service campaign completion rates. An additional US $15 million payment will be payable by FCA US if it fails to comply with certain terms of the Consent Order. FCA US has also agreed to undertake specific actions to improve its recall execution. The Consent Order will be supervised by an independent monitor and will remain in place for three years subject to NHTSA's right to extend for an additional year in the event of FCA US' noncompliance with the Consent Order. In a separate press release, FCA also clarified that all premiums paid to repurchase vehicles in the three recall campaigns, as well as all related customer incentives, will be applied as credits to the US $20 million that FCA US had agreed to spend on industry outreach amounts included in the US $105 million referred to in the Consent Order. While such amounts may exceed the agreed-upon US $20 million, FCA US does not expect that the net cost of providing these additional alternatives will be material to its financial position, liquidity or results of operations.

On July 30, 2015, FCA announced that Standard & Poor's Credit Market Services Italy S.r.l. (**Standard & Poor's**) had affirmed its rating on FCA's long-term debt at "BB-" and had raised the outlook to positive from stable. The short-term rating was confirmed at "B."

Standard & Poor'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 (the CRA Regulation).

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.