



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**) and the base prospectus supplement dated January 30, 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 importance of such information.

FCFNA, 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 importance 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 importance 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 importance 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 importance of such information.

On March 5, 2015, FCA published its Annual Report for the year ended December 31, 2014 which includes its audited consolidated and stand-alone financial statements as at and for the year ended December 31, 2014 and the audit report in relation thereto. FCA's consolidated and stand-alone financial statements as at and for the year ended December 31, 2014 will be submitted for the approval of its shareholders at its ordinary shareholders' meeting, which is expected to be held on April 16, 2015. Copies of such audited consolidated and stand-alone financial statements and the audit report in relation thereto were filed with, the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten* (AFM)) and with the Central Bank, are available on pages 150 to 279 and 325 to 329 (in the case of the audited consolidated financial statements and the audit report in relation thereto) and on pages 280 to 296 and 325 to 329 (in the case of the audited stand-alone financial statements and the audit report in relation thereto) of the Annual Report at December 31, 2014 available on FCA's website at http://www.fcagroup.com/en-US/investor_relations/financial_information_reports/annual_report/2014/FCA_2014_Annual_Report.pdf and, by virtue of this Supplement, such audited consolidated and stand-alone financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

On March 5, 2015, FCA also filed its 2014 Annual Report on Form 20-F with the U.S. Securities and Exchange Commission (the SEC), including FCA consolidated financial statements for the fiscal year ended December 31, 2014.

On March 5, 2015, FCA published FCFE's audited consolidated and stand-alone financial statements as at and for the year ended December 31, 2014 and the audit reports in relation thereto. Copies of such audited consolidated and stand-alone financial statements and the audit reports in relation thereto were filed with the Central Bank, are available on FCA's website at http://www.fcagroup.com/en-US/investor_relations/debt_credit_ratings/gmtn_programme/gmtn_documents/Fiat_Chrysler_Finance_Europe_consolidated_financial_statements_2014.pdf and http://www.fcagroup.com/it-IT/investor_relations/debt_credit_ratings/gmtn_programme/gmtn_documents/Fiat_Chrysler_Finance_Europe_2014_statutory_annual_accounts_2014.pdf, respectively, and, by virtue of this Supplement, such audited consolidated and stand-alone financial statements and the audit reports in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

On March 5, 2015, FCA published FCFNA's audited financial statements as at and for the year ended December 31, 2014 and the audit report in relation thereto. Copies of such audited financial statements and the audit report in relation thereto were filed with the Central Bank, are available on FCA's website at http://www.fcagroup.com/en-US/investor_relations/debt_credit_ratings/gmtn_programme/gmtn_documents/Fiat_Chrysler_Finance_North_America_2014_Financial_Statements_with_report_of_independent_auditors.pdf and, by virtue of this Supplement, such audited financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

On March 5, 2015, FCA published FCFC's audited financial statements as at and for the year ended December 31, 2014 and the audit report in relation thereto. Copies of such audited financial statements and the audit report in relation thereto were filed with the Central Bank, are available on FCA's website at http://www.fcagroup.com/en-US/investor_relations/debt_credit_ratings/gmtn_programme/gmtn_documents/Fiat_Chrysler_Finance_Canada_2014_Financial_Statements_with_report_of_independent_auditors.pdf and, by virtue of this Supplement, such audited financial statements and the audit report in relation thereto are deemed to be incorporated in, and form part of, the Base Prospectus.

Neither FCA's website nor its content (except for the audited 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.

Following the implementation of Law No. 190 of 23 December 2014, the following amendments apply to the section "TAXATION – Italy" of the Base Prospectus:

- (i) the reference to the range of the rate of the regional quasi-income tax (IRAP) in the third paragraph of the section "TAXATION – Italy", subsection "*Interest Income, Italian Resident Holders*" on page 244 of the Base Prospectus, must be replaced with "between 3.90% and 6.82%";
- (ii) references to the rate of the substitute tax in the fifth paragraph of the section "TAXATION – Italy", subsection "*Interest Income, Italian Resident Holders*" on page 245 of the Base Prospectus, and in the last paragraph of the section "TAXATION – Italy", subsection "*Capital Gains, Italian Resident Holders*" on page 246 of the Base Prospectus, must be replaced with "20%";
- (iii) the following must be added to (i) the fifth paragraph of the section "TAXATION – Italy", subsection "*Interest Income, Italian Resident Holders*" on page 245 of the Base Prospectus, and (ii) the last paragraph of the section "TAXATION – Italy", subsection "*Capital Gains, Italian Resident Holders*" on page 246 of the Base Prospectus:
"*For the 2014 tax period, this 20% substitute tax is levied on a tax base reduced by an amount equal to 48% of the difference between the redemptions made in 2014 and the value of the individual positions accrued at 31 December in 2013, increased of any contributions paid in 2014.*"

The section "GENERAL INFORMATION – Significant or Material Change" on page 260 of the Base Prospectus is deleted in its entirety and replaced with the information set out in Annex 1 hereto.

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.

ANNEX 1

Significant or Material Change

There has been no significant change in the financial or trading position of any of FCA, FCFE, FCFNA or FCFC since December 31, 2014, and there has been no material adverse change in the prospects of the Issuers or the Guarantor since December 31, 2014.
