



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 and the base prospectus supplement dated March 20, 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.

FCFE, 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 May 7, 2015, FCA published its Interim Report for the quarter ended March 31, 2015 which includes its unaudited consolidated financial statements as at and for the three months ended March 31, 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 26 to 58 of the Interim Report at March 31, 2015 available on FCA's website at http://www.fcagroup.com/en-US/investor-relations/financial-information-reports/quarterly-reports/quarterly-reports/FCA_NV_Q1_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 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 April 8, 2015, FCA announced a USD 3 billion offering of unsecured senior debt securities to be offered and sold under Rule 144A and Regulation S under the Securities Act of 1933, as amended. On April 9, 2015, FCA priced the offering of USD 1.5 billion total principal amount of 4.500% Senior Notes due 2020 (the "**2020 Notes**") at an issue price of 100% of their principal amount, and of USD 1.5 billion total principal amount of 5.250% Senior Notes due 2023 (the "**2023 Notes**", and with the 2020 Notes, the "**Notes**") at an issue price of 100% of their principal amount. Closing of the Notes offering occurred on April 14, 2015.

FCA intends to use the net proceeds from the offering of the Notes for general corporate purposes, which may include funding the redemption of, or otherwise refinancing, outstanding secured senior notes of FCA's subsidiary, FCA US LLC (formerly Chrysler Group LLC). Following completion of the offering of the Notes FCA US LLC has taken steps to notify holders of its secured senior notes due 2019 that such notes would be redeemed on May 14, 2015 pursuant to their terms.

On April 16, 2015, at the annual general shareholders' meeting, FCA's shareholders approved FCA's audited stand-alone financial statements for the year ended December 31, 2014 and re-elected all current directors of FCA. John Elkann and Sergio Marchionne were re-elected as executive directors of FCA. Ronald L. Thompson, Andrea Agnelli, Tiberto Brandolini d'Adda, Glenn Earle, Valerie A. Mars, Ruth J. Simmons, Patience Wheatcroft, Stephen M. Wolf and Ermenegildo Zegna were re-elected as non-executive directors of FCA. In addition Ernst & Young Accountants LLP were appointed as independent auditors of FCA until the 2016 annual general meeting of shareholders.

The shareholders also delegated to the Board of Directors authority to purchase common shares of FCA up to a maximum of 10% of FCA's issued common shares as of the date of the annual general shareholders' meeting. Pursuant to the authorization, which does not entail any obligation for FCA but is designed to provide additional flexibility, FCA may purchase shares of its own common stock from time to time in the 18 months following the annual general shareholders' meeting, at a price not to exceed or below by more than 10% of the average closing price on the NYSE and/or MTA in the five business days prior to the date of the purchase. Finally, the shareholders adopted the remuneration policy for the executive directors and the non-executive directors of the Company and the proposed resolutions concerning executive directors equity compensation.

Details of the resolutions submitted to the annual general shareholders' meeting are available on FCA's website at www.fcagroup.com.

On April 16, 2015, FCA's new compensation arrangement for Italy was presented at a meeting with the trade unions. The arrangement incentivizes all employees within the automobiles business in Italy toward achievement of the productivity, quality and profitability targets established in the 2015-2018 business plan and is expected to cost FCA approximately €600 million over the 4-year period.

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.