

## APPLICABLE FINAL TERMS

**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”) or in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**SINGAPORE SFA PRODUCT CLASSIFICATION** – In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

1 July 2020

FIAT CHRYSLER AUTOMOBILES N.V.

Fiat Chrysler Automobiles N.V. LEI : 549300LKT9PW7ZIBDF31

Issue of €1,250,000,000 3.875 per cent. Notes due 5 January 2026 (the “**Notes**”)  
under the €20,000,000,000  
Euro Medium Term Note Programme

### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 March 2020 and the supplements dated 15 May 2020, 22 May 2020 and 30 June 2020 (the “**Base Prospectus**”) which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus and these Final Terms are available for viewing at [https://www.fcagroup.com/en-US/investors/bond\\_info\\_and\\_credit\\_rating/emtn\\_programme/Pages/default.aspx](https://www.fcagroup.com/en-US/investors/bond_info_and_credit_rating/emtn_programme/Pages/default.aspx) and copies may be obtained from the Issuer at its principal executive and registered offices. FCA’s website, as well as its content (except for any documents available at the links referred to in the Base Prospectus to the extent incorporated by reference therein) does not form part of the Base Prospectus or of these Final Terms.

1. (i) Issuer: Fiat Chrysler Automobiles N.V.
- (ii) Guarantor: Not Applicable

2.	(i)	Series Number:	145CG
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	Euro (€)
4.		Aggregate Nominal Amount:	
	(i)	Series:	€1,250,000,000
	(ii)	Tranche:	€1,250,000,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
	(ii)	Calculation Amount for Notes in definitive form ( <i>in relation to calculation of interest for Notes in global form - see Conditions</i> ):	€1,000
7.	(i)	Issue Date:	7 July 2020
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	5 January 2026
9.		Interest Basis:	3.875 per cent. Fixed Rate (see paragraph 16 below)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.		Change of Interest Basis:	Not Applicable
12.		Alternative Currency Equivalent:	Not Applicable
13.		Put/Call Options:	Issuer Call Issuer Maturity Par Call  (see paragraphs 19 and 20 below)
14.		Date board of directors' approval for issuance of Notes	19 December 2018
15.		Method of distribution:	Syndicated

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.		Fixed Rate Note Provisions:	Applicable
	(i)	Rate(s) of Interest:	3.875 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date(s):	5 January in each year up to and including the Maturity Date, commencing on 5 January 2021. There will an initial short interest period from and including the Interest Commencement Date to, but excluding, 5 January 2021 (the " <b>First Interest Period</b> ")
	(iii)	Fixed Coupon Amount(s) for Notes in definitive form ( <i>and in relation to Notes in global form - see Conditions</i> ):	€38.75 per Calculation Amount, provided that, in relation to the First Interest Period, the Fixed Coupon Amount shall be equal to the Broken Amount
	(iv)	Broken Amount(s) for Notes in	€19.27 per Calculation Amount payable on the Interest

	definitive form ( <i>and in relation to Notes in global form - see Conditions</i> ):	Payment Date falling on 5 January 2021
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Date(s):	5 January in each year
17.	Floating Rate Note Provisions:	Not Applicable
18.	Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

19.	Issuer Call:	Applicable
(i)	Optional Redemption Date(s):	Any Business Day prior to the Maturity Date
(ii)	Optional Redemption Amount:	As set out in Condition 6(c)
(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	€0
(b)	Maximum Redemption Amount:	€1,250,000,000
20.	Issuer Maturity Par Call	Applicable
	Notice periods (if other than as set out in the Conditions)	Not Applicable
21.	Investor Put:	Not Applicable
22.	Final Redemption Amount:	€1,000 per Calculation Amount
23.	Early Redemption Amount of each note payable on redemption for taxation reasons or on event of default:	€1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event
25.	New Global Note:	Yes
26.	Additional Financial Centre(s):	Not Applicable
27.	Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature):	No

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of Euronext Dublin of the Notes described herein pursuant to the €20,000,000,000 Euro Medium Term Note Programme of Fiat Chrysler Finance Europe *société en nom collectif* acting through its UK Branch as Issuer and Fiat Chrysler Automobiles N.V. as Issuer and Guarantor.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |  |
|-------|---|--|
| (i)   | Listing:  | Irish Stock Exchange plc trading as Euronext Dublin  |
| (ii)  | Admission to trading:                                       | Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and trading on its regulated market with effect from 7 July 2020. |
| (iii) | Estimate of total expenses related to admission to trading: | €1,000   |

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P:	BB+
Moody's	Ba2
Fitch	BBB-
DBRS	BBB Low

Each of S&P Global Ratings Europe Limited (“S&P”), Moody's Deutschland GmbH (“Moody's”), Fitch Ratings España S.A.U. (“Fitch”) and DBRS Ratings Limited (“DBRS”) is established in the European Union and/or the UK and is registered under Regulation (EC) No. 1060/2009/EC (as amended, the “CRA Regulation”), and is included in the list of registered and certified credit ratings agencies published on the website of the European Securities and Markets Authority (“ESMA”) in accordance with the CRA Regulation. The ESMA's website and its content do not form part of the Base Prospectus or of these Final Terms.

In general, and subject to certain exceptions, European regulated investors are restricted from using a credit rating for regulatory purposes if such credit rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation.

Subject to the fulfilment of the conditions set out in Article 4(3) of the CRA Regulation, a credit rating agency established in the European Union and registered in accordance with the CRA Regulation (an “EU CRA”) may endorse (for regulatory purposes in the European Union) credit ratings issued outside the European Union where (i) the credit rating activities resulting in the issuing of the credit rating are undertaken in whole or in part by a credit rating agency or credit rating agencies belonging to the same group (a “non-EU CRA”); and (ii) the EU CRA has verified and is able to demonstrate on an on-going basis to ESMA that the conduct of the credit rating activities by the non-EU CRA resulting in the issuing of the credit rating to be endorsed fulfils requirements which are “at least as stringent as” the requirements of the CRA Regulation.

In addition, subject to the fulfilment of the conditions set out in Article 5 and elsewhere in the CRA Regulation, credit ratings that are related to entities established or financial instruments issued in countries outside the European Union and that are issued by a credit rating agency established in a country outside the European Union may only be used for regulatory purposes within the European Union without being endorsed under Article 4(3) of the CRA Regulation if (amongst other requirements) the European Commission has adopted an equivalence decision in accordance with Article 5(6) of the CRA Regulation, recognising the legal and

supervisory framework of the relevant country as equivalent to the requirements of the CRA Regulation.

### 3. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer: See "Use of Proceeds" in the Base Prospectus

Estimated net proceeds: €1,231,250,000

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. On March 25, 2020, the Issuer and certain of its subsidiaries entered into documentation with a group of lenders establishing a credit facility of €3,500,000,000 (the "**Credit Facility**"). The Managers and/or their affiliates serve as lenders under the Credit Facility (which was syndicated on April 14, 2020). The amount available for borrowings under the Credit Facility will be reduced by the amount of the net proceeds from the Notes. As of the date of these Final Terms, the amount available for borrowings under the Credit Facility was €3.5 billion and no borrowings were outstanding under the Credit Facility.

### 5. YIELD (*Fixed Rate Notes only*)

Indication of yield: 3.879 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. DISTRIBUTION

(i) If syndicated, name of Managers: Banca IMI S.p.A.  
Barclays Bank PLC  
BNP Paribas  
Citigroup Global Markets Limited  
Commerzbank Aktiengesellschaft  
Crédit Agricole Corporate and Investment Bank  
Credit Suisse Securities (Europe) Limited  
Goldman Sachs International  
Merrill Lynch International  
RBC Europe Limited  
Société Générale  
UBS AG London Branch  
UniCredit Bank AG

(ii) Stabilising Manager(s) (if any): Goldman Sachs International

(iii) If non-syndicated, name of relevant Dealer: Not Applicable

(iv) U.S. selling restrictions: Reg. S Compliance Category: 2  
TEFRA D

- (v) Prohibition of Sales to EEA and UK Retail Investors: Applicable
- (vi) Prohibition of Sales to Belgian Consumers: Applicable

**7. OPERATIONAL INFORMATION**

- (i) ISIN Code: XS2178833773
- (ii) Common Code: 217883377
- (iii) CMU Instrument Number: Not Applicable
- (iv) CFI: DTFNFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) FISN: FIAT CHRYSLER A/1EMTN 20251125,as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (vi) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment
- (viii) Names and addresses of Paying Agent(s):  
Citibank N.A., London Branch  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5JB  
United Kingdom  
  
Citibank Europe PLC  
1 North Wall Quay  
Dublin 1  
Ireland
- (ix) Names and addresses of additional Paying Agent(s), if any: Not Applicable
- (x) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra- day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.