Base Prospectus Supplement dated June 30, 2020 to the Base Prospectus dated March 27, 2020

FIAT CHRYSLER AUTOMOBILES

Fiat Chrysler Automobiles N.V.

(Incorporated as a public limited liability company (*naamloze vennootschap*) under the laws of the Netherlands and registered with the Dutch chamber of commerce (*Kamer van Koophandel*) under number 60372958)

as Issuer and as Guarantor, in respect of Notes issued by Fiat Chrysler Finance Europe société en nom collectif

and

Fiat Chrysler Finance Europe

société en nom collectif

(*previously known as Fiat Chrysler Finance Europe, a public limited liability company (société anoynme)*)

(Existing as a general partnership under the laws of the Grand-Duchy of Luxembourg, having its registered office at 412F, Route d'Esch, L-2086 Luxembourg, Grand Duchy of Luxembourg and registered with Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés de Luxembourg*) under number B-59500 and, as the context requires, acting through its UK branch)

as Issuer

€20,000,000,000

Euro Medium Term Note Programme

This base prospectus supplement (the **Supplement**) is supplemental to and should be read in conjunction with the base prospectus dated March 27, 2020, the base prospectus supplement dated May 15, 2020 and the base prospectus supplement dated May 22, 2020 (together, the **Base Prospectus**) in relation to the €20,000,000,000 Euro Medium Term Note Programme (the **Programme**) of Fiat Chrysler Automobiles N.V. (**FCA**) and Fiat Chrysler Finance Europe *société en nom collectif* (**FCFE**) (each an **Issuer** and together the **Issuers**). The payments of all amounts due in respect of Notes issued by FCFE 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 23 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) 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 Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the relevant Issuer or the Guarantor nor as an endorsement of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

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. 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.

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 importance of such information.

FCFE accepts responsibility for the information contained in this document, with the exception of any information in respect of 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.

Purpose of the Supplement

Updates to risk factors

The section entitled "Risk Factors – Factors that may affect the ability of the Issuers and the Guarantor to fulfil their obligations under the Notes", which is contained on pages 7 to 12 of the Base Prospectus, will be amended by replacing the risk factor "*The impact of the COVID-19 pandemic and the measures taken to contain the spread of the virus have had, and are expected to continue to have, a material adverse impact on the Group's business, results of operations and financial condition*" (which was introduced in the base prospectus supplement dated May 15, 2020) with the following:

"***Business interruptions resulting from the coronavirus (COVID-19) outbreak or similar public health crises could cause disruption to the manufacture and sale of the combined group's products and could adversely impact its business.***

Public health crises such as pandemics or similar outbreaks could adversely impact the Group's business. On March 11, 2020, the COVID-19 outbreak was declared a global pandemic by the World Health Organization ("WHO"), leading to government imposed quarantines, travel restrictions, "stay-at-home" orders and similar mandates for many individuals to substantially restrict daily activities and for businesses to curtail or cease normal operations. The impact of COVID-19, including changes in consumer behavior, pandemic fears and market downturns, as well as restrictions on business and individual activities, has led to a global economic slowdown and a significant decrease in demand in the global automotive market, which may persist even after the restrictions related to the COVID-19 outbreak are lifted.

As a result of the restrictions described above, and consumers' reaction to the COVID-19 outbreak in general, showroom traffic at the Group's dealers has dropped significantly and many dealers have temporarily ceased operations, thereby reducing the demand for the Group's products and leading to dealers purchasing fewer vehicles, parts and accessories. In addition, the COVID-19 outbreak has significantly disrupted the

Group’s supply chains and may negatively impact the availability and price at which the Group is able to source components and raw materials globally, which could reduce the number of vehicles the Group will be able to manufacture and sell. The Group may not be able to pass on increases in the price of components and raw materials to its customers, which may adversely impact its results of operations. Furthermore, the COVID-19 pandemic may lead to financial distress for the Group’s suppliers or dealers as a result of which they may have to permanently discontinue or substantially reduce their operations. The pandemic may also lead to downward pressure on vehicle prices and contribute to an already challenging pricing environment in the automotive industry. In addition, the COVID-19 outbreak has led to higher working capital needs and reduced liquidity or limitations in the supply of credit, which may lead to higher costs of capital for the Group. These and other factors arising from the COVID-19 pandemic could have a material adverse impact on the Group’s business, financial condition and results of operations.

The Group took a number of steps as a result of the pandemic, in line with advice provided by the WHO and the public health measures imposed in the countries in which it operates. For example, the Group implemented a temporary suspension of production across its facilities, which lasted, depending on the region, several weeks or months, with full production now resumed in all regions at pre-COVID-19 shift patterns except in EMEA, where a full restart is expected in the third quarter of 2020.

The Group’s automotive operations generally realise minimal revenue while its facilities are shut down, but it continues to incur expenses. The negative cash impact is exacerbated by the fact that the Group has to continue to pay suppliers for components purchased in a high volume environment while they do not record vehicle sales. In addition, the Group suspended a significant number of capital expenditure programmes, delayed non-essential spending, and significantly reduced marketing spend. These measures could have a material adverse effect on the Group’s ability to ramp up production quickly and thereafter maintain it.

Further, as restrictions on movement and business operations are eased, the Group may still elect to continue the shutdown of some, or all, of its production sites and other facilities, either in the event of an outbreak of COVID-19 among its employees, or as a preventive measure to contain the spread of the virus and protect the health of its workforce.

In addition, government-sponsored liquidity or stimulus programmes in response to the COVID-19 pandemic may not be available to the Group’s customers, suppliers or dealers, and if available, the terms may be unattractive or may be insufficient to address the impact of COVID-19.

The extent to which the COVID-19 pandemic will impact the Group’s results will depend on the scale, duration and geographic reach of future developments, which are highly uncertain and cannot be predicted, including, among other things, any new information which may emerge concerning the severity of the COVID-19 pandemic and any additional action to contain its spread or mitigate its impact whether government-mandated or elected by the Group. For example, it may take several months for production to fully return to prior levels, depending, in part, on developments in global demand for vehicles and whether the Group’s suppliers will have resumed normal operations. These disruptions could have a material adverse effect on the Group’s business, financial condition and results of operations. In addition, the COVID-19 pandemic may exacerbate many of the other risks described in this Base Prospectus, including, but not limited to, the general economic conditions in which the Group operates, increases in the cost of raw materials and components and disruptions to the Group’s supply chain and liquidity.”

Updates to business description section

(a) The section entitled “The FCA Group – Overview of the Group’s Business – North America”, which is contained on pages 95 to 97 of the Base Prospectus, shall be amended by deleting the following text (which was introduced in the base prospectus supplement dated May 15, 2020):

“*2020 Industry Outlook*

As a result of the COVID-19 pandemic, the FY 2020 Industry Outlook for North America has changed. The outlook for total vehicle sales (including medium/heavy trucks) for the North America region has been reduced from 20.3 million units to 15.0 million units (down 28 percent year over year) and for the U.S. has been reduced from 17.0 million units to 12.5 million units (down 29 percent year over year).[1]”

(b) The section entitled “The FCA Group – Overview of the Group’s Business – LATAM”, which is contained on pages 97 to 99 of the Base Prospectus, shall be amended by deleting the following text (which was introduced in the base prospectus supplement dated May 15, 2020):

“*2020 Industry Outlook*

As a result of the COVID-19 pandemic, the FY 2020 Industry Outlook for LATAM has changed. The outlook for passenger cars and LCVs for the LATAM region has been reduced from 4.3 million units to 3.0 million units (down 29 percent year over year) and for Brazil has been reduced from 2.8 million units to 1.9 million units (down 30 percent year over year).[1]

(c) The section entitled “The FCA Group – Overview of the Group’s Business – APAC”, which is contained on pages 99 to 100 of the Base Prospectus, shall be amended by deleting the following text (which was introduced in the base prospectus supplement dated May 15, 2020):

“*2020 Industry Outlook*

As a result of the COVID-19 pandemic, the FY 2020 Industry Outlook for APAC[2] has changed. The outlook for passenger cars for the APAC region has been reduced from 31.2 million units to 27.1 million units (down 13 percent year over year) and for China has been reduced from 21.3 million units to 18.6 million units (down 13 percent year over year).[1]”

[1] Source: IHS Global Insight, Wards, China Passenger Car Association and Group estimates
[2] APAC industry reflects aggregate for major markets where the Group competes (China, Australia, Japan, South Korea and India)

(d) The section entitled "The FCA Group – Overview of the Group's Business – EMEA", which is contained on pages 100 to 102 of the Base Prospectus, shall be amended by deleting the following text (which was introduced in the base prospectus supplement dated May 15, 2020):

"*2020 Industry Outlook*

As a result of the COVID-19 pandemic, the FY 2020 Industry Outlook for EMEA has changed. The outlook for passenger cars and LCVs for the EMEA region has been reduced from 22.7 million units to 17.7 million units (down 23 percent year over year) and for EU 28+EFTA has been reduced from 17.5 million units to 13.4 million units (down 26 percent year over year).[1]"

Updates to recent developments section

The following changes shall be made to the section entitled "Recent Developments", which is contained on page 107 of the Base Prospectus:

(a) the sentences "The Group has applied to obtain a guarantee from SACE (Italy's export credit agency) under the recently enacted Italian Liquidity Decree, and, in that connection, is discussing with a leading Italian lender a 3-year facility of up to Euro 6.3 billion for borrowings by the Italian subsidiaries of the Group to finance the Group's activities in Italy. The facility would be guaranteed by FCA N.V." shall be replaced with:

"On June 24, 2020, FCA Italy S.p.A. entered into a facility agreement with a leading Italian lender for borrowings of up to €6.3 billion by the Italian subsidiaries of the Group to finance the Group's activities in Italy. The facility is unsecured and guaranteed by FCA N.V. and will mature in March 2023, amortising in 5 equal quarterly instalments with the first such instalment due on March 31, 2022. SACE (Italy's export credit agency) will guarantee 80% of the borrowings under that facility under the recently enacted Italian Liquidity Decree. The funds under the facility will be available upon issuance of the SACE guarantee.

The covenants of the loan facility include financial covenants which apply under certain conditions, as well as negative pledge, *pari passu*, cross-default and change of control clauses. Failure to comply with these covenants, and in certain cases if not suitably remedied, can lead to the requirement of early repayment of any outstanding amounts.

In connection with SACE's guarantee, the Group has given the following industrial commitments applicable while any loans are outstanding under the facility: (i) to continue to carry out certain Italian investment projects currently underway and previously announced; (ii) not to delocalise outside Italy production of vehicles under such investment projects; and (iii) to pursue the goal of full re-employment of employees in Italy by the end of 2023, each with agreed milestones for implementation. If the industrial commitments previously described are not implemented by the agreed milestones, the Group may at its option: (i) implement those industrial commitments within an additional six month period following the milestones; (ii) negotiate and agree alternative milestones and/or commitments with the Italian government; or (iii) repay the loan at any time within 18 months (including a 6 months negotiation period) from the milestones by which those industrial commitments were first agreed to be implemented.

In addition, while loans under the facility are outstanding, FCA N.V. has committed not to approve or pay dividends or other shareholder distributions in the 2020 calendar year (except dividends related to the pending merger with Peugeot), and the Italian subsidiaries of the Group have committed not to distribute dividends or to make other shareholder distributions until May 26, 2021."; and

(b) the following sentence shall be added to page 107 of the Base Prospectus as a new final paragraph in the "Recent Developments" section: "On May 28, 2020, Moody's Investors Service confirmed the "Ba1" Corporate Family Rating on FCA N.V. and the "Ba2" ratings on the senior unsecured instruments issued or guaranteed by FCA N.V. The outlook on all ratings is developing. This rating action concludes a review with direction uncertain that began on March 25, 2020."

General Information

Neither FCA's website nor its content 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 office of FCA or FCFE and at the offices of the paying agents. Non-incorporated parts of any document are either not relevant for an investor or are covered elsewhere in the Base Prospectus.

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, as supplemented, 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, as supplemented.
