

CITIGROUP INC. RATES BASE PROSPECTUS SUPPLEMENT (No.9) dated 21 November 2018, CGMHI RATES BASE PROSPECTUS SUPPLEMENT (No.9) dated 21 November 2018 and CGMFL RATES BASE PROSPECTUS SUPPLEMENT (No.9) dated 21 November 2018



CITIGROUP INC.
(incorporated in Delaware)

and

CITIGROUP GLOBAL MARKETS HOLDINGS INC.
(a corporation duly incorporated and existing under the laws of the state of New York)

and

CITIGROUP GLOBAL MARKETS FUNDING LUXEMBOURG S.C.A.
(incorporated as a corporate partnership limited by shares (*société en commandite par actions*) under Luxembourg law and registered with the Register of Trade and Companies of Luxembourg under number B169199)

each an issuer under the
Citi U.S.\$60,000,000,000 Global Medium Term Note Programme

Notes issued by Citigroup Global Markets Holdings Inc. only will be unconditionally and irrevocably guaranteed by CITIGROUP INC. (incorporated in Delaware)

Notes issued by Citigroup Global Markets Funding Luxembourg S.C.A only will be unconditionally and irrevocably guaranteed by CITIGROUP GLOBAL MARKETS LIMITED (incorporated in England and Wales)

This base prospectus supplement (the "**Citigroup Inc. Rates BP Supplement (No.9)**") constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended by the Prospectus (Directive 2003/71/EC) Amending Regulations 2012, the "**Irish Prospectus Regulations**") and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**Citigroup Inc. Rates Base Prospectus 2017**"), as supplemented by a Citigroup Inc. Rates BP Supplement (No.1) dated 1 February 2018 (the "**Citigroup Inc. Rates BP Supplement (No.1)**"), a Citigroup Inc. Rates BP Supplement (No.2) dated 24 April 2018 (the "**Citigroup Inc. Rates BP Supplement (No.2)**"), a Citigroup Inc. Rates BP Supplement (No.3) dated 22 May 2018 (the "**Citigroup Inc. Rates BP Supplement (No.3)**"), a Citigroup Inc. Rates BP Supplement (No.4) dated 1 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.4)**"), a Citigroup Inc. Rates BP Supplement (No.5) dated 20 August 2018 (the "**Citigroup Inc. Rates BP Supplement (No.5)**"), a Citigroup Inc. Rates BP Supplement (No.6) dated 24 September 2018 (the "**Citigroup Inc. Rates BP Supplement (No.6)**"), a Citigroup Inc. Rates BP Supplement (No.7) dated 28 September 2018 (the "**Citigroup Inc. Rates BP Supplement (No.7)**") and a Citigroup Inc. Rates BP Supplement (No.8) dated 25 October 2018 (the "**Citigroup Inc. Rates BP Supplement (No.8)**"), in each case, prepared by Citigroup Inc. (the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5), the Citigroup Inc. Rates BP Supplement (No.6), the Citigroup Inc. Rates BP Supplement (No.7) and the Citigroup Inc. Rates BP Supplement (No.8), together the "**Citigroup Inc. Rates Base Prospectus**") with respect to the Citi U.S.\$60,000,000,000 Global Medium Term Note Programme (the **Programme**).

This base prospectus supplement (the "**CGMHI Rates BP Supplement (No.9)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMHI Rates Base Prospectus 2017**"), as supplemented by a CGMHI Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMHI Rates BP Supplement (No.1)**"), a CGMHI Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMHI**

Rates BP Supplement (No.2)"), a CGMHI Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMHI Rates BP Supplement (No.3)**"), a CGMHI Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMHI Rates BP Supplement (No.4)**"), a CGMHI Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMHI Rates BP Supplement (No.5)**"), a CGMHI Rates BP Supplement (No.6) dated 24 September 2018 (the "**CGMHI Rates BP Supplement (No.6)**"), a CGMHI Rates BP Supplement (No.7) dated 28 September 2018 (the "**CGMHI Rates BP Supplement (No.7)**") and a CGMHI Rates BP Supplement (No.8) dated 25 October 2018 (the "**CGMHI Rates BP Supplement (No.8)**"), in each case, prepared by Citigroup Global Markets Holdings Inc. ("**CGMHI**") and Citigroup Inc. in its capacity as the CGMHI Guarantor (the CGMHI Rates Base Prospectus 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5), the CGMHI Rates BP Supplement (No.6), the CGMHI Rates BP Supplement (No.7) and the CGMHI Rates BP Supplement (No.8), together the "**CGMHI Rates Base Prospectus**") with respect to the Programme.

This base prospectus supplement (the "**CGMFL Rates BP Supplement (No.9)**" and, together with the Citigroup Inc. Rates BP Supplement (No.9) and the CGMHI Rates BP Supplement (No.9), the "**Supplement**" and "**Supplement (No.9)**") also constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and is supplemental to, and must be read in conjunction with, the Rates Base Prospectus dated 15 December 2017 (the "**CGMFL Rates Base Prospectus 2017**"), as supplemented by a CGMFL Rates BP Supplement (No.1) dated 1 February 2018 (the "**CGMFL Rates BP Supplement (No.1)**"), a CGMFL Rates BP Supplement (No.2) dated 24 April 2018 (the "**CGMFL Rates BP Supplement (No.2)**"), a CGMFL Rates BP Supplement (No.3) dated 22 May 2018 (the "**CGMFL Rates BP Supplement (No.3)**"), a CGMFL Rates BP Supplement (No.4) dated 1 August 2018 (the "**CGMFL Rates BP Supplement (No.4)**"), a CGMFL Rates BP Supplement (No.5) dated 20 August 2018 (the "**CGMFL Rates BP Supplement (No.5)**"), a CGMFL Rates BP Supplement (No.6) dated 24 September 2018 (the "**CGMFL Rates BP Supplement (No.6)**"), a CGMFL Rates BP Supplement (No.7) dated 28 September 2018 (the "**CGMFL Rates BP Supplement (No.7)**") and a CGMFL Rates BP Supplement (No.8) dated 25 October 2018 (the "**CGMFL Rates BP Supplement (No.8)**"), in each case, prepared by Citigroup Global Markets Funding Luxembourg S.C.A. ("**CGMFL**") and Citigroup Global Markets Limited in its capacity as the CGMFL Guarantor (the CGMFL Rates Base Prospectus 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5), the CGMFL Rates BP Supplement (No.6), the CGMFL Rates BP Supplement (No.7) and the CGMFL Rates BP Supplement (No.8), together the "**CGMFL Rates Base Prospectus**" and, together with the Citigroup Inc. Rates Base Prospectus and the CGMHI Rates Base Prospectus, the "**Base Prospectus**") with respect to the Programme.

Terms defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

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.

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for the approval of the Citigroup Inc. Rates BP Supplement (No.9), the CGMHI Rates BP Supplement (No.9) and the CGMFL Rates BP Supplement (No.9) as Base Listing Particulars Supplements (the "**Citigroup Inc. Rates BLP Supplement (No.9)**", the "**CGMHI Rates BLP Supplement (No.9)**" and the "**CGMFL Rates BLP Supplement (No.9)**", respectively, and together, the "**BLP Supplement**"). Save where expressly provided or the context otherwise requires, where Notes are to be admitted to trading on the Global Exchange Market references herein to "Supplement", "Citigroup Inc. Rates BP Supplement (No.9)", the "CGMHI Rates BP Supplement (No.9)" and "CGMFL Rates BP Supplement (No.9)" shall be construed to be to "BLP Supplement", "Citigroup Inc. Rates BLP Supplement (No.9)", the "CGMHI Rates BLP Supplement (No.9)", and "CGMFL Rates BLP Supplement (No.9)", respectively.

Citigroup Inc. accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the CGMHI Rates Base Prospectus*" and "*Information relating to the CGMFL Rates Base Prospectus*" below and (ii) the information set out in the Summary contained in Schedule 2 under the heading "*TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY*" and "*TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY*"). To the best of the knowledge of Citigroup Inc. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings "*Information relating to the CGMHI Rates*

Base Prospectus" and *"Information relating to the CGMFL Rates Base Prospectus"* below and (ii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY"*) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMHI accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMFL Rates Base Prospectus"* below, (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2018 Q3 Form 10-Q)*) and (iii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY"*). To the best of the knowledge of CGMHI (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMFL Rates Base Prospectus"* below, (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2018 Q3 Form 10-Q)*) and (iii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY"*) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMHI Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMFL Rates Base Prospectus"* below and (ii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY"* and the information set out in Elements B.1 to B.18 (inclusive)). To the best of the knowledge of the CGMHI Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMFL Rates Base Prospectus"* below and (ii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY"* and the information set out in Elements B.1 to B.18 (inclusive)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

CGMFL accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMHI Rates Base Prospectus"* below and (ii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY"*). To the best of the knowledge of CGMFL (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMHI Rates Base Prospectus"* below and (ii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY"*) is in accordance with the facts and does not omit anything likely to affect the import of such information.

The CGMFL Guarantor accepts responsibility for the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMHI Rates Base Prospectus"* below, (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2018 Q3 Form 10-Q)*) and (iii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY"* and the information set out in Elements B.1 to B.18 (inclusive)). To the best of the knowledge of the CGMFL Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement (excluding (i) the paragraphs set out under the headings *"Information relating to the Citigroup Inc. Rates Base Prospectus"* and *"Information relating to the CGMHI Rates Base Prospectus"* below, (ii) the information set out in Schedule 1 hereto (*Alternative Performance Measures (Citigroup Inc. 2018 Q3 Form 10-Q)*) and (iii) the information set out in the Summary contained in Schedule 2 under the heading *"TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY"* and *"TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY"* and the information set out in Elements B.1 to B.18 (inclusive)) is in accordance with the facts and does not omit anything likely to affect the import of such information.

INFORMATION RELATING TO THE CITIGROUP INC. RATES BASE PROSPECTUS

Publication of the 2018 Q3 Form 10-Q of Citigroup Inc. on 31 October 2018

On 31 October 2018, Citigroup Inc. (as an Issuer under the Programme) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2018 Q3 Form 10-Q**") for the three and nine months ended 30 September 2018 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2018 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=ADyMFy5zxNFitbuuk6wDBusLLdArExexJpRjADKvyNwpgrD+IrDbmpHl6gprKj7cIHWLsA1xNI+GpFqSEDW3hiqdhGQHlqZGeDXnPh4dFJZi2A/HkH3dLBFGWC4tWyn68hu9X/WKJNXRijyXmV9aWUpENTT5ut+Sibx0Z+hodl>). By virtue of this Supplement, the Citigroup Inc. 2018 Q3 Form 10-Q is incorporated by reference in, and forms part of, the Citigroup Inc. Rates Base Prospectus 2017.

The following information appears on the page(s) of the Citigroup Inc. 2018 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2018, as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	82-83
(b) Consolidated Balance Sheet	84-85
(c) Consolidated Statement of Changes in Stockholders' Equity	86-87
(d) Consolidated Statement of Cash Flows	88-89
(e) Notes to the Consolidated Financial Statements	90-205

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	1-23
(b) Description of the principal markets in which Citigroup Inc. competes	2, 8-23
(c) Description of the principal investments of Citigroup Inc.	110-122
(d) Description of trends and events affecting Citigroup Inc.	3-5, 25-37, 76-77, 79-80, 195-196, 206
(e) Description of litigation involving Citigroup Inc.	195-196
(f) Risk Management	39-76

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2018 Q3 Form 10-Q is given for information purposes only.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority (ESMA) is set out in Schedule 1 to this Supplement.

Amendments to the Summary

The Summary set out in Section A of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Subscription and Sale and Transfer and Selling Restrictions

The Subscription and Sale and Transfer and Selling Restrictions set out in Section E.7 of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 13(a) (*FX Performance Notes – Interest Rate for FX Performance Notes*), inserted into the Terms and Conditions of the Notes pursuant to Citigroup Inc. Rates BP Supplement (No.3) and set out on page 87 of such Supplement, shall be amended by the deletion of the penultimate paragraph of that Condition and the substitution of the following paragraph therefor:

"For the avoidance of doubt, the provisions of Valuation and Settlement Condition 3.3(a) (*Maximum/Minimum Interest Rates*) shall be applied to the Actual Coupon Rate only rather than to the FX Adjusted Interest Rate determined in accordance with the provisions of this Valuation and Settlement Condition 13."

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the Citigroup Inc. Rates Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q3 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Citigroup Inc. Rates Base Prospectus since the publication of the Citigroup Inc. Rates BP Supplement (No.8).

Copies of the Citigroup Inc. Rates Base Prospectus 2017, the Citigroup Inc. Rates BP Supplement (No.1), the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3), the Citigroup Inc. Rates BP Supplement (No.4), the Citigroup Inc. Rates BP Supplement (No.5), the Citigroup Inc. Rates BP Supplement (No.6), the Citigroup Inc. Rates BP Supplement (No.7), the Citigroup Inc. Rates BP Supplement (No.8) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the Citigroup Inc. Rates Base Prospectus 2017 will be available on the website specified for each such document in the Citigroup Inc. Rates 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 Citigroup Inc. Rates Base Prospectus 2017 by this Supplement and (b) any statement in the Citigroup Inc. Rates Base Prospectus or otherwise incorporated by reference into the Citigroup Inc. Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by Citigroup Inc. as Issuer pursuant to the Citigroup Inc. Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the Citigroup Inc. Rates BP Supplement (No.9).

INFORMATION RELATING TO THE CGMHI RATES BASE PROSPECTUS

Publication of the 2018 Q3 Form 10-Q of Citigroup Inc. on 31 October 2018

On 31 October 2018, Citigroup Inc. (as CGMHI Guarantor under the Programme) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2018 Q3 Form 10-Q**") for the three and nine months ended 30 September 2018 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2018 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl?v=ADyMFy5zxNFitbuuk6wDBusLLdArExexJpRjADKVyNwpgrD+IrDbmpHl6gprKj7cIHWLsA1xNI+GpFqSEDW3hiqdtHGOHlqZGeDXnPh4dFJZi2A/HkH3dLBFGWC4tWyn68hu9X/WKJNXRjyXmV9aWUpENTT5ut+Sibx0Z+hodI>). By virtue of this Supplement, the Citigroup Inc. 2018 Q3 Form 10-Q is incorporated by reference in, and forms part of, the CGMHI Rates Base Prospectus 2017.

The following information appears on the page(s) of the Citigroup Inc. 2018 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2018, as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	82-83
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(c) Consolidated Statement of Changes in Stockholders' Equity	86-87
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2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
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(c) Description of the principal investments of Citigroup Inc.	110-122
(d) Description of trends and events affecting Citigroup Inc.	3-5, 25-37, 76-77, 79-80, 195-196, 206
(e) Description of litigation involving Citigroup Inc.	195-196
(f) Risk Management	39-76

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2018 Q3 Form 10-Q is given for information purposes only.

Alternative Performance Measures

Information relating to alternative performance measures ("**APMs**") for the purposes of the Guidelines published by the European Securities and Markets Authority (ESMA) is set out in Schedule 1 to this Supplement.

Amendments to the Summary

The Summary set out in Section A of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Subscription and Sale and Transfer and Selling Restrictions

The Subscription and Sale and Transfer and Selling Restrictions set out in Section E.7 of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 13(a) (*FX Performance Notes – Interest Rate for FX Performance Notes*), inserted into the Terms and Conditions of the Notes pursuant to CGMHI Rates BP Supplement (No.3) and set out on page 87 of such Supplement, shall be amended by the deletion of the penultimate paragraph of that Condition and the substitution of the following paragraph therefor:

"For the avoidance of doubt, the provisions of Valuation and Settlement Condition 3.3(a) (*Maximum/Minimum Interest Rates*) shall be applied to the Actual Coupon Rate only rather than to the FX Adjusted Interest Rate determined in accordance with the provisions of this Valuation and Settlement Condition 13."

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the CGMHI Rates Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018 (the date of Citigroup Inc.'s most recently published unaudited interim financial statements), and there has been no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017 (the date of Citigroup Inc.'s most recently published audited annual financial statements).

Legal proceedings

For a discussion of CGMHI's material legal and regulatory matters, see Note 16 to the Consolidated Financial Statements included in the CGMHI 2017 Annual Report and Note 13 to the Consolidated Financial Statements included in the CGMHI 2018 Half-Yearly Financial Report. For a discussion of Citigroup Inc.'s material legal and regulatory matters, of which the matters discussed in Notes 16 and 13 (as specified above) are a part, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q3 Form 10-Q. Save as disclosed in the documents referenced above, neither CGMHI nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of CGMHI or CGMHI and its subsidiaries taken as a whole, nor, so far as CGMHI is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q3 Form 10-Q. Save as disclosed in the documents referenced above, neither Citigroup Inc. nor any of its subsidiaries is involved in, or has been involved in, any governmental, legal or arbitration proceedings that may have had, in the twelve months before the date of this Supplement, a significant effect on the financial position or profitability of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole, nor, so far as Citigroup Inc. is aware, are any such proceedings pending or threatened.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMHI Rates Base Prospectus since the publication of the CGMHI Rates BP Supplement (No.8).

Copies of the CGMHI Rates Base Prospectus 2017, the CGMHI Rates BP Supplement (No.1), the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3), the CGMHI Rates BP Supplement (No.4), the CGMHI Rates BP Supplement (No.5), the CGMHI Rates BP Supplement (No.6), the CGMHI Rates BP Supplement (No.7), the CGMHI Rates BP Supplement (No.8) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMHI Rates Base Prospectus 2017 will be available on the website specified for each such document in the CGMHI Rates 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 CGMHI Rates Base Prospectus 2017 by this Supplement and (b) any statement in the CGMHI Rates Base Prospectus or otherwise incorporated by reference into the CGMHI Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMHI as Issuer pursuant to the CGMHI Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMHI Rates BP Supplement (No.9).

INFORMATION RELATING TO THE CGMFL RATES BASE PROSPECTUS

Publication of the 2018 Q3 Form 10-Q of Citigroup Inc. on 31 October 2018

On 31 October 2018, Citigroup Inc. (as indirect parent company of CGMFL) filed its Quarterly Report on Form 10-Q (the "**Citigroup Inc. 2018 Q3 Form 10-Q**") for the three and nine months ended 30 September 2018 with the Securities and Exchange Commission of the United States (the "**SEC**"). A copy of the Citigroup Inc. 2018 Q3 Form 10-Q has been filed with the Central Bank, Euronext Dublin and the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") and has been published on the website of the Luxembourg Stock Exchange (<https://dl.bourse.lu/dl/?v=ADyMFy5zxNFitbuuk6wDBusLLdArExexJpRjADKVyNwpgrD+IrDbmpHl6gprKj7cIHWLsA1xNI+GpFqSEDW3hiqdhGQHlqZGeDXnPh4dFJZi2A/HkH3dLBFGWC4tWyn68hu9X/WKJNXRijyXmV9aWUpENTT5ut+Sibx0Z+hodl>). By virtue of this Supplement, the Citigroup Inc. 2018 Q3 Form 10-Q is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus 2017.

The following information appears on the page(s) of the Citigroup Inc. 2018 Q3 Form 10-Q as set out below:

1. Unaudited interim financial information of Citigroup Inc. in respect of the three and nine months ended 30 September 2018, as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Consolidated Statements of Income and Comprehensive Income	82-83
(b) Consolidated Balance Sheet	84-85
(c) Consolidated Statement of Changes in Stockholders' Equity	86-87
(d) Consolidated Statement of Cash Flows	88-89
(e) Notes to the Consolidated Financial Statements	90-205

2. Other information relating to Citigroup Inc., as set out in the Citigroup Inc. 2018 Q3 Form 10-Q:

	Page(s)
(a) Description of the principal activities of Citigroup Inc.	1-23
(b) Description of the principal markets in which Citigroup Inc. competes	2, 8-23
(c) Description of the principal investments of Citigroup Inc.	110-122
(d) Description of trends and events affecting Citigroup Inc.	3-5, 25-37, 76-77, 79-80, 195-196, 206
(e) Description of litigation involving Citigroup Inc.	195-196
(f) Risk Management	39-76

Any information not listed in the cross-reference list above but included in the Citigroup Inc. 2018 Q3 Form 10-Q is given for information purposes only.

Publication of the Interim Report of Citigroup Global Markets Limited

Citigroup Global Markets Limited (the CGMFL Guarantor) published its unaudited interim report dated 24 October 2018 for the six month period ended 30 June 2018 (the "**CGML 2018 Interim Report**"). A copy of the CGML 2018 Interim Report has been filed with the Central Bank, Euronext Dublin and the CSSF and has been published on the website of Euronext Dublin (<http://www.ise.ie/app/announcementDetails.aspx?ID=13868700>) and the website of the Luxembourg Stock Exchange (www.bourse.lu). By virtue of this Supplement, the CGML 2018 Interim Report is incorporated by reference in, and forms part of, the CGMFL Rates Base Prospectus 2017.

The following information appears on the page(s) of the CGML 2018 Interim Report as set out below:

1. The unaudited interim financial information of the CGMFL Guarantor in respect of the six-month period ended 30 June 2018:

	Page(s)
(i) Interim Income Statement	7
(ii) Interim Statement of Comprehensive Income	8
(iii) Interim Statement of Changes in Equity	8
(iv) Interim Balance Sheet	9
(v) Notes to the Interim Financial Statements	10-21

Any information not listed in the cross-reference list above but included in the CGML 2018 Interim Report is additional information given for information purposes only.

Alternative Performance Measures

Information relating to alternative performance measures ("APMs") for the purposes of the Guidelines published by the European Securities and Markets Authority (ESMA) is set out in Schedule 1 to this Supplement.

Amendments to the Summary

The Summary set out in Section A of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

Amendments to the Subscription and Sale and Transfer and Selling Restrictions

The Subscription and Sale and Transfer and Selling Restrictions set out in Section E.7 of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

Amendments to the Terms and Conditions of the Notes

Valuation and Settlement Condition 13(a) (*FX Performance Notes – Interest Rate for FX Performance Notes*), inserted into the Terms and Conditions of the Notes pursuant to CGMFL Rates BP Supplement (No.3) and set out on page 87 of such Supplement, shall be amended by the deletion of the penultimate paragraph of that Condition and the substitution of the following paragraph therefor:

"For the avoidance of doubt, the provisions of Valuation and Settlement Condition 3.3(a) (*Maximum/Minimum Interest Rates*) shall be applied to the Actual Coupon Rate only rather than to the FX Adjusted Interest Rate determined in accordance with the provisions of this Valuation and Settlement Condition 13."

Amendments to the Pro Forma Final Terms

The Pro Forma Final Terms set out in Section F.3 of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

Amendments to the Pro Forma Pricing Supplement

The Pro Forma Pricing Supplement set out in Section F.4 of the CGMFL Rates Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

Significant change and material adverse change

There has been (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2018 (the date of its most recently published unaudited interim financial statements) and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its

subsidiaries as a whole since 31 December 2017 (the date of its most recently published audited annual financial statements).

Legal proceedings

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGMFL has not been involved in any governmental, legal or arbitration proceedings that may have had, in the twelve months preceding the date of this Supplement, a significant effect on CGMFL's financial position or profitability nor, so far as CGMFL is aware, are any such proceedings pending or threatened.

For a discussion of Citigroup Inc.'s material legal and regulatory matters, see (i) Note 27 to the Consolidated Financial Statements included in the Citigroup Inc. 2017 Form 10-K, (ii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q1 Form 10-Q, (iii) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q2 Form 10-Q and (iv) Note 23 to the Consolidated Financial Statements included in the Citigroup Inc. 2018 Q3 Form 10-Q. Save as disclosed in the documents referenced above, CGML is not and has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which CGML is aware) in the twelve months preceding the date of this Supplement which may have or have in such period had a significant effect on the financial position or profitability of CGML or CGML and its subsidiaries as a whole.

Corporate Authorities

The approval of the CGMFL Rates BP Supplement (No.9) has been authorised pursuant to resolutions of the board of managers of the Corporate Manager of CGMFL on 15 November 2018.

General

Save as disclosed in this Supplement (including any documents incorporated by reference herein), there has been no other significant new factor, material mistake or inaccuracy relating to information included in the CGMFL Rates Base Prospectus since the publication of the CGMFL Rates BP Supplement (No.8).

Copies of the CGMFL Rates Base Prospectus 2017, the CGMFL Rates BP Supplement (No.1), the CGMFL Rates BP Supplement (No.2), the CGMFL Rates BP Supplement (No.3), the CGMFL Rates BP Supplement (No.4), the CGMFL Rates BP Supplement (No.5), the CGMFL Rates BP Supplement (No.6), the CGMFL Rates BP Supplement (No.7), the CGMFL Rates BP Supplement (No.8) and this Supplement will be available for inspection in electronic form, for so long as the Programme remains in effect or any Notes remain outstanding, at the specified office of the Fiscal Agent and each of the other Paying Agents and all documents incorporated by reference in the CGMFL Rates Base Prospectus 2017 will be available on the website specified for each such document in the CGMFL Rates 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 CGMFL Rates Base Prospectus 2017 by this Supplement and (b) any statement in the CGMFL Rates Base Prospectus or otherwise incorporated by reference into the CGMFL Rates Base Prospectus 2017, the statements in (a) above will prevail.

Withdrawal rights

No non-exempt offers of Notes to the public made by CGMFL as Issuer pursuant to the CGMFL Rates Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of the CGMFL Rates BP Supplement (No.9).

SCHEDULE 1

ALTERNATIVE PERFORMANCE MEASURES (CITIGROUP INC. 2018 Q3 FORM 10-Q)

The Citigroup Inc. 2018 Q3 Form 10-Q contains several alternative performance measures (APMs). For further details on (i) the components of the APMs, (ii) how these APMs are calculated, (iii) an explanation of why such APMs provide useful information for investors and (iv) a reconciliation to the nearest equivalent US GAAP measures, please see references to “Non-GAAP Financial Measures” in the Citigroup Inc. 2018 Q3 Form 10-Q and the table below:

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2018 Q3 Form 10-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
Results of Operations Excluding the impact of Foreign Exchange Translation	Citi believes the presentation of its results of operations excluding the impact of FX translation provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 3, 4, 5, 11, 15, 17, 21, 56, 59 and 64
Revenues Excluding the impact of Gains on Sale	Citi believes the presentation of its revenues excluding the impact of gains on sale provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 3, 4, 5, 15, 21 and 22
Common Equity Tier 1 Capital ratio	Citi includes this ratio to reflect full implementation of the U.S. Basel III rules as of and for all periods prior to December 31, 2017 consistent with current period presentation.	Pages 4, 7, 26, 27 and 34
Supplementary Leverage Ratio	Citi includes this ratio to reflect full implementation of the U.S. Basel III rules as of and for all periods prior to December 31, 2017 consistent with current period presentation.	Pages 4, 7, 26, 33 and 34
Tangible Common Equity and Tangible Book Value per Share	Citi believes these capital metrics provide useful information, as they are used by investors and industry analysts.	Pages 7 and 37
Return on Tangible Common Equity	Citi believes these capital metrics provide useful information for investors and industry analysts.	Page 37
Results of Operations Excluding the Impact of gains/losses on Loan Hedges	Citi believes the presentation of its results of operations excluding the impact of gain/(loss) on loan hedges related to accrual loans provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Pages 4, 5, 20, 21 and 22

APM	Explanation of why use of APM provides useful information	Citigroup Inc. 2018 Q3 Form 10-K Page Reference for Basis of Calculation, Components, Reconciliation and Comparatives to Previous Reporting Periods
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Core Accrual Net Interest Revenue and Core Accrual Net Interest Margin	Citi believes the presentation of core accrual net interest revenue and core accrual net interest margin provides a more meaningful depiction for investors of the underlying fundamentals of its businesses.	Page 64
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SCHEDULE 2

AMENDMENTS TO THE SUMMARY

The Summary set out in Section A of the Base Prospectus shall be amended as set out below

SECTION A – SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for Notes, the Issuer and the CGMHI Guarantor (where the Issuer is CGMHI) or the CGMFL Guarantor (where the Issuer is CGMFL). Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities, issuer and guarantor, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

SECTION A – INTRODUCTION AND WARNINGS

Element	Title	
A.1	Introduction	This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the applicable Final Terms. Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated. Civil liability in Member States attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the applicable Final Terms, or it does not provide, when read together with the other parts of the Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Notes.
A.2	Consent	[Not Applicable][The Notes may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a " Non-exempt Offer ").]
		[Non-exempt Offer in [●]: Subject to the conditions set out below, [CGMFL and CGML][Citigroup Inc.][CGMHI and Citigroup Inc.] consent(s) to the use of the Base Prospectus in connection with a Non-exempt Offer of Notes by the Dealers[, [●], [and] [each financial intermediary whose name is published on [CGMFL's][Citigroup Inc.'s][CGMHI's] website (www.[●]) and identified as an Authorised Offeror in respect of the relevant Non-exempt Offer] [and any financial intermediary which is authorised to make such offers under applicable legislation implementing the Markets in Financial Instruments Directive, as amended (Directive 2014/65/EC) ¹ and publishes on its website the following statement (with the information in square brackets being completed with the relevant information): "We, [insert legal name of financial intermediary], refer to the [insert title of relevant Notes] (the " Notes ") described in the Final Terms dated [insert

¹ By virtue of Supplement (No.2), the reference to the Markets in Financial Instruments Directive is updated.

Element	Title	
		<p><i>date</i>] (the "Final Terms") published by [Citigroup Inc./Citigroup Global Markets Holdings Inc./Citigroup Global Markets Funding Luxembourg S.C.A.] (the "Issuer"). We hereby accept the offer by the Issuer of its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in accordance with the Authorised Offeror Terms and subject to the conditions to such consent, each as specified in the Base Prospectus, and we are using the Base Prospectus accordingly."]</p> <p>(each an "Authorised Offeror" in [<i>specify Relevant Member State</i>]).</p> <p>[CGMFL's and CGML's][Citigroup Inc.'s][CGMHI's and Citigroup Inc.'s] consent referred to above is given for Non-exempt Offers of Notes during [●] (the "[<i>specify Relevant Member State</i>] Offer Period").</p> <p>The conditions to the consent of [CGMFL and CGML][Citigroup Inc.][CGMHI and Citigroup Inc.] [(in addition to the conditions referred to above)] are that such consent:</p> <p>(a) is only valid during the [<i>specify Relevant Member State</i>] Offer Period; [and]</p> <p>(b) only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in [<i>specify each Relevant Member State in which the particular Tranche of Notes can be offered</i>]; [and]</p> <p>(c) [<i>specify any other conditions applicable to the Non-exempt Offer of the particular Tranche in the Relevant Member State, as set out in the Final Terms</i>].]</p> <p>[<i>replicate section for each Relevant Member State in which a Non-exempt Offer of the Notes is made</i>]</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE AUTHORISED OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION.</p>

SECTION B – ISSUERS AND GUARANTOR

[TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY:

Element	Title	
B.1	Legal and commercial name of the Issuer	Citigroup Global Markets Funding Luxembourg S.C.A. (" CGMFL ")

Element	Title																						
B.2	Domicile/ legal form/ legislation/ country of incorporation	CGMFL is a corporate partnership limited by shares (<i>société en commandite par actions</i>), incorporated on 24 May 2012 under Luxembourg law for an unlimited duration with its registered office as 31, Z.A. Bourmicht, L-8070 Bertrange, Grand Duchy of Luxembourg, telephone number +352 45 14 14 447 and registered with the Register of Trade and Companies of Luxembourg under number B 169.199.																					
B.4b	Trend information	Not Applicable. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on CGMFL's prospects for its current financial year.																					
B.5	Description of the Group	CGMFL is a wholly owned indirect subsidiary of Citigroup Inc.. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the " Group "). Citigroup Inc. is a global diversified financial services holding company, whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other. ²																					
B.9	Profit forecast or estimate	Not Applicable. CGMFL has not made a profit forecast or estimate in the Base Prospectus.																					
B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																					
B.12	Selected historical key financial information:	The table below sets out a summary of key financial information extracted from CGMFL's Annual Report for the year ended 31 December 2017 ³ :																					
		<table border="1"> <thead> <tr> <th></th> <th style="text-align: right;">At or for the year ended 31 December 2017 (audited)</th> <th style="text-align: right;">At or for the year ended 31 December 2016 (audited)</th> </tr> <tr> <th colspan="3" style="text-align: center;">EUR</th> </tr> </thead> <tbody> <tr> <td colspan="3">ASSETS</td> </tr> <tr> <td>Cash and cash equivalents</td> <td style="text-align: right;">1,545,154</td> <td style="text-align: right;">681,476</td> </tr> <tr> <td>Structured notes purchased</td> <td style="text-align: right;">3,218,173,605</td> <td style="text-align: right;">2,283,259,926</td> </tr> <tr> <td>Index linked certificates purchased</td> <td style="text-align: right;">545,774,194</td> <td style="text-align: right;">81,407,634</td> </tr> <tr> <td>Derivative assets</td> <td style="text-align: right;">252,541,042</td> <td style="text-align: right;">71,586,573</td> </tr> </tbody> </table>		At or for the year ended 31 December 2017 (audited)	At or for the year ended 31 December 2016 (audited)	EUR			ASSETS			Cash and cash equivalents	1,545,154	681,476	Structured notes purchased	3,218,173,605	2,283,259,926	Index linked certificates purchased	545,774,194	81,407,634	Derivative assets	252,541,042	71,586,573
	At or for the year ended 31 December 2017 (audited)	At or for the year ended 31 December 2016 (audited)																					
EUR																							
ASSETS																							
Cash and cash equivalents	1,545,154	681,476																					
Structured notes purchased	3,218,173,605	2,283,259,926																					
Index linked certificates purchased	545,774,194	81,407,634																					
Derivative assets	252,541,042	71,586,573																					

² By virtue of the CGMFL Rates BP Supplement (No.2), the words "As of 31 December 2016, Citigroup operated, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citigroup's Global Consumer Banking business and Institutional Clients Group; and Citi Holdings, consisting of businesses and portfolios of assets that Citigroup has determined are not central to its core Citigroup business. Beginning in the first quarter of 2017, the remaining businesses and portfolio of assets in Citi Holdings were reported as part of Corporate/Other and other Citi Holdings ceased to be a separately reported business segment." are deleted and replaced by the words "As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other."

³ The selected historical key financial information of CGMFL is updated to include key financial information extracted from the CGMFL 2017 Annual Report which is incorporated by reference into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.3).

Element	Title		
	Current income tax assets	24,838	8,838
	Other Assets	-	141,203
	TOTAL ASSETS	4,018,058,833	2,437,085,650
	LIABILITIES		
	Structured notes issued	3,218,173,605	2,283,259,926
	Index linked certificates issued	545,774,194	81,407,634
	Derivative liabilities	252,541,042	71,586,573
	Redeemable preference shares	5,449	1,234
	Other liabilities	936,084	388,353
	Current tax liabilities	51,559	6,144
	TOTAL LIABILITIES	4,017,481,933	2,436,649,864
	EQUITY		
	Share capital	500,000	500,000
	Retained earnings	76,900	(64,214)
	TOTAL EQUITY	576,900	435,786
	TOTAL LIABILITIES AND EQUITY	4,018,058,833	2,437,085,650
<p>The table below sets out a summary of key financial information extracted from CGMFL's unaudited interim report and financial statements for the six months ended on 30 June 2018⁴:</p>			
		At 30 June 2018 (unaudited)	At 30 June 2017 (unaudited)
		EUR	
	ASSETS		
	Cash and cash equivalents	87,448	599,642
	Structured notes purchased	4,258,151,375	2,659,765,264
	Index linked certificates purchased	224,516,048	520,665,896
	Derivative assets	1,046,530,646	214,964,815
	Current income tax assets	21,321	16,198
	Other Assets	2,265,755	497,460
	TOTAL ASSETS	5,531,572,594	3,396,509,275
	LIABILITIES		
	Bank loans and overdrafts	863,607	-
	Structured notes issued	4,258,151,375	2,659,765,264
	Index linked certificates issued	224,516,048	520,665,896
	Derivative liabilities	1,046,530,646	214,964,815
	Redeemable preference shares	6,783	2,700

⁴ The selected historical key financial information of CGMFL is updated to include key financial information extracted from the CGMFL 2018 Interim Financial Report which is incorporated by reference into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.6).

Element	Title		
		Other liabilities	903,303 613,367
		Current tax liabilities	51,559 6,144
		TOTAL LIABILITIES	5,531,023,321 3,396,018,186
		EQUITY	
		Share capital	500,000 500,000
		Other Comprehensive Income	- 11,508
		Retained earnings	49,273 (20,419)
		TOTAL EQUITY	549,273 491,089
		TOTAL LIABILITIES AND EQUITY	5,531,572,594 3,396,509,275
		<i>Statements of no significant or material adverse change</i>	
		There has been: (i) no significant change in the financial or trading position of CGMFL since 30 June 2018 ⁵ and (ii) no material adverse change in the financial position or prospects of CGMFL since 31 December 2017 ⁶ .	
B.13	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency, since 31 December 2017 ⁷ .	
B.14	Dependence upon other group entities	See Element B.5 Description of the Group and CGMFL's position within the Group. CGMFL is dependent on other members of the Group.	
B.15	Principal activities	The principal activity of CGMFL is to grant loans or other forms of funding directly or indirectly in whatever form or means to Citigroup Global Markets Limited, another subsidiary of Citigroup Inc., and any other entities belonging to the Group.	
B.16	Controlling shareholders	The entire issued share capital of CGMFL is held by Citigroup Global Markets Funding Luxembourg GP S.à r.l. and Citigroup Global Markets Limited.	
B.17	Credit ratings	CGMFL has a long/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC and a long/short term senior debt rating of A/F1 by Fitch Ratings, Inc. [The Notes have been rated [●].] A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the	

⁵ The statement "There has been: (i) no significant change in the financial or trading position of CGMFL since 31 December 2017", as previously amended by the CGMFL Rates BP Supplement (No.3), has been deleted and replaced by "There has been: (i) no significant change in the financial or trading position of CGMFL since 30 June 2018" to reflect the incorporation by reference of the CGMFL 2018 Interim Financial Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.6).

⁶ The statement "no material adverse change in the financial position or prospects of CGMFL since 31 December 2016" has been replaced by "no material adverse change in the financial position or prospects of CGMFL since 31 December 2017" to reflect the incorporation by reference of the CGMFL 2017 Annual Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.3).

⁷ The statement "There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency since 31 December 2016" has been replaced by "There are no recent events particular to CGMFL which are to a material extent relevant to the evaluation of CGMFL's solvency since 31 December 2017" to reflect the incorporation by reference of the CGMFL 2017 Annual Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.3).

Element	Title	
		assigning rating agency.
B.18	Description of the Guarantee	The Notes issued will be unconditionally and irrevocably guaranteed by CGML pursuant to the CGMFL Deed of Guarantee. The CGMFL Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of CGML and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding, unsecured and unsubordinated obligations of CGML.
B.19	Information about the Guarantor	
B.19/B.1	Legal and commercial name of the Guarantor	Citigroup Global Markets Limited ("CGML")
B.19/B.2	Domicile/ legal form/ legislation/ country of incorporation	CGML is a private company limited by shares and incorporated in England under the laws of England and Wales.
B.19/B.4b	Trend information	The banking environment and markets in which the Group conducts its businesses ⁸ will continue to be strongly influenced by developments in the U.S. and global economies, including the results of the European Union sovereign debt crisis, Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as a withdrawal of the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates ⁹ and the implementation and rulemaking associated with recent financial reform.
B.19/B.5	Description of the Group	CGML is a wholly owned indirect subsidiary of Citigroup Inc.. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries. See Element B.5 above for a description of the Group.
B.19/B.9	Profit forecast or estimate	Not Applicable. CGML has not made a profit forecast or estimate in the Base Prospectus.
B.19/B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.
B.19/B.12	Selected historical key financial information	The table below sets out a summary of key financial information extracted from CGML's Financial Report for the year ended 31 December 2017 ¹⁰ : At or for the year ended 31 December

⁸ By virtue of the CGMFL Rates BP Supplement (No.2), the letters "es" are inserted.

⁹ By virtue of the CGMFL Rates BP Supplement (No.2), the words ", Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as a withdrawal of the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates" are inserted.

¹⁰ By virtue of the CGMFL Rates BP Supplement (No.6), the selected historical key financial information of CGML is amended (i) to delete the key financial information at or for the year ended 31 December 2015 and the six month periods ended 30 June 2016 and 2017 and to include key financial information extracted from the CGML 2017 Annual Report which is incorporated by reference into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.6).

Element	Title		
		2017 (audited)	2016 (audited)
		<i>(in millions of U.S. dollars)</i>	
		Income Statement Data:	
		Gross Profit	2,924
		Fee and Commission income	2,735
		Net dealing income	1,342
		Operating profit on ordinary activities before taxation	1,953
			1,612
			451
			380
		Balance Sheet Data:	
		Total assets	377,942
		Subordinated Loans	345,608
		Shareholder's funds	4,585
			16,031
			13,880
		The table below sets out a summary of key financial information extracted from CGML's Interim Report for the six-month period ended 30 June 2018 ¹¹ :	
		At or for the six month period ended 30 June	
		2018 (unaudited)	2017 (unaudited)
		<i>(in millions of U.S dollars)</i>	
		Income Statement Data:	
		Gross Profit	1,804
		Fee and Commission income	1,775
		Net dealing income	825
		Operating profit on ordinary activities before taxation	583
			1,258
			1,391
			345
			474
		As at	
		30 June 2018	31 December 2017
		(unaudited)	(audited)
		<i>(in millions of U.S. dollars)</i>	
		Balance Sheet Data:	
		Total Assets	410,950
		Subordinated Loans	377,940
		Shareholder's funds	4,610
			4,012
			17,757
			16,028
		Statements of no significant or material adverse change	
		There has been: (i) no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2018 ¹²	

¹¹ The selected historical key financial information of CGML is updated to include key financial information extracted from the CGML Interim Report for the six-month period ended 30 June 2018 which is incorporated by reference into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.9).

¹² The statement "There has been no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 31 December 2017", as previously amended by the CGMFL Rates BP Supplement (No.6), has been replaced by "There has been no significant change in the financial or trading position of CGML or CGML and its subsidiaries as a whole since 30 June 2018" to reflect the incorporation by reference of the CGML 2018 Interim Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.9).

Element	Title	
		and (ii) no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2017 ¹³ .
B.19/B.13	Events impacting the Guarantor's solvency:	Not Applicable. There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2017 ¹⁴ .
B.19/B.14	Dependence upon other Group entities	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited, which is a wholly-owned indirect subsidiary of Citigroup Inc. See Element B.19/B.5 for CGML's position within the Group. CGML is dependent on other members of the Group.
B.19/B.15	The Guarantor's principal activities	CGML is a broker and dealer in fixed income, equity and commodity ¹⁵ securities and related products in the international capital markets and an underwriter and provider of corporate finance services, operating globally from the UK and through its branches in Europe and the Middle East. CGML also markets securities owned by other group undertakings on a commission basis.
B.19/B.16	Controlling shareholders	CGML is a subsidiary of Citigroup Global Markets Holdings Bahamas Limited.
B.19/B.17	Credit ratings	CGML has a long term/short term senior debt rating of A+/A-1 by Standard & Poor's Financial Services LLC, A2/P-1 by Moody's Investors Service, Inc. and A/F1 by Fitch Ratings, Inc. [The Notes have been rated [●].] A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

[TO BE INCLUDED FOR NOTES ISSUED BY CITIGROUP INC. ONLY

Element	Title	
B.1	Legal and commercial name of the Issuer	Citigroup Inc.
B.2	Domicile/ legal form/ legislation/ country of	Citigroup Inc. was established as a corporation incorporated in Delaware pursuant to the Delaware General Corporation Law.

¹³ The statement "no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2016" has been replaced by "no material adverse change in the financial position or prospects of CGML or CGML and its subsidiaries as a whole since 31 December 2017" to reflect the incorporation by reference of the CGML 2017 Annual Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.6).

¹⁴ The statement "There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2016", as previously amended by the CGMFL Rates BP Supplement (No.2), has been replaced by "There are no recent events particular to CGML which are to a material extent relevant to the evaluation of CGML's solvency since 31 December 2017" to reflect the incorporation by reference of the CGML 2017 Annual Report into the CGMFL Rates Base Prospectus by virtue of the CGMFL Rates BP Supplement (No.6).

¹⁵ By virtue of the CGMFL Rates BP Supplement (No.2), the words "and equity" are deleted and replaced by the words ", equity and commodity".

Element	Title																												
	incorporation																												
B.4b	Trend information	The banking environment and markets in which the Group conducts its businesses ¹⁶ will continue to be strongly influenced by developments in the U.S. and global economies, including the results of the European Union sovereign debt crisis and the implementation and rulemaking associated with recent financial reform.																											
B.5	Description of the Group	<p>Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the "Group").</p> <p>Citigroup Inc. is a global diversified financial services holding company, whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other.¹⁷</p>																											
B.9	Profit forecast or estimate	Not Applicable. Citigroup Inc. has not made a profit forecast or estimate in the Base Prospectus.																											
B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																											
B.12	Selected historical key financial information:	<p>The table below sets out a summary of key financial information extracted from the consolidated financial statements of Citigroup Inc. contained in the Citigroup Inc. 2017 Form 10-K as filed with the SEC on 23 February 2018¹⁸:</p> <table border="1"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">At or for the year ended 31 December</th> </tr> <tr> <th></th> <th style="text-align: center;">2017</th> <th style="text-align: center;">2016</th> </tr> <tr> <th></th> <th style="text-align: center;">(audited)</th> <th style="text-align: center;">(audited)</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;"><i>(in millions of U.S. dollars)</i></th> </tr> </thead> <tbody> <tr> <td colspan="3">Income Statement Data:</td> </tr> <tr> <td>Total revenues, net of interest expense</td> <td style="text-align: right;">71,499</td> <td style="text-align: right;">69,875</td> </tr> <tr> <td><i>Income/(loss) from continuing operations</i></td> <td style="text-align: right;"><i>(6,627)</i></td> <td style="text-align: right;"><i>15,033</i></td> </tr> <tr> <td><i>Citigroup's Net Income/(loss)</i></td> <td style="text-align: right;"><i>(6,798)</i></td> <td style="text-align: right;"><i>14,912</i></td> </tr> <tr> <td colspan="3">Balance Sheet Data</td> </tr> </tbody> </table>		At or for the year ended 31 December			2017	2016		(audited)	(audited)		<i>(in millions of U.S. dollars)</i>		Income Statement Data:			Total revenues, net of interest expense	71,499	69,875	<i>Income/(loss) from continuing operations</i>	<i>(6,627)</i>	<i>15,033</i>	<i>Citigroup's Net Income/(loss)</i>	<i>(6,798)</i>	<i>14,912</i>	Balance Sheet Data		
	At or for the year ended 31 December																												
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Balance Sheet Data																													

¹⁶ By virtue of the Citigroup Inc. Rates BP Supplement (No.2), the letters "es" are inserted.

¹⁷ By virtue of the Citigroup Inc. Rates BP Supplement (No.2), the words "As of 31 December 2016, Citigroup operated, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citigroup's Global Consumer Banking business and Institutional Clients Group; and Citi Holdings, consisting of businesses and portfolios of assets that Citigroup has determined are not central to its core Citigroup business. Beginning in the first quarter of 2017, the remaining businesses and portfolio of assets in Citi Holdings were reported as part of Corporate/Other and other Citi Holdings ceased to be a separately reported business segment." are deleted and replaced by the words "As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other."

¹⁸ The selected historical key financial information of Citigroup Inc. is updated to include key financial information extracted from the Citigroup Inc. Annual Report for the year ended 31 December 2017 which is incorporated by reference into the Base Prospectus by virtue of the Citigroup Inc. Rates BP Supplement (No.2).

Element	Title			
		Total assets	1,842,465	1,792,077
		Total deposits	959,822	929,406
		Long-term debt (including U.S.\$31,392 and U.S.\$26,254 as of 31 December 2017 and 2016, respectively, at fair value)	236,709	206,178
		Total Citigroup stockholders' equity	200,740	225,120
		The table below sets out a summary of key financial information extracted from Citigroup Inc.'s Quarterly Report for the three and nine months ended 30 September 2018 ¹⁹ :		
			For the nine months ended 30 September	
			2018 (unaudited)	2017 (unaudited)
			<i>(in millions of U.S. dollars)</i>	
		Income Statement Data:		
		Total revenues, net of interest expense.....	55,730	54,940
		<i>Income from continuing operations</i>	13,783	12,138
		<i>Citigroup's Net Income</i>	13,732	12,095
			For the three months ended 30 September	
			2018 (unaudited)	2017 (unaudited)
			<i>(in millions of U.S. dollars)</i>	
		Income Statement Data:		
		Total revenues, net of interest expense	18,389	18,419
		<i>Income from continuing operations</i>	4,633	4,137
		<i>Citigroup's Net Income</i>	4,622	4,133
			As at 30 September 2018 (unaudited)	As at 31 December 2017 (audited)
			<i>(in millions of U.S. dollars)</i>	
		Balance Sheet Data:		
		Total assets	1,925,165	1,842,465
		Total deposits	1,005,176	959,822
		Long-term debt	235,270	236,709

¹⁹ The selected historical key financial information of Citigroup Inc., as previously amended by the Citigroup Inc. Rates Base Prospectus Supplement (No.3) and the Citigroup Inc. Rates Base Prospectus Supplement (No.5), is updated to include key financial information extracted from the Citigroup Inc. 2018 Q3 Form 10-Q which is incorporated by reference into the Citigroup Inc. Rates Base Prospectus by virtue of the Citigroup Inc. Rates BP Supplement (No.9).

Element	Title	
		Total Citigroup stockholders' equity 197,004 200,740
		Statements of no significant or material adverse change There has been: (i) no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018 ²⁰ and (ii) no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017 ²¹ .
B.13	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2017 ²² .
B.14	Dependence upon other group entities	See Element B.5 description of Citigroup Inc. and its subsidiaries and Citigroup Inc.'s position within the Group.
B.15	Principal activities	Citigroup Inc. is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services.
B.16	Controlling shareholders	Citigroup Inc. is not aware of any shareholder or group of connected shareholders who directly or indirectly control Citigroup Inc.
B.17	Credit ratings	Citigroup Inc. has a long term/short term senior debt rating of BBB+/A-2 by Standard & Poor's Financial Services LLC, Baa1/P-2 by Moody's Investors Service, Inc. and A/F1 by Fitch Ratings, Inc. [The Notes have been rated [●].] A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

[TO BE INCLUDED FOR NOTES ISSUED BY CGMHI ONLY

Element	Title	
B.1	Legal and commercial name of the	Citigroup Global Markets Holdings Inc. ("CGMHI")

²⁰ The statement "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2018", as previously amended by the Citigroup Inc. Rates BP Supplement (No.2), the Citigroup Inc. Rates BP Supplement (No.3) and the Citigroup Inc. Rates BP Supplement (No.5), has been replaced by "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018" to reflect the incorporation by reference of the Citigroup Inc. 2018 Q3 Form 10-Q into the Base Prospectus by virtue of the Citigroup Inc. Rates BP Supplement (No.9).

²¹ The statement "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016" has been replaced by "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2017 into the Base Prospectus by virtue of the Citigroup Inc. Rates BP Supplement (No.2).

²² The statement "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2016" has been replaced by "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2017" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2017 into the Base Prospectus by virtue of the Citigroup Inc. Rates BP Supplement (No.2).

Element	Title																								
	Issuer																								
B.2	Domicile/ legal form/ legislation/ country of incorporation	CGMHI is a corporation incorporated in the State of New York and organised under the laws of the State of New York.																							
B.4b	Trend information	The banking environment and markets in which the Group conducts its businesses ²³ will continue to be strongly influenced by developments in the U.S. and global economies, including the results of the European Union sovereign debt crisis and the implementation and rulemaking associated with recent financial reform.																							
B.5	Description of the Group	CGMHI is a wholly owned subsidiary of Citigroup Inc. Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the " Group "). Citigroup Inc. is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other. ²⁴																							
B.9	Profit forecast or estimate	Not Applicable. CGMHI has not made a profit forecast or estimate in the Base Prospectus.																							
B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																							
B.12	Selected historical key financial information:	<p>The table below sets out a summary of key financial information extracted from CGMHI's Financial Report for the fiscal year ended 31 December 2017²⁵:</p> <table border="1"> <thead> <tr> <th rowspan="2"></th> <th colspan="3">At or for the year ended 31 December</th> </tr> <tr> <th>2017 (audited)</th> <th>2016 (audited)</th> <th>2015 (audited)</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="3" style="text-align: center;"><i>(in millions of U.S. dollars)</i></td> </tr> <tr> <td colspan="4">Income Statement Data:</td> </tr> <tr> <td>Consolidated revenues, net of interest expense</td> <td style="text-align: right;">10,734</td> <td style="text-align: right;">9,877</td> <td style="text-align: right;">11,049</td> </tr> <tr> <td>Consolidated income before income taxes</td> <td style="text-align: right;">1,969</td> <td style="text-align: right;">2,179</td> <td style="text-align: right;">2,481</td> </tr> </tbody> </table>		At or for the year ended 31 December			2017 (audited)	2016 (audited)	2015 (audited)		<i>(in millions of U.S. dollars)</i>			Income Statement Data:				Consolidated revenues, net of interest expense	10,734	9,877	11,049	Consolidated income before income taxes	1,969	2,179	2,481
	At or for the year ended 31 December																								
	2017 (audited)	2016 (audited)	2015 (audited)																						
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²³ By virtue of the CGMHI Rates BP Supplement (No.2), the letters "es" are inserted.

²⁴ By virtue of the CGMHI Rates BP Supplement (No.2), the words "As of 31 December 2016, Citigroup operated, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citigroup's Global Consumer Banking business and Institutional Clients Group; and Citi Holdings, consisting of businesses and portfolios of assets that Citigroup has determined are not central to its core Citigroup business. Beginning in the first quarter of 2017, the remaining businesses and portfolio of assets in Citi Holdings were reported as part of Corporate/Other and other Citi Holdings ceased to be a separately reported business segment." are deleted and replaced by the words "As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other."

²⁵ The selected historical key financial information of CGMHI is updated to delete the information at or for the year ended 31 December 2014 and the six months ended 30 June 2016 and 2017 and to include key financial information extracted from the CGMHI 2017 Annual Report which is incorporated by reference into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.3).

Element	Title				
		Consolidated net income	651	1,344	2,022
		Balance Sheet Data:			
		Total assets	456,201	420,815	390,817
		Term debt	78,813	49,416	53,702
		Stockholder's equity (fully paid):			
		Common	32,615	32,747	26,603
		The table below sets out a summary of key financial information extracted from CGMHI's unaudited interim report and financial statements for the six months ended on 30 June 2018 ²⁶ :			
		For the six months ended 30 June			
		2018		2017	
		(unaudited)		(unaudited)	
		<i>(in millions of U.S. dollars)</i>			
		Income Statement Data:			
		Total revenues, net of interest expense	5,642		5,978
		Income before income taxes	677		1,093
		Net income	429		607
		At 30 June 2018		At 31 December 2017	
		(unaudited)		(audited)	
		<i>(in millions of U.S. dollars)</i>			
		Balance Sheet Data:			
		Total assets	504,729		456,201
		Long-term debt	82,610		78,813
		Total CGMHI stockholder's equity:	32,307		32,615
		Statements of no significant or material adverse change			
		There has been: (i) no significant change in the financial or trading position of CGMHI or CGMHI and its subsidiaries taken as a whole since 30 June 2018 ²⁷ and (ii) no material adverse change in the financial position or prospects of CGMHI or CGMHI and its subsidiaries taken as a whole since 31 December 2017 ²⁸ .			

²⁶ The selected historical key financial information of CGMHI is updated to include key financial information extracted from the CGMHI 2018 Half-Yearly Financial Report which is incorporated by reference into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.6).

²⁷ The statement "There has been: (i) no significant change in the financial or trading position of CGMHI or CGMHI and its subsidiaries taken as a whole since 31 December 2017", as previously amended by the CGMHI Rates BP Supplement (No.3), has been replaced by "There has been no significant change in the financial or trading position of CGMHI or CGMHI and its subsidiaries taken as a whole since 30 June 2018" to reflect the incorporation by reference of the CGMHI 2018 Half-Yearly Financial Report into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.6).

²⁸ The statement "no material adverse change in the financial position or prospects of CGMHI or CGMHI and its subsidiaries taken as a whole since 31 December 2016" has been replaced by "no material adverse change in the financial position or prospects of CGMHI or CGMHI and its subsidiaries taken as a whole since 31 December 2017" to reflect the incorporation by reference of the CGMHI 2017 Annual Report into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.3).

Element	Title	
B.13	Events impacting the Issuer's solvency	Not Applicable. There are no recent events particular to CGMHI which are to a material extent relevant to the evaluation of CGMHI's solvency since 31 December 2017 ²⁹ .
B.14	Dependence upon other group entities	See Element B.5 description of CGMHI and its subsidiaries and CGMHI's position within the Group.
B.15	Principal activities	CGMHI operating through its subsidiaries, engages in full-service investment banking and securities brokerage business. The Issuer operates in the Institutional Clients Group segment (which includes Securities and Banking).
B.16	Controlling shareholders	CGMHI is a wholly owned subsidiary of Citigroup Inc.
B.17	Credit ratings	CGMHI has a long term/short term senior debt rating of BBB+/A-2 by Standard & Poor's Financial Services LLC, a long term/short term senior debt rating of A/F1 by Fitch Ratings, Inc. and a long term/short term senior debt rating of Baa1/P-2 by Moody's Investors Service, Inc. ³⁰ [The Notes have been rated [●].] A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
B.18	Description of the Guarantee	The Notes issued will be unconditionally and irrevocably guaranteed by Citigroup Inc. pursuant to the CGMHI Deed of Guarantee. The CGMHI Deed of Guarantee constitutes direct, unconditional, unsubordinated and unsecured obligations of Citigroup Inc. and ranks and will rank <i>pari passu</i> (subject to mandatorily preferred debts under applicable laws) with all other outstanding, unsecured and unsubordinated obligations of Citigroup Inc.
B.19	Information about the Guarantor	
B.19/B.1	Legal and commercial name of the Guarantor	Citigroup Inc.
B.19/B.2	Domicile/legal form/legislation/country of incorporation	Citigroup Inc. was established as a corporation incorporated in Delaware pursuant to the Delaware General Corporation Law.
B.19/B.4b	Trend	The banking environment and markets in which the Group conducts its businesses ³¹ will continue to be strongly influenced by developments in the U.S.

²⁹ The statement "There are no recent events particular to CGMHI which are to a material extent relevant to the evaluation of CGMHI's solvency since 31 December 2016" has been replaced by "There are no recent events particular to CGMHI which are to a material extent relevant to the evaluation of CGMHI's solvency since 31 December 2017" to reflect the incorporation by reference of the CGMHI 2017 Annual Report into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.3).

³⁰ By virtue of the CGMHI Rates BP Supplement (No.3), the statement "a long term senior debt rating of Baa1 by Moody's Investors Service, Inc." is deleted and replaced by "a long term/short term senior debt rating of Baa1/P-2 by Moody's Investors Service, Inc."

³¹ By virtue of the CGMHI Rates BP Supplement (No.2), the letters "es" are inserted.

Element	Title																												
	information	and global economies, including the results of the European Union sovereign debt crisis, Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as the withdrawal by the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates ³² and the implementation and rulemaking associated with recent financial reform.																											
B.19/B.5	Description of the Group	<p>Citigroup Inc. is a holding company and services its obligations primarily by earnings from its operating subsidiaries (Citigroup Inc. and its subsidiaries, the "Group").</p> <p>Citigroup Inc. is a global diversified financial services holding company, whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services. Citigroup Inc. has approximately 200 million customer accounts and does business in more than 160 countries and jurisdictions. As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other.³³</p>																											
B.19/B.9	Profit forecast or estimate	Not Applicable. Citigroup Inc. has not made a profit forecast or estimate in the Base Prospectus.																											
B.19/B.10	Audit report qualifications	Not Applicable. There are no qualifications in any audit report on the historical financial information included in the Base Prospectus.																											
B.19/B.12	Selected historical key financial information:	<p>The table below sets out a summary of key financial information extracted from the consolidated financial statements of Citigroup Inc. contained in the Citigroup Inc. 2017 Form 10-K as filed with the SEC on 23 February 2018³⁴:</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">At or for the year ended 31 December</th> </tr> <tr> <th></th> <th style="text-align: center;">2017</th> <th style="text-align: center;">2016</th> </tr> <tr> <th></th> <th style="text-align: center;">(audited)</th> <th style="text-align: center;">(audited)</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;"><i>(in millions of U.S. dollars)</i></th> </tr> </thead> <tbody> <tr> <td colspan="3">Income Statement Data:</td> </tr> <tr> <td>Total revenues, net of interest expense</td> <td style="text-align: right;">71,499</td> <td style="text-align: right;">69,875</td> </tr> <tr> <td>Income/(loss) from continuing operations</td> <td style="text-align: right;">(6,627)</td> <td style="text-align: right;">15,033</td> </tr> <tr> <td>Citigroup's Net Income/(loss)</td> <td style="text-align: right;">(6,798)</td> <td style="text-align: right;">14,912</td> </tr> <tr> <td colspan="3">Balance Sheet Data:</td> </tr> </tbody> </table>		At or for the year ended 31 December			2017	2016		(audited)	(audited)		<i>(in millions of U.S. dollars)</i>		Income Statement Data:			Total revenues, net of interest expense	71,499	69,875	Income/(loss) from continuing operations	(6,627)	15,033	Citigroup's Net Income/(loss)	(6,798)	14,912	Balance Sheet Data:		
	At or for the year ended 31 December																												
	2017	2016																											
	(audited)	(audited)																											
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Balance Sheet Data:																													

³² By virtue of the CGMHI Rates BP Supplement (No.2), the words ", Brexit and its associated economic, political, legal and regulatory ramifications, protectionist policies such as a withdrawal of the United States from the Trans-Pacific Partnership, uncertainties over the future path of interest rates" are inserted.

³³ By virtue of the CGMHI Rates BP Supplement (No.2), the words "As of 31 December 2016, Citigroup operated, for management reporting purposes, via two primary business segments: Citicorp, consisting of Citigroup's Global Consumer Banking business and Institutional Clients Group; and Citi Holdings, consisting of businesses and portfolios of assets that Citigroup has determined are not central to its core Citigroup business. Beginning in the first quarter of 2017, the remaining businesses and portfolio of assets in Citi Holdings were reported as part of Corporate/Other and other Citi Holdings ceased to be a separately reported business segment." are deleted and replaced by the words "As of 31 December 2017, Citigroup was managed pursuant to the following segments: Global Consumer Banking, Institutional Clients Group and Corporate/Other."

³⁴ The selected historical key financial information of Citigroup Inc. is updated to include key financial information extracted from the Citigroup Inc. Annual Report for the year ended 31 December 2017 which is incorporated by reference into the Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.2).

Element	Title			
		Total assets	1,842,465	1,792,077
		Total deposits	959,822	929,406
		Long-term debt (including U.S.\$31,392 and U.S.\$ 26,254 as of 31 December 2017 and 2016, respectively, at fair value)	236,709	206,178
		Total Citigroup stockholders' equity	200,740	225,120
		The table below sets out a summary of key financial information extracted from Citigroup Inc.'s Quarterly Report for the three and nine months ended 30 September 2018 ³⁵		
			For the nine months ended 30 September	
			2018 (unaudited)	2017 (unaudited)
			<i>(in millions of U.S. dollars)</i>	
		Income Statement Data:		
		Total revenues, net of interest expense	55,730	54,940
		<i>Income from continuing operations....</i>	13,783	12,138
		<i>Citigroup's Net Income.....</i>	13,732	12,095
			For the three months ended 30 September	
			2018	2017
			(unaudited)	(unaudited)
			<i>(in millions of U.S. dollars)</i>	
		Income Statement Data:		
		Total revenues, net of interest expense	18,389	18,419
		<i>Income from continuing operations..</i>	4,633	4,137
		<i>Citigroup's Net Income</i>	4,622	4,133
			As at 30 September	As at 31 December
			2018	2017
			(unaudited)	(audited)
			<i>(in millions of U.S. dollars)</i>	
		Balance Sheet Data:		
		Total assets	1,925,165	1,842,465
		Total deposits	1,005,176	959,822
		Long-term debt	235,270	236,709
		Total Citigroup stockholders'	197,004	200,740

³⁵ The selected historical key financial information of Citigroup Inc., as previously amended by the CGMHI Rates Base Prospectus Supplement (No.3) and the CGMHI Rates Base Prospectus Supplement (No.5), is updated to include key financial information extracted from the Citigroup Inc. 2018 Q3 Form 10-Q which is incorporated by reference into the CGMHI Rates Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.9).

Element	Title	
		equity
		<p><i>Statements of no significant or material adverse change</i></p> <p>There has been: (i) no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018³⁶ and (ii) no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017³⁷.</p>
B.19/B.13	Events impacting the Guarantor's solvency	Not Applicable. There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2017 ³⁸ .
B.19/B.14	Dependence upon other Group entities	See Element B.19/B.5 description of Citigroup Inc. and its subsidiaries and Citigroup Inc.'s position within the Group.
B.19/B.15	The Guarantor's principal activities	Citigroup Inc. is a global diversified financial services holding company whose businesses provide consumers, corporations, governments and institutions with a broad range of financial products and services.
B.19/B.16	Controlling shareholders	Citigroup Inc. is not aware of any shareholder or group of connected shareholders who directly or indirectly control Citigroup Inc.
B.19/B.17	Credit ratings	<p>Citigroup Inc. has a long term/short term senior debt rating of BBB+/A-2 by Standard & Poor's Financial Services LLC, Baa1/P-2 by Moody's Investors Service, Inc. and A/F1 by Fitch Ratings, Inc.</p> <p>[The Notes have been rated [●].]</p> <p>A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p>

SECTION C – SECURITIES

Element	Title	
C.1	Description of Notes/ISIN	Notes are issued in Series. The Series number is [●]. The Tranche number is [●].

³⁶ The statement "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 June 2018", as previously amended by the CGMHI Rates BP Supplement (No.2), the CGMHI Rates BP Supplement (No.3) and the CGMHI Rates BP Supplement (No.5) has been replaced by "There has been no significant change in the financial or trading position of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 30 September 2018" to reflect the incorporation by reference of the Citigroup Inc. 2018 Q3 Form 10-Q into the Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.9).

³⁷ The statement "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2016" has been replaced by "no material adverse change in the financial position or prospects of Citigroup Inc. or Citigroup Inc. and its subsidiaries as a whole since 31 December 2017" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2017 into the Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.2).

³⁸ The statement "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2016" has been replaced by "There are no recent events particular to Citigroup Inc. which are to a material extent relevant to the evaluation of Citigroup Inc.'s solvency since 31 December 2017" to reflect the incorporation by reference of the Citigroup Inc. Annual Report for the year ended 31 December 2017 into the Base Prospectus by virtue of the CGMHI Rates BP Supplement (No.2).

Element	Title	
		<p>[The Notes are titled Certificates and therefore all references to "Note(s)" and "Noteholder(s)" shall be construed to be to "Certificate(s)" and "Certificateholder(s)".]</p> <p>The Notes may be Credit Linked Interest Notes, Fixed Rate Notes, Floating Rate Notes, Zero Coupon Notes, Inflation Rate Notes, DIR Inflation Linked Notes, CMS Interest Linked Notes, Range Accrual Notes, Digital Notes, Digital Band Notes, Inverse Floating Rate Notes, Spread Notes, Volatility Bond Notes, Previous Coupon Linked Notes or any combination of the foregoing.</p> <p>If the applicable Final Terms specify "Switcher Option" to be applicable for the relevant Notes, the Issuer will be able to switch from one interest basis to another as provided therein.</p> <p>The International Securities Identification Number (ISIN) is [●]. The Common Code is [●]. [The [CUSIP/WKN/Valoren] is [●].]</p>
C.2	Currency	The Notes are denominated in [●] and the specified ³⁹ currency for payments in respect of the Notes is [●].
C.5	Restrictions on the free transferability of the Notes	The Notes will be transferable, subject to the offering, selling and transfer restrictions with respect to the United States, European Economic Area, United Kingdom, Australia, Austria, the Kingdom of Bahrain, Brazil, Chile, Columbia, Costa Rica, Republic of Cyprus, Denmark, Dominican Republic, Dubai International Financial Centre, Ecuador, El Salvador, Finland, France, Guatemala, Honduras, Hong Kong Special Administrative Region, Hungary, Ireland, Israel, Italy, Japan, State of Kuwait, Mexico, Norway, Oman, Panama, Paraguay, Peru, Poland, Portugal, State of Qatar, Russian Federation, Kingdom of Saudi Arabia, Singapore, Switzerland, Taiwan, Republic of Turkey, United Arab Emirates and Uruguay and the laws of any jurisdiction in which the Notes are offered or sold.
C.8	Rights attached to the Notes, including ranking and limitations on those rights	<p>The Notes have terms and conditions relating to, among other matters:</p> <p>Ranking</p> <p>The Notes will constitute unsubordinated and unsecured obligations of the Issuer and rank and will at all times rank <i>pari passu and</i> rateably among themselves and at least <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Issuer save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.</p> <p>Negative pledge and cross default</p> <p>The terms of the Notes will not contain a negative pledge provision or a cross-default provision in respect of the Issuer [or the Guarantor].</p> <p>Events of default</p> <p>The terms of the Notes will [contain, amongst others,/be limited to] the following events of default:</p> <p>[To be included where Schedule A is not applicable: (a) default in payment of any principal or interest due in respect of the Notes, continuing for a period of 30 days in the case of interest or 10 days in the case of principal, in each case</p>

³⁹ By virtue of Supplement (No.3), the words "denomination currency and the" are deleted and replaced by the words "Notes are denominated in [●] and the specified".

Element	Title	
		<p>after the due date; (b) default in the performance, or breach, of any other covenant by the Issuer [or Guarantor] <i>(TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY)</i>, and continuance for a period of 60 days after the date on which written notice is given by the holders of at least 25 per cent, in principal amount of the outstanding Notes specifying such default or breach and requiring it to be remedied; (c) events relating to the winding up or dissolution or similar procedure of the Issuer [or the Guarantor] <i>(TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY)</i>; and (d) the appointment of a receiver or other similar official or other similar arrangement of the Issuer [or the Guarantor] <i>(TO BE INCLUDED FOR NOTES ISSUED BY CGMFL ONLY)</i>.]</p> <p><i>[To be included for Notes issued by Citigroup Inc. only where Schedule A is applicable: (i) failure to pay principal or interest for 30 days after it is due and (ii) certain events of insolvency or bankruptcy (whether voluntary or not). Only those specified Events of Default will provide for a right of acceleration of the Notes and no other event, including a default in the performance of any other covenant of Citigroup Inc., will result in acceleration.]</i></p> <p>Taxation</p> <p>Payments in respect of all Notes will be made without withholding or deduction of taxes: (i) in Luxembourg where the Issuer is CGMFL, or in the United Kingdom in the case of the CGMFL Guarantor, subject in all cases to specified exceptions, or (ii) in the United States where the Issuer is Citigroup Inc. or CGMHI or in the case of the CGMHI Guarantor, in each case except as required by law. In that event, additional interest will be payable in respect of such taxes, subject to specified exceptions.</p> <p>Meetings</p> <p>The terms of the Notes contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
<p>C.9 <i>(include for debt securities only)</i>⁴⁰</p>	<p>Description of the rights attached to the Notes, including nominal interest rate, the date from which interest becomes payable and interest payment dates, description of the underlying (where the rate is not fixed), maturity date, repayment</p>	<p>INTEREST:⁴¹</p> <p>Interest periods and rates of interest:</p> <p>Other than Zero Coupon Notes, the length of all interest periods for all Notes and the applicable rate of interest or its method of calculation may differ from time to time or be constant for any Series.</p> <p>Notes may (at the option of the Issuer, if specified in the applicable Final Terms) or shall (in the case where "Automatic Change of Interest Basis" applies) have more than one interest basis applicable to different interest periods and/or interest payment dates.</p> <p>Other than Zero Coupon Notes, Notes may have a maximum rate of interest or interest amount (or both), a minimum rate of interest or interest amount (or both).</p> <p>Interest:</p> <p>Notes may or may not bear interest. Notes which do not bear interest may be</p>

⁴⁰ By virtue of Supplement (No.3), the words "*(include for debt securities only)*" are inserted.

⁴¹ By virtue of Supplement (No.3), the word "INTEREST:" is inserted.

Element	Title	
	provisions and indication of yield	<p>specified in the applicable Final Terms as "Zero Coupon Notes", and any early redemption amount payable on Zero Coupon Notes may be equal to an amortised face amount calculated in accordance with the conditions of the Notes.</p> <p>Interest-bearing Notes will either bear interest payable at, or calculated by reference to, one or more of the following:</p> <p>(i) a fixed rate ("Fixed Rate Notes");</p> <p>(ii) a floating rate ("Floating Rate Notes");</p> <p>(iii) a CMS rate, which is a swap rate for swap transactions (or if specified in the applicable Final Terms, the lower of two swap rates, or the difference between two swap rates) ("CMS Interest Linked Notes");</p> <p>(iv) a rate determined by reference to movements in an inflation index ("Inflation Rate Notes");</p> <p>(v) a rate determined by reference to movements in an inflation index and the specific interest payment date to allow interpolation between the two monthly fixings ("DIR Inflation Linked Notes");</p> <p>(vi) a rate (which may be a rate equal, or calculated by reference, to a fixed rate, a floating rate or a CMS rate (as described in paragraph (iii) above) multiplied by an accrual rate, which is determined by reference to the number of days in the relevant interest period on which the accrual condition or both accrual conditions are satisfied. An accrual condition may be satisfied on any relevant day if the relevant reference observation is, as specified in the applicable Final Terms:</p> <ul style="list-style-type: none"> • greater than or equal to; or • greater than; or • less than or equal to; or • less than, <p>the specified barrier, or if the relevant reference observation is, as specified in the applicable Final Terms:</p> <ul style="list-style-type: none"> • either greater than or equal to, or greater than, the specified lower range; and • either less than or equal to, or less than, the specified upper range. <p>A reference observation may be specified in the applicable Final Terms as a single reference rate, a basket of two or more reference rates, the difference between two reference rates or the difference between the sums of two sets of reference rates ("Range Accrual Notes");</p> <p>(vii) a rate which will either be: (a) a specified back up rate, or (b) if the specified digital reference rate on the specified determination date is, as specified in the applicable Final Terms:</p>

Element	Title	
		<ul style="list-style-type: none"> • less than the specified reserve rate; or • less than or equal to the specified reserve rate; or • greater than the specified reserve rate; or • greater than or equal to the specified reserve rate, <p>a specified digital rate, and each of the specified back up rate, specified digital reference rate, specified reserve rate and specified digital rate may be a fixed rate, a floating rate or a CMS rate (which would include a rate determined by reference to the Spread Notes provisions) ("Digital Notes");</p> <p>(viii) a rate (which may be a rate equal, or calculated by reference, to a fixed rate, a floating rate, a CMS rate or a rate equal to one specified rate (which may be a floating rate or a CMS rate) minus another specified rate (which may be a floating rate or a CMS rate)), and plus or minus a margin (if specified) which will be determined for each interest period by reference to within which band of specified fixed rates either:</p> <ul style="list-style-type: none"> (a) the specified reference rate (which rate may be a floating rate or a CMS rate) determined on the relevant interest determination date for the reference rate falls; or (b) the result of reference rate one (which rate may be a floating rate or a CMS rate) minus reference rate two (which may be a floating rate or a CMS Rate), each as determined on the relevant interest determination date for such rate falls. <p>The rate for an interest period will be equal to the rate specified as the band rate set for the appropriate band within which, in the case of (a), the specified reference rate falls, or in the case of (b), the relevant result of reference rate one minus reference rate two falls ("Digital Band Notes");</p> <p>(ix) a rate which will be equal to a specified fixed rate minus either (i) a reference rate or (ii) one reference rate minus another reference rate (any reference rate may be a floating rate or a CMS rate (which would include a rate determined by reference to the Spread Notes provisions), and plus or minus a margin (if specified) and/or multiplied by an interest participation rate (if specified)) ("Inverse Floating Rate Notes");</p> <p>(x) a rate which is to be determined by reference to any of the following (as specified in the applicable Final Terms):</p> <ul style="list-style-type: none"> (a) one (1) minus the result of a specified spread rate minus another specified spread rate, or (b) a specified spread rate minus another specified spread rate, or (c) the lesser of: (I) a specified spread rate, plus or minus a spread cap margin (if specified), and (II) the sum of (A) a specified percentage rate per annum and (B) the product of (x) a multiplier, and (y) the difference between two specified spread rates,

Element	Title	
		<p>and, in each case, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). A specified spread rate may be (A) one specified reference rate, or (B) the sum of two or more specified reference rates or (C) specified reference rate one minus a specified reference rate two, and in each case, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). Each specified reference rate may be determined by reference to the fixed rate note provisions, floating rate note provisions or the CMS rate note provisions ("Spread Notes");</p> <p>(xi) a rate which is to be determined by reference to the absolute value of a specified volatility bond rate 1 minus a specified volatility bond rate 2 all, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified).</p> <p>Volatility bond rate 1 and volatility bond rate 2 may each be (A) one specified reference rate, or (B) the sum of two or more specified reference rates or (C) a specified reference rate one minus a specified reference rate two, and in each case, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). Each specified reference rate may be determined by reference to the fixed rate note provisions, floating rate note provisions or the CMS rate note provisions or, if "Shout Option" is specified to be applicable, following valid exercise of the shout option for a relevant interest period by all the holders, the reference rate(s) comprising volatility bond rate 1⁴² shall be determined by reference to the implied forward rate for such reference rate(s) as determined by the calculation agent ("Volatility Bond Notes");</p> <p>(xii) a rate (a "previous coupon linked interest rate") determined from a previous coupon reference rate, plus or minus a margin (if specified), and multiplied by an interest participation rate (if specified). The previous coupon reference rate for an interest period is a rate equal to: (a) the interest rate for the immediately preceding interest period and/or preceding interest payment date (such rate, a "previous coupon", such period, a "preceding interest period" and such payment date, a "preceding payment date"), (b) plus or minus a specified rate (if specified) multiplied by an interest participation rate (if specified), and (c) plus or minus another specified rate (if specified) multiplied by an interest participation rate (if specified). A specified rate may be a fixed rate, a floating rate, a CMS rate or any other specified reference rate determined by reference to the terms and conditions of the Notes. The previous coupon for a preceding interest period and/or preceding payment date (as applicable) is the interest rate determined in accordance with the interest basis applicable to such preceding interest period and/or such preceding payment date, which may be the previous coupon linked interest rate (determined for the preceding interest period and/or preceding payment date), or any other interest rate determined in accordance with the applicable interest basis for such preceding interest period and/or such preceding payment date (the "Previous Coupon Linked Notes");</p> <p>(xiii) any combination of the foregoing;</p> <p>(xiv) any combination of the interest rates outlined in (ii) and (iii) and (vi) to (xiii) above in combination with the Reserve Coupon Note</p>

⁴² By virtue of Supplement (No.3), the number "2" is deleted and replaced by the number "1".

Element	Title	
		<p>provisions. Where the interest rate for an interest period and/or interest payment date otherwise determined in accordance with the interest basis applicable to such interest period and/or interest payment date as specified in (ii) and (iii) and (vi) to (xiii) above (the actual coupon rate) is greater than the reserve coupon rate, the interest rate for such interest period and/or interest payment date (other than the relevant final interest period and/or interest payment date) shall be capped at the reserve coupon rate and the amount by which such actual coupon rate exceeds the reserve coupon rate shall be carried over to "top up" the rate of interest for any succeeding interest periods and/or interest payment dates for which the actual coupon rate is less than the reserve coupon rate, Provided That the interest rate for any succeeding interest period and/or interest payment date (other than the relevant final interest period and/or interest payment date) shall not exceed the reserve coupon rate;</p> <p>(xv) any combination of the interest rates outlined in (ii) and (iii) and (vi) to (xiii) above in combination with the FX Performance Note provisions. The interest rate for an interest period and/or interest payment date otherwise determined in accordance with the interest basis applicable to such interest period and/or interest payment date as specified in (ii) and (iii) and (vi) to (xiii) above (the actual coupon rate) will be adjusted to reflect changes in a specified currency exchange rate by applying the "performance" of the relevant currency exchange rate (being (i) either a specified currency exchange rate or the currency exchange rate on a specified date (e.g. the trade date) divided by (ii) either a specified currency exchange rate or the currency exchange rate on a different specified date (e.g. a specified FX performance valuation date for the relevant interest period/interest payment date)) to such actual coupon rate;⁴³ or</p> <p>(xvi) any combination of the interest rates outlined in (i) to (xv) above⁴⁴ in combination with Credit Linked Interest Notes, the Notes shall cease to bear interest from the date of the interest period end date (or if earlier the issue date of the Notes) prior to the date on which a credit event is determined pursuant to the terms and conditions of the Credit Linked Interest Notes (the "Credit Linked Interest Notes").</p> <p>In respect of Notes (other than Fixed Rate Notes), the amount of interest payable on the Notes for an interest period may be zero.</p> <p>Any reference rate (including any specified rate) or interest rate may be subject to an interest participation rate and/or a margin if specified in the applicable Final Terms in relation to such reference rate or interest rate.</p> <p>Any reference rate (including any specified rate), interest rate or interest amount described above may be subject to a minimum or maximum rate, or both, as specified in the applicable Final Terms.</p> <p>[CREDIT LINKED INTEREST NOTES: The Notes are interest bearing notes and shall bear interest as specified below. In addition, the Notes are Credit Linked Interest Notes meaning that upon the occurrence of a Credit Event (as set out below) in respect of a Reference Entity (as set out below) the Notes shall cease to bear interest from the date of the interest period end date (or if earlier the issue date of the Notes) prior to the date on which a credit</p>

⁴³ By virtue of Supplement (No.3), sub-paragraphs (xiv) and (xv) are inserted and the following sub-paragraph renumbered accordingly.

⁴⁴ By virtue of Supplement (No.3), the cross-reference to sub-paragraph "(xii) above" is deleted and replaced by a reference to sub-paragraph "(xv) above".

Element	Title	
		<p>event is determined.</p> <p>The Reference Entity is [] (<i>insert details of the Reference Entity</i>).</p> <p>The Credit Event[s] applicable [is][are] as follows:</p> <p>(<i>insert all Credit Events applicable</i>)</p> <p>[Bankruptcy- the Reference Entity goes bankrupt]</p> <p>[Failure to Pay - subject to a minimum threshold amount, the Reference Entity fails to pay any amounts due on any of its borrowings (including its bonds or loans) or, where applicable, guarantees]</p> <p>[Governmental Intervention - following an action taken or an announcement made by a Governmental Authority, any of the Reference Entity's borrowings or, where applicable, guarantees, subject to a minimum threshold amount of such borrowings or, where applicable, guarantees, are restructured in such a way as to adversely affect a creditor (such as a reduction or postponement of the interest or principal payable on a bond or loan)]</p> <p>[Obligation Default- the Reference Entity defaults on a minimum amount of its borrowings (including its bonds or loans) or, where applicable, guarantees and as a result such obligations are capable of being accelerated]</p> <p>[Obligation Acceleration - the Reference Entity defaults on a minimum amount of its borrowings (including its bonds or loans) or, where applicable, guarantees and as a result such obligations are accelerated]</p> <p>[Repudiation/Moratorium - (i) the Reference Entity repudiates or rejects, in whole or in part, its obligations in relation to its borrowings or, where applicable, its guarantees, or it declares or imposes a moratorium with respect to its borrowings or, where applicable, guarantees and (ii) thereafter within a certain period it fails to pay any amounts due on any of its borrowings (including its bonds or loans) or, where applicable, its guarantees, or it restructures any of its borrowings or, where applicable, guarantees in such a way as to adversely affect a creditor.]</p> <p>[Restructuring - following a deterioration of the Reference Entity's creditworthiness, any of its borrowings or, where applicable, guarantees, subject to a minimum threshold amount of such borrowings or, where applicable, guarantees, are restructured in such a way as to adversely affect a creditor (such as a reduction or postponement of the interest or principal payable on a bond or loan)]</p> <p>[ZERO COUPON NOTES: The Notes are Zero Coupon Notes meaning that they do not bear interest and will be issued at the issue price specified in the applicable Final Terms and with the final redemption amount being specified in the applicable Final Terms.]</p> <p>[AUTOMATIC CHANGE OF INTEREST BASIS: The Notes have more than one interest basis applicable to different interest periods and/or interest payment dates.</p> <p>The [interest rate] [and] [interest amount] in respect of an [interest period beginning on (and including) an Interest Commencement Date (specified below) and ending on (but excluding) the first succeeding Interest Period End Date after such Interest Commencement Date, and each successive period beginning on (and including) an Interest Period End Date, and ending on (but excluding) the next succeeding Interest Period End Date] / [or in respect of</p>

Element	Title										
		<p>an) [Interest Payment Date] [(as applicable)] (specified below) will be determined in accordance with the interest basis applicable to such [interest period / [or] Interest Payment Date] [(as applicable)] as set forth in the table below in the column entitled "Type of Notes" in the row corresponding to [the Interest Period End Date on which such period ends / [or] such Interest Payment Date].]</p> <table border="1" data-bbox="576 461 1385 1122"> <thead> <tr> <th colspan="3" data-bbox="576 461 1385 517">Interest Basis Table</th> </tr> <tr> <th data-bbox="576 521 815 607">Interest Commencement Date</th> <th data-bbox="818 521 1075 607">[Interest Period End Date(s) / Interest Payment Date(s)]</th> <th data-bbox="1078 521 1385 607">Type of Notes</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 611 815 1122">[insert date(s)] (repeat as required)</td> <td data-bbox="818 611 1075 1122">[insert date(s)] (repeat as required)</td> <td data-bbox="1078 611 1385 1122">[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / and Reserve Coupon Notes / and FX Performance Notes⁴⁵ / [and] Previous Coupon Linked Notes] [The Notes are also Dual Currency Notes]⁴⁶ (repeat as required)]</td> </tr> </tbody> </table> <p>[FIXED RATE NOTES: [The Notes are Fixed Rate Notes which means that the Notes]</p> <p>[Insert if "Accrual" is applicable: bear interest from [] [at the fixed rate of [] per cent. per annum [plus/minus] [insert margin (if any)] [multiplied by [insert interest participation rate (if any)]] [in respect of [the/each] interest period(s) ending on (but excluding): [insert relevant interest period end date(s)]] [and from [] at the fixed rate of [] per cent. per annum [plus/minus] [insert margin (if any)] [multiplied by [insert interest participation rate (if any)]] [in respect of [the/each] interest period(s) ending on (but excluding): [insert relevant interest period end date(s)]]]. (Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph and the table below⁴⁷)]</p> <p>[Insert if "Accrual" is not applicable: pay an interest amount of [insert amount] on [insert relevant interest payment date(s)] [and a broken amount of [insert amount] on [insert relevant interest payment date(s)]]]. (Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the paragraph and the table below⁴⁸)]</p> <p>[The Notes are Fixed Rate Notes which means that the Notes [Insert if "Accrual" is applicable: bear interest from [] at the Specified Fixed Rate [,</p>	Interest Basis Table			Interest Commencement Date	[Interest Period End Date(s) / Interest Payment Date(s)]	Type of Notes	[insert date(s)] (repeat as required)	[insert date(s)] (repeat as required)	[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / and Reserve Coupon Notes / and FX Performance Notes ⁴⁵ / [and] Previous Coupon Linked Notes] [The Notes are also Dual Currency Notes] ⁴⁶ (repeat as required)]
Interest Basis Table											
Interest Commencement Date	[Interest Period End Date(s) / Interest Payment Date(s)]	Type of Notes									
[insert date(s)] (repeat as required)	[insert date(s)] (repeat as required)	[Fixed Rate Notes / [and] Floating Rate Notes / [and] Inflation Rate Notes / [and] DIR Inflation Linked Notes / [and] CMS Interest Linked Notes / [and] Inverse Floating Rate Notes / [and] Range Accrual Notes / [and] Digital [Band] Notes / [and] Spread Notes / [and] Volatility Bond Notes / and Reserve Coupon Notes / and FX Performance Notes ⁴⁵ / [and] Previous Coupon Linked Notes] [The Notes are also Dual Currency Notes] ⁴⁶ (repeat as required)]									

⁴⁵ By virtue of Supplement (No.3), the words "/ and Reserve Coupon Notes / and FX Performance Notes" are inserted.

⁴⁶ By virtue of Supplement (No.3), the words "[the Notes are also Dual Currency Notes]" are inserted.

⁴⁷ By virtue of Supplement (No.3), the words "repeat as necessary if there are different rates for different periods or tabulate this information by inserting the paragraph and the table below" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph and the table below".

⁴⁸ By virtue of Supplement (No.3), the words "repeat as necessary if there are different amounts for different interest payment dates or tabulate this information by inserting the paragraph and the table below" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the paragraph and the table below".

Element	Title									
		<p>plus or minus (as specified below) the Margin] [, and multiplied by the Interest Participation Rate] [each] in respect of each Interest Period ending on (but excluding) the Interest Period End Date(s) (as specified below)] / <i>[Insert if "Accrual" is not applicable: pay an Interest Amount [or Broken Amount (as applicable)] on each Interest Payment Date (as specified below)].</i></p> <table border="1" data-bbox="576 432 1385 696"> <thead> <tr> <th data-bbox="576 432 772 577">[Interest Period End Date(s)] / [Interest Payment Date(s)]</th> <th data-bbox="775 432 963 577">[Specified Fixed Rate] / [Interest Amount]</th> <th data-bbox="967 432 1139 577">[Margin]</th> <th data-bbox="1142 432 1385 577">[Broken Amount] / [Interest Participation Rate]</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 580 772 696"><i>[insert date(s)] (repeat as required)</i></td> <td data-bbox="775 580 963 696"><i>[[specify] [per cent. per annum] (repeat as required)</i></td> <td data-bbox="967 580 1139 696"><i>+/-[specify] (repeat as required)</i></td> <td data-bbox="1142 580 1385 696"><i>[specify] (repeat as required)</i></td> </tr> </tbody> </table> <p>[Interest is payable [annually/semi-annually/quarterly/monthly] in arrear on [] [and []] in each [year][month] [from, and including, [●] to and including, [●]].]</p> <p>The "calculation amount" is [●].]</p> <p>[FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:] [The Notes are [Floating Rate Notes/CMS Interest Linked Notes] which means that[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]⁴⁹ they bear interest from [] at [a] [floating rate[s] calculated by reference to [[]-month] [LIBOR / EURIBOR / STIBOR / NIBOR / CIBOR / TIBOR / HIBOR / BBSW (being the Sydney average mid rate for AUD bills of exchange) / BKBM (being the Wellington rate of New Zealand Dollar bills of exchange)]] / <i>[Insert if "Single CMS Interest Rate" applies: CMS reference rate calculated by reference to the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years] [[plus/minus] the relevant Margin [specified below/of [insert margin (if any)] per cent. per annum]] [multiplied by the relevant Interest Participation Rate [specified below/of [insert]]] / <i>[Insert if "Worse of CMS Interest Rates" or "CMS Spread Interest Rate" applies: a rate equal to the [lesser of/difference between] (i) the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years ("CMS Reference Rate 1") [, plus or minus (as specified below) Margin 1] [and] [multiplied by [the Interest Participation Rate 1 [specified below/of [insert]], [and/minus] (ii) the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years ("CMS Reference Rate 2") [, plus or minus (as specified below) Margin 2] [and] [multiplied by [the Interest Participation Rate 2 [specified below/of [insert]]] in respect of [the/each] interest period(s) ending on (but excluding): [insert relevant interest period end date(s)]]. (Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph and the table below⁵⁰)</i></i></p> <p>[The Notes are [Floating Rate Notes/CMS Interest Linked Notes] which means that they bear interest from [] at a rate calculated by reference to [the Floating Rate] / [the CMS Reference Rate] / [the [lesser of/difference between] CMS Reference Rate 1 [, plus or minus (as specified below) Margin 1] [and] [(multiplied by the Interest Participation Rate 1)] and CMS Reference Rate 2 [, plus or minus (as specified below) Margin 2] [and] [(multiplied by</p>	[Interest Period End Date(s)] / [Interest Payment Date(s)]	[Specified Fixed Rate] / [Interest Amount]	[Margin]	[Broken Amount] / [Interest Participation Rate]	<i>[insert date(s)] (repeat as required)</i>	<i>[[specify] [per cent. per annum] (repeat as required)</i>	<i>+/-[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>
[Interest Period End Date(s)] / [Interest Payment Date(s)]	[Specified Fixed Rate] / [Interest Amount]	[Margin]	[Broken Amount] / [Interest Participation Rate]							
<i>[insert date(s)] (repeat as required)</i>	<i>[[specify] [per cent. per annum] (repeat as required)</i>	<i>+/-[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>							

⁴⁹ By virtue of Supplement (No.3), the words "[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]" are inserted.

⁵⁰ By virtue of Supplement (No.3), the words "repeat as necessary if there are different rates for different periods or tabulate this information by inserting the paragraph and the table below" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph and the table below".

Element	Title																			
		<p>the Interest Participation Rate 2))] [<i>Insert for Floating Interest Rate or "Single CMS Interest Rate"</i>: , plus or minus (as specified below) the Margin] [, and multiplied by the Interest Participation Rate] [each] in respect of each interest period ending on the interest period end date(s)⁵¹ (as specified below).]</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="width: 15%;">Interest Period End Date(s)</th> <th rowspan="2" style="width: 15%;">[Floating Rate] [CMS Reference Rate] [1] [2]*</th> <th colspan="3" style="text-align: center;">[Floating Rate] [CMS Reference Rate] [1] [2]*</th> </tr> <tr> <th style="width: 20%;">[maximum / [and] minimum [interest] rate (Cap / Floor / Collar)] / [Reserve coupon rate]⁵² *</th> <th style="width: 15%;">[Margin] [1][2]*</th> <th style="width: 15%;">[Interest Participation Rate] [1] [2]*</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">[insert date(s)] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[[] per cent. per annum] (repeat as required)</td> <td style="text-align: center;">[+/-] [specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> </tr> <tr> <td colspan="5" style="text-align: center;">*Insert additional columns as required</td> </tr> </tbody> </table>	Interest Period End Date(s)	[Floating Rate] [CMS Reference Rate] [1] [2]*	[Floating Rate] [CMS Reference Rate] [1] [2]*			[maximum / [and] minimum [interest] rate (Cap / Floor / Collar)] / [Reserve coupon rate] ⁵² *	[Margin] [1][2]*	[Interest Participation Rate] [1] [2]*	[insert date(s)] (repeat as required)	[specify] (repeat as required)	[[] per cent. per annum] (repeat as required)	[+/-] [specify] (repeat as required)	[specify] (repeat as required)	*Insert additional columns as required				
Interest Period End Date(s)	[Floating Rate] [CMS Reference Rate] [1] [2]*	[Floating Rate] [CMS Reference Rate] [1] [2]*																		
		[maximum / [and] minimum [interest] rate (Cap / Floor / Collar)] / [Reserve coupon rate] ⁵² *	[Margin] [1][2]*	[Interest Participation Rate] [1] [2]*																
[insert date(s)] (repeat as required)	[specify] (repeat as required)	[[] per cent. per annum] (repeat as required)	[+/-] [specify] (repeat as required)	[specify] (repeat as required)																
*Insert additional columns as required																				
		<p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrear⁵³ on [] [and []] in each [year][month] [from, and including, [●] to and including, [●]].⁵⁴</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified above] is subject to a [maximum interest rate (cap) [of [●]/(as specified in the table above)]] / [minimum interest rate (floor) [of [●]/(as specified in the table above)]] / [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table above</i>⁵⁵)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified above] is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [[●]/as specified in the table above].] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table above</i>)⁵⁶</p> <p>[The [Floating Rate] [CMS Reference Rate] [1] [2] in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified above] [is/are] subject to a [maximum rate (cap) [of [●] /specified above]] [minimum rate (floor) of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (<i>If any reference rate is specified as a floating rate or a CMS rate, repeat as necessary for each reference rate and each interest period, if different, or tabulate this information as per table above</i>⁵⁷)]</p>																		

⁵¹ By virtue of Supplement (No.3), the words "Interest Period ending on the Interest Period End Date(s)" are deleted and replaced by the words "interest period ending on the interest period end date(s)."

⁵² By virtue of Supplement (No.3), the words "/ [Reserve coupon rate]" are inserted.

⁵³ By virtue of Supplement (No.3), the word "arrears" is deleted and replaced by the word "arrear".

⁵⁴ By virtue of Supplement (No.3), "." is deleted and replaced by ",".

⁵⁵ By virtue of Supplement (No.3), the words "Specify for each interest rate if different for each interest period or tabulate this information as per table above" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information as per table above".

⁵⁶ By virtue of Supplement (No.3), this paragraph is inserted.

⁵⁷ By virtue of Supplement (No.3), the words "specify for each reference rate if different for each interest period or tabulate this information" are deleted and replaced by the words "repeat as necessary for each reference rate and each interest period, if different, or tabulate this information as per table above".

Element	Title									
		<p>[The "interest participation rate" or "IPR" in respect of [CMS Reference Rate] [1] [and] [CMS Reference Rate 2]⁵⁸ for [each/the] interest period ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified above]⁵⁹, is [<i>insert details of relevant IPR</i>]. (<i>Repeat as necessary for CMS Reference Rate 2 (if applicable) and/or each Interest Period, if different, or tabulate this information as per table above</i>⁶⁰)</p> <p>The "calculation amount" is [●].]</p> <p>[INFLATION RATE NOTES: The Notes are Inflation Rate Notes which means that the Notes are linked to [●]. Interest will be payable on the relevant interest payment date and will be calculated by the calculation agent by multiplying the calculation amount by the year-on-year change in the inflation rate as determined by dividing [●] (the "Inflation Index") [●] months prior to the relevant interest payment date by the Inflation Index [●] months prior to the relevant interest payment date and subtracting 1 [as adjusted for a Margin [of [+ [●]] [- [●]]% per annum]/specified below] multiplied by the relevant day count fraction [[and] [multiplied by the relevant Interest Participation Rate (IPR) specified below]].</p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrear⁶¹ on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]]⁶².</p> <table border="1" data-bbox="576 969 1385 1182"> <thead> <tr> <th data-bbox="576 969 751 1099">Interest Payment Date(s)</th> <th data-bbox="751 969 938 1099">[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*</th> <th data-bbox="938 969 1125 1099">[Margin]</th> <th data-bbox="1125 969 1385 1099">[Interest Participation Rate (IPR)]</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 1099 751 1182"><i>insert date(s)</i> (repeat as required)</td> <td data-bbox="751 1099 938 1182"><i>specify</i> (repeat as required)</td> <td data-bbox="938 1099 1125 1182">[+/-] <i>specify</i> (repeat as required)</td> <td data-bbox="1125 1099 1385 1182"><i>specify</i> (repeat as required)</td> </tr> </tbody> </table> <p>*Insert additional columns as required</p> <p>[The interest amount in respect of the interest payment date(s) [falling on: <i>insert date(s)</i>]/specified above] is subject to a [maximum interest amount (cap) [of [●]]/(as specified in the table above)] / [minimum interest amount (floor) [of [●]]/(as specified in the table above)] / [maximum interest amount and minimum interest amount (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (<i>Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above</i>⁶³)</p> <p>The "calculation amount" is [●].</p> <p>[The "interest participation rate" or "IPR" in respect of [an/the] interest payment date(s) falling on: <i>insert date(s)</i>], is [<i>insert details of relevant IPR</i>]. (<i>Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above</i>⁶⁴)</p>	Interest Payment Date(s)	[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*	[Margin]	[Interest Participation Rate (IPR)]	<i>insert date(s)</i> (repeat as required)	<i>specify</i> (repeat as required)	[+/-] <i>specify</i> (repeat as required)	<i>specify</i> (repeat as required)
Interest Payment Date(s)	[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*	[Margin]	[Interest Participation Rate (IPR)]							
<i>insert date(s)</i> (repeat as required)	<i>specify</i> (repeat as required)	[+/-] <i>specify</i> (repeat as required)	<i>specify</i> (repeat as required)							

⁵⁸ By virtue of Supplement (No.3), the words "[and] [CMS Reference Rate 2]" are inserted.

⁵⁹ By virtue of Supplement (No.3), the words "/specified above]" are inserted.

⁶⁰ By virtue of Supplement (No.3), the words "repeat as required for CMS Reference Rate 2 (if applicable) or each Interest Period if different, or tabulate this information as per table above" are deleted and replaced by the words "Repeat as necessary for CMS Reference Rate 2 (if applicable) and/or each Interest Period, if different, or tabulate this information as per table above".

⁶¹ By virtue of Supplement (No.3), the word "arrear" is deleted and replaced by the word "arrear".

⁶² By virtue of Supplement (No.3), "]" is inserted.

⁶³ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different by inserting the relevant table set out above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

⁶⁴ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

Element	Title	
		<p>[DIR INFLATION LINKED NOTES: The Notes are DIR Inflation Linked Notes which means that the Notes are linked to [●]. Interest will be payable on the relevant interest payment date and will be calculated by the calculation agent by multiplying the calculation amount by the DIR index ratio which shall be determined by reference to two specified monthly levels of [●] (the "Inflation Index") and the relevant interest payment date minus one and the number of days in the month of such interest payment date to determine an interpolated rate and divided by a specified base figure of the Inflation Index] [as adjusted for a Margin ⁶⁵of [+ [●]] [- [●]] per cent. per annum/specified in the table below⁶⁶] multiplied by the relevant day count fraction [[and] [multiplied by the relevant Interest Participation Rate ("IPR") specified below]].</p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrear⁶⁷ on [●] and [●] in each [year/month]. (<i>Tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"</i>)⁶⁸</p>
		<p>[The interest amount in respect of the interest payment date(s) [falling on: [insert date(s)]/specified above] is subject to a [maximum interest amount (cap) [of [●]]/(as specified in the table above))] / [minimum interest amount (floor) [of [●]]/(as specified in the table above))] / [maximum interest amount and minimum interest amount (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (<i>Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"</i>)⁶⁹</p> <p>The "calculation amount" is [●].</p> <p>[The "interest participation rate" or "IPR" in respect of [an/the] interest payment date(s) falling on: [insert date(s)], is [insert details of relevant IPR]. (<i>Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"</i> above⁷⁰)]</p> <p>[RANGE ACCRUAL NOTES: The Notes are Range Accrual Notes which means that the relevant day count fraction applicable to an interest period will be multiplied by an accrual rate. The accrual rate in respect of an [interest period] [and] [interest payment date] will be an amount expressed as a decimal determined by the calculation agent in accordance with the following formula:</p> $\frac{\text{days accrued}}{\text{days observed}}$ <p>where:</p> <p>"accrual condition [1]" is satisfied on an interest observation date in the relevant interest period if the reference observation [1] is</p> <p>[insert if barrier is specified: [greater than] [less than] [or equal to] the barrier</p>

⁶⁵ By virtue of Supplement (No.3), a "[" is inserted.

⁶⁶ By virtue of Supplement (No.3), the words "/specified in the table below]" are inserted.

⁶⁷ By virtue of Supplement (No.3), the word "arrears" is deleted and replaced by the word "arrear".

⁶⁸ By virtue of Supplement (No.3), the words "(*Tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"*)" are inserted.

⁶⁹ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different by inserting the relevant table set out at "INFLATION RATE NOTES:" above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"".

⁷⁰ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"".

Element	Title	
		<p>[of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends]] <i>[insert if lower range and upper range are specified: [greater than] [equal to or greater than] the lower range [of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends] and [less than] [equal to or less than] the upper range [of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends]].</i></p> <p>["accrual condition 2" is satisfied on an interest observation date in the relevant interest period if the reference observation 2 is <i>[insert if barrier is specified: [greater than] [less than] [or equal to] the barrier [of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends]] [insert if lower range and upper range are specified: [greater than] [equal to or greater than] the lower range [of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends] and [less than] [equal to or less than] the upper range [of [●]/specified below and corresponding to the interest period end date (specified below) on which the relevant interest period ends]].</i>] <i>(insert if "Dual Reference Observation" is applicable)</i></p> <p>"days accrued" means the number of interest observation dates in the relevant interest period on which [the accrual condition/both accrual condition 1 and accrual condition 2] [is/are] satisfied.</p> <p>"days observed" means the actual number of [calendar/business] days in the relevant interest period.</p> <p>"interest observation date" shall be: (i) each [calendar/business] day falling from (and including) the first day of an interest period to (but excluding) the [fifth/[specify other]] [calendar/business] day immediately preceding the interest period end date falling at the end of such interest period (such day, the "Accrual Cut-Off Date"), and (ii) in respect of each [calendar/business] day falling from (and including) the Accrual Cut-Off Date to but (excluding) the interest period end date falling at the end of such interest period, the Accrual Cut-Off Date shall be deemed to be an "interest observation date" for each such day.</p> <p>"reference observation [1]" [is a reference rate which is [●]] [means reference rate one minus reference rate two] [sum of reference rate ones minus the sum of reference rate twos] [a basket of reference rates, which are [●], [●]] [and] [●]] <i>(insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate or a rate determined by Spread Notes provisions).</i></p> <p>["reference observation 2" [is a reference rate which is [●]] [means reference rate one minus reference rate two] [sum of reference rate ones minus the sum of reference rate twos] [a basket of reference rates, which are [●], [●]] [and] [●]] <i>(insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate or a rate determined by Spread Notes provisions).</i>] <i>(insert if "Dual Reference Observation" is applicable)</i></p> <p>["reference rate [one[s]]" means [●], [●] [and] [●] <i>(insert relevant reference rate(s) which may be a fixed interest rate, a floating interest rate or a CMS rate or a rate determined by Spread Notes provisions).</i>]</p> <p>["reference rate [two[s]]" means [●], [●] [and] [●] <i>(insert relevant reference rate(s) which may be a fixed interest rate, a floating interest rate or</i></p>

Element	Title																							
		<p>a CMS rate or a rate determined by Spread Notes provisions).]</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Interest Period End Date(s)</th> <th style="text-align: center;">[Interest Rate]* [Reference Observation]*</th> <th style="text-align: center;">[Barrier] / [Upper Range]</th> <th style="text-align: center;">[Lower Range]</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">[insert date(s)] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> </tr> </tbody> </table> <p style="text-align: center;"><i>*insert additional column for "Interest Rate" and/or "Reference Observation" for each Interest Period if different.</i></p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th rowspan="2" style="text-align: center;">Interest Period End Date(s) [Interest Rate]*</th> <th colspan="2" style="text-align: center;">Accrual Condition 1</th> <th colspan="2" style="text-align: center;">Accrual Condition 2</th> </tr> <tr> <th style="text-align: center;">[Barrier 1] [Lower Range 1]* [Reference Observation 1]*</th> <th style="text-align: center;">[Upper Range 1]</th> <th style="text-align: center;">[Barrier 2] [Lower Range 2]* [Reference Observation 2]*</th> <th style="text-align: center;">[Upper Range 2]</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">[insert date(s)] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> </tr> </tbody> </table> <p style="text-align: center;"><i>*insert additional columns for "Interest Rate", and "Reference Observation 1" and/or "Lower Range 1" under the heading "Accrual Condition 1", and "Reference Observation 2" and/or "Lower Range 2" under the heading "Accrual Condition 2", for each Interest Period if different.</i></p> <p>The interest amount in respect of each calculation amount and an interest payment date is an amount calculated on the basis of the interest rate multiplied by the accrual rate multiplied by the relevant day count fraction. The interest amount may be zero. Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [] [and [] in each [year] [month] [from, and including, [●] to and including, [●]].</p> <p>[Subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions, the/The]⁷¹ "interest rate" will be determined by reference to the [fixed rate of interest which is [●] per cent. per annum] / [floating rate of interest which is calculated by reference to [[]-month] [LIBOR / EURIBOR / STIBOR / NIBOR / CIBOR / TIBOR / HIBOR / BBSW (being the Sydney average mid rate for Australian dollar bills of exchange) / BKBM (being the Wellington rate of New Zealand dollar bills of exchange)] / [Insert if "Single CMS Interest Rate" applies: CMS reference rate calculated by reference to the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years] [plus/minus] the relevant Margin [specified below/of [insert margin (if any)] per cent. per annum] [and] [multiplied by the relevant Interest Participation Rate [specified below/of [insert]]] / [Insert if "Worse of CMS Interest Rates" or "CMS Spread Interest Rate" applies: the [lesser of/difference between] (i) the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years ("CMS Reference Rate 1") [, plus or minus (as specified below) Margin 1 [specified below/of [insert]]] [and] [multiplied by [the Interest Participation Rate 1 [specified below/of [insert]], [and/minus] (ii) the mid-market swap rate for swap transactions in [insert currency] with a maturity of [] years ("CMS Reference Rate 2") [, plus or minus (as specified below) Margin 2 [specified below/of [insert]]] [and] [multiplied by [the Interest Participation Rate 2 [specified below/of [insert]].] (Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph below and</p>	Interest Period End Date(s)	[Interest Rate]* [Reference Observation]*	[Barrier] / [Upper Range]	[Lower Range]	[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	Interest Period End Date(s) [Interest Rate]*	Accrual Condition 1		Accrual Condition 2		[Barrier 1] [Lower Range 1]* [Reference Observation 1]*	[Upper Range 1]	[Barrier 2] [Lower Range 2]* [Reference Observation 2]*	[Upper Range 2]	[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)
Interest Period End Date(s)	[Interest Rate]* [Reference Observation]*	[Barrier] / [Upper Range]	[Lower Range]																					
[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)																					
Interest Period End Date(s) [Interest Rate]*	Accrual Condition 1		Accrual Condition 2																					
	[Barrier 1] [Lower Range 1]* [Reference Observation 1]*	[Upper Range 1]	[Barrier 2] [Lower Range 2]* [Reference Observation 2]*	[Upper Range 2]																				
[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)																				

⁷¹ By virtue of Supplement (No.3), the word "The" is deleted and replaced by the words "[Subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions, the/The]".

Element	Title										
		<p><i>the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"⁷²⁾</i></p> <p>[The Notes are [Fixed Rate Notes/Floating Rate Notes/CMS Interest Linked Notes] which means that they bear interest from [] at a rate calculated by reference to the [Specified Fixed Rate [(specified below)/of [insert] per cent. per annum]] / [Floating Rate] / [CMS Reference Rate] / [the [lesser of/difference between] CMS Reference Rate 1 [plus or minus (as specified below) Margin 1] [and] [multiplied by the Interest Participation Rate 1] and CMS Reference Rate 2 [plus or minus (as specified below) Margin 2] [and] [multiplied by the Interest Participation Rate 2]] [Insert for Floating Interest Rate or "Single CMS Interest Rate": , plus or minus (as specified below) the Margin] [, and multiplied by the Interest Participation Rate] [each] in respect of each Interest Period ending on the Interest Period End Date(s) (as specified below).] (<i>insert relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"</i>)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: [insert date(s)]/specified above] is subject to a [maximum interest rate (cap) [of [●]/(as specified in the table above)]] / [minimum interest rate (floor) [of [●]/(as specified in the table above)]] / [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (<i>Repeat as necessary⁷³ for each interest period, if different, or tabulate this information by inserting the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"</i>)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: [insert date(s)]/specified above] is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [[●]/as specified in the table above].] (<i>Repeat as necessary for each interest period, if different, or tabulate this information by inserting the relevant table set out above at "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"</i>)⁷⁴</p> <p>[In relation to [reference rate [one[s]] [and] [reference rate [two[s]], [it is/they are] [each] subject to a [maximum rate (cap) [specified below/of [●]] [minimum rate (floor) [specified below/of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively/(each as specified in the table above)] for [each/the] interest period ending on the interest period end date(s) [falling on: [insert date(s)]/specified below].]</p> <table border="1" data-bbox="576 1514 1385 1771"> <thead> <tr> <th data-bbox="576 1547 815 1615">Interest Period End Date(s)</th> <th data-bbox="818 1547 1070 1615">[reference rate][one[s]]</th> <th data-bbox="1074 1547 1385 1615">[reference rate two[s]]*</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 1619 815 1697"></td> <td data-bbox="818 1619 1070 1697">[maximum / [and] minimum rate] (Cap / Floor / Collar)*</td> <td data-bbox="1074 1619 1385 1697">[maximum / [and] minimum rate] (Cap / Floor / Collar)*</td> </tr> <tr> <td data-bbox="576 1702 815 1771">[insert date(s)] (repeat as required)</td> <td data-bbox="818 1702 1070 1771">[specify] (repeat as required)</td> <td data-bbox="1074 1702 1385 1771">[specify] (repeat as required)</td> </tr> </tbody> </table> <p><i>*insert additional columns as required</i></p>	Interest Period End Date(s)	[reference rate][one[s]]	[reference rate two[s]]*		[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)
Interest Period End Date(s)	[reference rate][one[s]]	[reference rate two[s]]*									
	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*									
[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)									

⁷² By virtue of Supplement (No.3), the words "repeat as necessary if there are different rates for different periods or tabulate this information by inserting the paragraph below and the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:" are deleted and replaced by the words " Repeat as necessary for each interest period, if different, or tabulate this information by inserting the paragraph below and the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"."

⁷³ By virtue of Supplement (No.3), the word "Specify" is deleted and replaced by the words "Repeat as necessary".

⁷⁴ By virtue of Supplement (No.3), this paragraph is inserted.

Element	Title	
		<p>[The interest amount in respect of the interest period(s) ending on the interest period end date(s)⁷⁵ [falling on: <i>[insert date(s)]</i>/specified above] is subject to a [maximum interest amount (cap) [of [●]/(as specified in the table above)]] / [minimum interest amount (floor) [of [●]/(as specified in the table above)]] / [maximum interest amount and minimum interest amount (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] <i>(Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"</i>⁷⁶)</p> <p>[The "interest participation rate" or "IPR" in respect of [each/the]⁷⁷ interest period ending on the interest period end date(s)⁷⁸ falling on: <i>[insert date(s)]</i>, is <i>[insert details of relevant IPR]</i>. <i>(Repeat as necessary for each interest period, if different, or tabulate this information by inserting the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"</i>⁷⁹)]</p> <p>The "calculation amount" is [●].]</p> <p>[DIGITAL NOTES: The Notes are Digital Notes which means that[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]⁸⁰ the rate of interest in respect of [an interest period] [the following interest periods [●]] will either be:</p> <p>(xvii) the back up rate, being [●]; or</p> <p>(xviii) if the digital reference rate, being [●] as of [●], is [less than] [less than or equal to] [greater than] [greater than or equal to] the reserve rate, being [●] as of [●],</p> <p>the digital rate, being [●]</p> <p>[, and in respect of the following interest periods [●] will either be (i) the back up rate, being [●] or (ii) if the digital reference rate, being [●] as of [●] is [less than] [less than or equal to] [greater than] [greater than or equal to] the reserve rate, being [●] as of [●], the digital rate being [●] <i>(Specify relevant interest periods and repeat as necessary for each interest period, if different</i>⁸¹).]</p> <p>[The [back up rate]/[digital reference rate]/[reserve rate]/[digital rate] will be determined by reference to [●] [and will be subject to a [maximum rate (cap) of [●]] [and] [minimum rate (floor) of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively] for [each/the] interest period ending on the interest period end date(s) falling on: <i>[insert date(s)]</i>].] <i>(Specify relevant</i></p>

⁷⁵ By virtue of Supplement (No.3), the words "interest payment date(s)" are deleted and replaced by the words "interest period(s) ending on the interest period end date(s)"

⁷⁶ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different by inserting the relevant table set out at "INFLATION RATE NOTES:" above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information by inserting the relevant table set out above at "INFLATION RATE NOTES:"".

⁷⁷ By virtue of Supplement (No.3), the words "[interest payment date(s)]" are deleted.

⁷⁸ By virtue of Supplement (No.3), the "]" is deleted.

⁷⁹ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each Interest Period if different by inserting the relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information by inserting relevant table set out above at "FIXED RATE NOTES:" or "FLOATING RATE NOTES/CMS INTEREST LINKED NOTES:"".

⁸⁰ By virtue of Supplement (No.3), the words "[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]" are inserted.

⁸¹ By virtue of Supplement (No.3), the words "repeat as necessary if there are different rates for different interest periods" are deleted and replaced by the words "repeat as necessary for each interest period, if different".

Element	Title		
		<p><i>maximum or minimum rate(s) and repeat as necessary for each interest period, if different⁸²</i></p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) falling on: <i>[insert date(s)]</i> is subject to a [maximum interest rate (cap) of [●]] / [minimum interest rate (floor) of [●]] / [maximum interest rate and minimum interest rate (collar) of [●] and [●] respectively].] (<i>Specify relevant maximum or minimum interest rate(s) and repeat as necessary for each interest period, if different⁸³</i>)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) falling on: <i>[insert date(s)]</i> is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [●].] (<i>Repeat as necessary for each interest period, if different</i>)⁸⁴</p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]]⁸⁵.</p> <p>The "calculation amount" is [●].</p> <p>The interest amount in respect of each calculation amount and each interest payment date and the relevant interest period is an amount calculated on the basis of the relevant day count fraction.]</p>	
		<p>[DIGITAL BAND NOTES: The Notes are Digital Band Notes which means that the interest rate ⁸⁶ in respect of [an interest period] [the following interest periods [●]] will be determined by reference to where in the following Bands (specified in the table below) [the reference rate specified below determined on the relevant interest determination date falls] [the result of reference rate one minus reference rate two, in each case as specified below and determined on the relevant interest determination date, falls].</p> <p>[Subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions, the/The] interest rate ⁸⁷ for an interest period will be equal to the rate (which may be a fixed rate, a floating rate, a CMS rate or a rate equal to the relevant Band Rate One minus the relevant Band Rate Two and plus or minus a margin if specified) specified as the "Band Rate" for the appropriate Band (specified in the table below) within which [the relevant specified reference rate falls] [the result of reference rate one minus reference rate two falls].</p>	
		<p>[Reference Rate] [Reference Rate One and Reference Rate Two]</p>	<p>Interest Determination Date for [Reference Rate] [Reference Rate One and Reference Rate Two]</p>
		<p><i>(Specify relevant reference rate (which should include all relevant details such as, if a floating rate, whether it is to be determined by reference to Screen Rate Determination or ISDA Determination, and any margin, interest</i></p>	<p><i>(Specify relevant interest determination date and interest payment date[s] to which it applies and repeat as necessary)</i></p>

⁸² By virtue of Supplement (No.3), the words "repeat as necessary if there are different maximum or minimum rates for different interest periods" are deleted and replaced by the words "repeat as necessary for each interest period, if different".

⁸³ By virtue of Supplement (No.3), the words "repeat as necessary if there are different maximum or minimum interest rates for different interest periods" are deleted and replaced by the words "repeat as necessary for each interest period, if different".

⁸⁴ By virtue of Supplement (No.3), this paragraph is inserted.

⁸⁵ By virtue of Supplement (No.3), "I" is inserted.

⁸⁶ By virtue of Supplement (No.3), the words "rate of interest" are deleted and replaced by the words "interest rate".

⁸⁷ By virtue of Supplement (No.3), the words "The rate of interest" are deleted and replaced by the words "[Subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions, the/The] interest rate".

Element	Title							
	<p><i>participation rate, any minimum rate (floor), maximum rate (cap) or maximum rate and minimum rate (collar)) and interest period[s]/interest payment date[s] to which it applies and repeat as necessary if there are different reference rates for different interest periods and/or interest payment dates)</i></p> <p>[Reference Rate One] <i>(Specify relevant reference rate one (which should include all relevant details such as, if a floating rate, whether it is to be determined by reference to Screen Rate Determination or ISDA Determination, and any margin, interest participation rate, any minimum rate (floor), maximum rate (cap) or maximum rate and minimum rate (collar)) and interest period[s]/interest payment date[s] to which it applies and repeat as necessary if there are different reference rate ones for different interest periods and/or interest payment dates)</i></p> <p>[Reference Rate Two] <i>(Specify relevant reference rate two (which should include all relevant details such as, if a floating rate, whether it is to be determined by reference to Screen Rate Determination or ISDA Determination, and any margin, interest participation rate, any minimum rate (floor), maximum rate (cap) or maximum rate and minimum rate (collar)) and interest period[s]/interest payment date[s] to which it applies and repeat as necessary if there are different reference rate twos for different interest periods and/or interest payment dates)</i></p>							
	<p>[Details of interest period[s] and/or interest payment date[s]]</p> <p><i>(Specify relevant interest periods and/or interest payment date[s] and repeat as necessary if there are different bands and/or rates for different interest periods and/or interest payment date[s])</i></p>	<table border="1"> <thead> <tr> <th data-bbox="813 1272 1075 1384">Bands</th> <th data-bbox="1078 1272 1415 1384">Band Rate</th> </tr> </thead> <tbody> <tr> <td data-bbox="813 1388 1075 1675">(i) Band One: [The reference rate] [Reference rate one minus reference rate two] is [less than] [less than or equal to] [●] per cent.:</td> <td data-bbox="1078 1388 1415 1809">[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]</td> </tr> <tr> <td data-bbox="813 1814 1075 2031">(ii) Band Two: [The Reference rate] [Reference rate one minus reference rate two] is [greater than] [greater</td> <td data-bbox="1078 1814 1415 2031">[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)]] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way</td> </tr> </tbody> </table>	Bands	Band Rate	(i) Band One: [The reference rate] [Reference rate one minus reference rate two] is [less than] [less than or equal to] [●] per cent.:	[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]	(ii) Band Two: [The Reference rate] [Reference rate one minus reference rate two] is [greater than] [greater	[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)]] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way
Bands	Band Rate							
(i) Band One: [The reference rate] [Reference rate one minus reference rate two] is [less than] [less than or equal to] [●] per cent.:	[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]							
(ii) Band Two: [The Reference rate] [Reference rate one minus reference rate two] is [greater than] [greater	[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)]] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way							

Element	Title		
			<p>than or equal to] [●] but [less than] [less than or equal to] [●] per cent.:</p> <p><i>as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]</i></p>
		<p>[(iii) <i>(only include Band 3 if applicable)</i></p> <p>Band Three: [The Reference rate] [Reference rate one minus reference rate two] is [greater than] [greater than or equal to] [●] but [less than] [less than or equal to] [●] per cent.:</p>	<p>[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]</p>
		<p><i>(If there are additional bands and band rates occurring after band 3 but before the last occurring band which shall be as described below repeat (iii) above for such additional bands and band rates but with the relevant bands and band levels</i></p> <p>[(●)] Band [●][The reference rate] [Reference rate one minus reference rate two] is [greater than] [greater than or equal to] [●] per cent.:</p>	<p>[The Band Rate is [●] (specify all relevant details in the same way as for the reference rate)] [The Band Rate is Band Rate One minus Band Rate Two where Band Rate One is (specify all relevant details for Band Rate One in the same way as for Reference Rate One) and Band Rate Two is (specify all relevant details for Band Rate Two in the same way as for Reference Rate Two)] [[plus/minus] [●] per cent. per annum].]</p>
		<p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]].</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) falling on: <i>[insert date(s)]</i> is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the</p>	

Element	Title									
		<p>relevant interest period(s) is [●].] (<i>Repeat as necessary for each interest period, if different</i>)⁸⁸</p> <p>The "calculation amount" is [●].</p> <p>The interest amount in respect of each calculation amount and each interest payment date and the relevant interest period is an amount calculated on the basis of the relevant day count fraction.]</p> <hr/> <p>[INVERSE FLOATING RATE NOTES: The Notes are Inverse Floating Rate Notes which means that[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,] the interest rate ⁸⁹ in respect of [the/each] interest period(s) ending on: [<i>insert date(s)</i>] will be (i) an inverse fixed rate [specified below/of [●] per cent. per annum] minus (ii) the inverse reference rate, [plus/minus] the relevant Margin [of [●] / specified below]] [and] [multiplied by the relevant Interest Participation Rate (IPR) [of [●]/specified below].</p> <p>The "inverse reference rate" is [a specified rate which is [●]] [specified rate 1 minus specified rate 2].</p> <p>["specified rate 1" means [●] (<i>insert relevant rate which may be a floating interest rate or a CMS rate or a rate determined by Spread Notes provisions</i>).]</p> <p>["specified rate 2" means [●] (<i>insert relevant rate which may be a floating interest rate or a CMS rate or a rate determined by Spread Notes provisions</i>).]</p> <p>[In relation to the interest rate, it is subject to a [maximum interest rate (cap) [specified below/of [●]] [minimum interest rate (floor) [specified below/of [●]] [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively/(each as specified in the table below)] for [each/the] interest period ending on the interest period end date(s) [falling on: [<i>insert date(s)</i>]/specified below].]</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: [<i>insert date(s)</i>]/specified above] is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [[●]/as specified in the table below].] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table below</i>)⁹⁰</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 25%;">Interest Period End Date(s)</th> <th style="width: 25%;">[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate]⁹¹ *</th> <th style="width: 25%;">[Margin] / [Interest Participation Rate]*</th> <th style="width: 25%;">[inverse fixed rate] / [inverse reference rate] / [specified rate 1]* / [specified rate 2]*</th> </tr> </thead> <tbody> <tr> <td>[<i>insert date(s)</i>] (<i>repeat as required</i>)</td> <td>[<i>specify</i>] (<i>repeat as required</i>)</td> <td>[+/-]⁹² [<i>specify</i>] (<i>repeat as required</i>)</td> <td>[<i>specify</i>] (<i>repeat as required</i>)</td> </tr> </tbody> </table> <p>* <i>insert additional columns as required</i></p>	Interest Period End Date(s)	[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate] ⁹¹ *	[Margin] / [Interest Participation Rate]*	[inverse fixed rate] / [inverse reference rate] / [specified rate 1]* / [specified rate 2]*	[<i>insert date(s)</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)	[+/-] ⁹² [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)
Interest Period End Date(s)	[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate] ⁹¹ *	[Margin] / [Interest Participation Rate]*	[inverse fixed rate] / [inverse reference rate] / [specified rate 1]* / [specified rate 2]*							
[<i>insert date(s)</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)	[+/-] ⁹² [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)							

⁸⁸ By virtue of Supplement (No.3), this paragraph is inserted.

⁸⁹ By virtue of Supplement (No.3), the words "the rate of interest" are deleted and replaced by the words "[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,] the interest rate"

⁹⁰ By virtue of Supplement (No.3), this paragraph is inserted.

⁹¹ By virtue of Supplement (No.3), the words "/ [Reserve Coupon Rate]" are inserted.

⁹² By virtue of Supplement (No.3), the words "+/-" are deleted and replaced by the words "[+/-]".

Element	Title																
		<p>[In relation to [the inverse reference rate/the specified rate 1/ [and] the specified rate 2], [it is/they are] subject to a [maximum rate (cap) [specified below/of [●]] [minimum rate (floor) [specified below/of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively/(each as specified in the table below)] for [each/the] interest period ending on the interest period end date(s) [falling on: [insert date(s)]/specified below].]</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Interest Period End Date(s)</th> <th style="text-align: center;">[inverse reference rate]</th> <th style="text-align: center;">[specified rate 1]</th> <th style="text-align: center;">[specified rate 2]</th> </tr> </thead> <tbody> <tr> <td></td> <td style="text-align: center;">[maximum / [and] minimum rate] (Cap / Floor / Collar)*</td> <td style="text-align: center;">[maximum / [and] minimum rate] (Cap / Floor / Collar)*</td> <td style="text-align: center;">[maximum / [and] minimum rate] (Cap / Floor / Collar)*</td> </tr> <tr> <td style="text-align: center;">[insert date(s)] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> <td style="text-align: center;">[specify] (repeat as required)</td> </tr> </tbody> </table> <p style="text-align: center;">* insert additional columns as required</p> <p>⁹³Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]].⁹⁴</p> <p>The "calculation amount" is [●].</p> <p>The interest amount in respect of each calculation amount and each interest payment date and the relevant interest period is an amount calculated on the basis of the relevant day count fraction.]</p> <p>[SPREAD NOTES: The Notes are Spread Notes which means that[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]⁹⁵ the interest rate in respect of [the/each] interest period(s) ending on: [insert date(s)] will be the relevant spread rate [, plus/minus] the relevant Margin [of []/specified below]] [and] [multiplied by the relevant Interest Participation Rate (IPR) [of [●]/specified below]. The relevant spread rate will be [equal to [(i) one minus (ii) the result of] spread rate 1 minus spread rate 2] / [calculated as follows:</p> $\text{Min}[(\text{Rate X} \pm \text{Spread Cap Margin}); (V\% + \{\text{Multiplier} \times [\text{Rate Y} - \text{Rate Z}])\}]$ <p>"Min" means, when followed by a series of amounts inside brackets, whichever is the lesser of the amounts separated by a semi-colon inside those brackets.</p> <p>"Multiplier" means [●].</p> <p>["Rate X" means spread rate [1/2/3].]</p> <p>["Rate Y" means spread rate [1/2/3].]</p> <p>["Rate Z" means spread rate [1/2/3].]</p> <p>["reference rate one" means [●] (insert relevant reference rate which may be</p>				Interest Period End Date(s)	[inverse reference rate]	[specified rate 1]	[specified rate 2]		[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)
Interest Period End Date(s)	[inverse reference rate]	[specified rate 1]	[specified rate 2]														
	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*	[maximum / [and] minimum rate] (Cap / Floor / Collar)*														
[insert date(s)] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)	[specify] (repeat as required)														

⁹³ By virtue of Supplement (No.3), "[" is deleted.

⁹⁴ By virtue of Supplement (No.3), "." is deleted and replaced by ".".

⁹⁵ By virtue of Supplement (No.3), the words "[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions,]" are inserted.

Element	Title															
		<p><i>a fixed interest rate, a floating interest rate or a CMS rate).</i>]</p> <p>["reference rate two" means [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate).</i>)]</p> <p>"± Spread Cap Margin" means [+/-] [<i>specify</i>].]</p> <p>"spread rate 1" [is a reference rate which is [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [means reference rate one minus reference rate two] [sum of the following reference rates: [●] [and] [●] [and] [●] (<i>insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [, [plus/minus] margin ("Spread Rate 1 Margin") [of [●]/specified below]] [and] [multiplied by the relevant interest participation rate ("IPR 1") [of [●] /specified below]].</p> <p>"spread rate 2" is [is a reference rate which is [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [means reference rate one minus reference rate two] [sum of the following reference rates: [●] [and] [●] [and] [●] (<i>insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [, [plus/minus] margin ("Spread Rate 2 Margin") [of [●]/specified below]] [and] [multiplied by the relevant interest participation rate ("IPR 2") [of [●] /specified below]].</p> <p>["spread rate 3" is [is a reference rate which is [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [means reference rate one minus reference rate two] [sum of the following reference rates: [●] [and] [●] [and] [●] (<i>insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [, [plus/minus] margin ("Spread Rate 3 Margin") [of [●]/specified below]] [and] [multiplied by the relevant interest participation rate ("IPR 3") [of [●] /specified below]].]</p> <p>["V%" means [●] per cent. per annum.]</p> <p>[Spread rate 1] [and] [spread rate 2] [and] [spread rate 3] is subject to a [maximum rate (cap) [of [●]/specified below]] [minimum rate (floor) of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively]] [(each as specified in the table below)] for [each/the] interest period ending on the interest period end date(s) [falling on: [<i>insert date(s)</i>]/specified below]. (<i>Repeat as necessary for each interest period and each spread rate, if different, or tabulate this information as per table below⁹⁶</i>)</p> <table border="1" data-bbox="576 1554 1385 1912"> <thead> <tr> <th data-bbox="576 1554 719 1832" rowspan="2">Interest Period End Date(s)</th> <th colspan="2" data-bbox="722 1554 879 1608">[Spread Rate 1]</th> <th colspan="2" data-bbox="882 1554 1385 1608">[Spread Rate 2] [Spread Rate 3]*</th> </tr> <tr> <th data-bbox="722 1612 879 1832">[Spread Rate 1 Margin]*</th> <th data-bbox="882 1612 1034 1832">[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*</th> <th data-bbox="1037 1612 1209 1832">[Spread Rate 2 Margin]*</th> <th data-bbox="1212 1612 1385 1832">[IPR 2] [IPR 3]* [maximum / [and] minimum rate (Cap / Floor / Collar)]*</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 1836 719 1912">[<i>insert date(s)</i>] (<i>repeat as</i></td> <td data-bbox="722 1836 879 1912">+/- [<i>specify</i>] (<i>repeat as required</i>)</td> <td data-bbox="882 1836 1034 1912">[<i>specify</i>] (<i>repeat as required</i>)</td> <td data-bbox="1037 1836 1209 1912">+/- [<i>specify</i>] (<i>repeat as required</i>)</td> <td data-bbox="1212 1836 1385 1912">[<i>specify</i>] (<i>repeat as required</i>)</td> </tr> </tbody> </table>	Interest Period End Date(s)	[Spread Rate 1]		[Spread Rate 2] [Spread Rate 3]*		[Spread Rate 1 Margin]*	[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*	[Spread Rate 2 Margin]*	[IPR 2] [IPR 3]* [maximum / [and] minimum rate (Cap / Floor / Collar)]*	[<i>insert date(s)</i>] (<i>repeat as</i>	+/- [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)	+/- [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)
Interest Period End Date(s)	[Spread Rate 1]			[Spread Rate 2] [Spread Rate 3]*												
	[Spread Rate 1 Margin]*	[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*	[Spread Rate 2 Margin]*	[IPR 2] [IPR 3]* [maximum / [and] minimum rate (Cap / Floor / Collar)]*												
[<i>insert date(s)</i>] (<i>repeat as</i>	+/- [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)	+/- [<i>specify</i>] (<i>repeat as required</i>)	[<i>specify</i>] (<i>repeat as required</i>)												

⁹⁶ By virtue of Supplement (No.3), the words "Specify for each interest period and each spread rate if different or tabulate this information" are deleted and replaced by the words "Repeat as necessary for each interest period and each spread rate, if different, or tabulate this information as per table below".

Element	Title												
		<i>required</i>)											
		<p><i>*insert additional columns for "Spread Rate 3", "Spread Rate 3 Margin" and "IPR 3" and maximum and/or minimum rate, if required.</i></p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]].</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified below] is subject to a [maximum interest rate (cap) [of [●]/(as specified in the table below)]] / [minimum interest rate (floor) [of [●]/(as specified in the table below)]] / [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively] [(each as specified in the table below).] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table below</i>⁹⁷)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified above] is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [[●]/as specified in the table below.] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table below</i>)⁹⁸</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 25%;">Interest Period End Date(s)</th> <th style="width: 25%;">relevant swap rate</th> <th style="width: 25%;">[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate]⁹⁹ *</th> <th style="width: 25%;">[Margin]* [Interest Participation Rate]</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;"><i>insert date(s)</i> <i>(repeat as required)</i></td> <td style="text-align: center;"><i>specify</i> (<i>repeat as required</i>)</td> <td style="text-align: center;"><i>specify</i> (<i>repeat as required</i>)</td> <td style="text-align: center;">[+/-] <i>specify</i> (<i>repeat as required</i>)</td> </tr> </tbody> </table> <p style="text-align: center;"><i>*insert additional columns as required</i></p> <p>The "calculation amount" is [●].</p> <p>The interest amount in respect of each calculation amount and each interest payment date and the relevant interest period is an amount calculated on the basis of the relevant day count fraction.]</p> <p>[VOLATILITY BOND NOTES: The Notes are Volatility Bond Notes which means that[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions.]¹⁰⁰ the interest rate in respect of [the/each] interest period(s) ending on: <i>insert date(s)</i>] will be the relevant volatility bond rate [, plus/minus] the relevant Margin [of []/specified below]] [and] [multiplied by the relevant Interest Participation Rate (IPR) [of [●]/specified below]. The relevant volatility bond rate will be equal to the absolute value of volatility bond rate 1 minus volatility bond rate 2.</p> <p>["reference rate one" means [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>).]</p> <p>["reference rate two" means [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>).]</p>				Interest Period End Date(s)	relevant swap rate	[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate] ⁹⁹ *	[Margin]* [Interest Participation Rate]	<i>insert date(s)</i> <i>(repeat as required)</i>	<i>specify</i> (<i>repeat as required</i>)	<i>specify</i> (<i>repeat as required</i>)	[+/-] <i>specify</i> (<i>repeat as required</i>)
Interest Period End Date(s)	relevant swap rate	[maximum / [and] minimum interest rate] (Cap / Floor / Collar)] / [Reserve coupon rate] ⁹⁹ *	[Margin]* [Interest Participation Rate]										
<i>insert date(s)</i> <i>(repeat as required)</i>	<i>specify</i> (<i>repeat as required</i>)	<i>specify</i> (<i>repeat as required</i>)	[+/-] <i>specify</i> (<i>repeat as required</i>)										

⁹⁷ By virtue of Supplement (No.3), the words "Specify for each interest period if different or tabulate this information as per table above" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information as per table below".

⁹⁸ By virtue of Supplement (No.3), this paragraph is inserted.

⁹⁹ By virtue of Supplement (No.3), the words "/ [Reserve coupon rate]" are inserted.

¹⁰⁰ By virtue of Supplement (No.3), the words "[, subject as provided below in respect of the [Reserve Coupon/FX Performance] Note Provisions.]" are inserted.

Element	Title																
		<p>"volatility bond rate 1" [is a reference rate which is [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)]¹⁰¹ [means reference rate one minus reference rate two] [sum of the following reference rates: [●] [and] [●] [and] [●] (<i>insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [determined [at the end of the relevant interest period/[●]]]¹⁰² [, [plus/minus] margin ("Volatility Bond Rate 1 Margin") [of [●]/specified below]] [and] [multiplied by the relevant interest participation rate ("IPR 1") [of [●]/specified below]].</p> <p>"volatility bond rate 2" is [is a reference rate which is [●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)]¹⁰³ [means reference rate one minus reference rate two] [sum of the following reference rates: [●] [and] [●] [and] [●] (<i>insert relevant reference rates which may be a fixed interest rate, a floating interest rate or a CMS rate</i>)] [(which[, in each case,] are spot rates)] [determined [at the beginning of the relevant interest period/[●]]]¹⁰⁴ [, [plus/minus] margin ("Volatility Bond Rate 2 Margin") [of [●]/specified below]] [and] [multiplied by the relevant interest participation rate ("IPR 2") [of [●]]/specified below]].</p> <p>¹⁰⁵[As the "shout option" is applicable, following valid exercise of the shout option for a relevant interest period by all the holders, the reference rate(s) comprising volatility bond rate 1¹⁰⁶ for such interest period shall instead be determined by reference to the implied forward rate for such reference rate(s) as determined by the calculation agent on the date on which the shout option is exercised]</p> <p>[Volatility bond rate 1] [and] [volatility bond rate 2] [is/are] subject to a [maximum rate (cap) [of [●]/specified below]] [minimum rate (floor) of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively] [(each as specified in the table below)] for [each/the] interest period ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified below]. (<i>Repeat as necessary for each interest period and each volatility bond rate, if different, or tabulate this information as per table below</i>¹⁰⁷)</p> <table border="1" data-bbox="574 1339 1385 1697"> <thead> <tr> <th data-bbox="574 1339 724 1395">Interest Period End Date(s)</th> <th colspan="2" data-bbox="727 1339 1024 1395">[Volatility Bond Rate 1]</th> <th colspan="2" data-bbox="1027 1339 1385 1395">[Volatility Bond Rate 2]</th> </tr> <tr> <td data-bbox="574 1400 724 1585"></td> <td data-bbox="727 1400 877 1585">[Volatility Bond Rate 1 Margin]*</td> <td data-bbox="880 1400 1024 1585">[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*</td> <td data-bbox="1027 1400 1177 1585">[Volatility Bond Rate 2 Margin]</td> <td data-bbox="1181 1400 1385 1585">[IPR 2] [maximum / [and] minimum rate (Cap / Floor / Collar)]</td> </tr> <tr> <td data-bbox="574 1590 724 1697"><i>[insert date(s)] (repeat as required)</i></td> <td data-bbox="727 1590 877 1697"><i>+/- [specify] (repeat as required)</i></td> <td data-bbox="880 1590 1024 1697"><i>[specify] (repeat as required)</i></td> <td data-bbox="1027 1590 1177 1697"><i>+/- [specify] (repeat as required)</i></td> <td data-bbox="1181 1590 1385 1697"><i>[specify] (repeat as required)</i></td> </tr> </thead> </table> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] [and [●]] in each [year][month] [from, and including, [●] to, and</p>	Interest Period End Date(s)	[Volatility Bond Rate 1]		[Volatility Bond Rate 2]			[Volatility Bond Rate 1 Margin]*	[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*	[Volatility Bond Rate 2 Margin]	[IPR 2] [maximum / [and] minimum rate (Cap / Floor / Collar)]	<i>[insert date(s)] (repeat as required)</i>	<i>+/- [specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>+/- [specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>
Interest Period End Date(s)	[Volatility Bond Rate 1]		[Volatility Bond Rate 2]														
	[Volatility Bond Rate 1 Margin]*	[IPR 1] / [maximum / [and] minimum rate (Cap / Floor / Collar)]*	[Volatility Bond Rate 2 Margin]	[IPR 2] [maximum / [and] minimum rate (Cap / Floor / Collar)]													
<i>[insert date(s)] (repeat as required)</i>	<i>+/- [specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>+/- [specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>													

¹⁰¹ By virtue of Supplement (No.3), the words "[determined [at the beginning of the relevant interest period/[●]]]" are deleted.

¹⁰² By virtue of Supplement (No.3), the words "[determined [at the end of the relevant interest period/[●]]]" are inserted.

¹⁰³ By virtue of Supplement (No.3), the words "[determined [at the end of the relevant interest period/[●]]]" are deleted.

¹⁰⁴ By virtue of Supplement (No.3), the words "[determined [at the beginning of the relevant interest period/[●]]]" are inserted.

¹⁰⁵ By virtue of Supplement (No.3), a paragraph break is inserted.

¹⁰⁶ By virtue of Supplement (No.3), the number "2" is deleted and replaced by the number "1".

¹⁰⁷ By virtue of Supplement (No.3), the words "Specify for each interest period and each volatility bond rate, if different, or tabulate this information" are deleted and replaced by the words "Repeat as necessary for each interest period and each volatility bond rate, if different, or tabulate this information as per table below".

Element	Title									
		<p>including, [●].</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>[insert date(s)]</i>/specified below] is subject to a [maximum interest rate (cap) [of [●]/(as specified in the table below)]] / [minimum interest rate (floor) [of [●]/(as specified in the table below)]] / [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively] [(each as specified in the table below).] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table below</i>¹⁰⁸)</p> <p>[The interest rate in respect of the interest period(s) ending on the interest period end date(s) [falling on: <i>[insert date(s)]</i>/specified above] is subject to the Reserve Coupon Note Provisions, as described below and the reserve coupon rate for the relevant interest period(s) is [[●]/as specified in the table below.] (<i>Repeat as necessary for each interest period, if different, or tabulate this information as per table below</i>)¹⁰⁹</p> <table border="1" data-bbox="576 790 1385 1070"> <thead> <tr> <th data-bbox="576 790 754 969">Interest Period End Date(s)</th> <th data-bbox="758 790 936 969">relevant swap rate</th> <th data-bbox="940 790 1137 969">[maximum / [and] minimum interest rate] (Cap / Floor / Collar) / [Reserve coupon rate]¹¹⁰ *</th> <th data-bbox="1141 790 1385 969">[Margin]* [Interest Participation Rate]</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 974 754 1070"><i>[insert date(s)] (repeat as required)</i></td> <td data-bbox="758 974 936 1070"><i>[specify] (repeat as required)</i></td> <td data-bbox="940 974 1137 1070"><i>[specify] (repeat as required)</i></td> <td data-bbox="1141 974 1385 1070"><i>[+/-][specify] (repeat as required)</i></td> </tr> </tbody> </table> <p><i>*insert additional columns as required</i></p> <p>The "calculation amount" is [●].</p> <p>The interest amount in respect of each calculation amount and each interest payment date and the relevant interest period is an amount calculated on the basis of the relevant day count fraction.]</p> <p>[RESERVE COUPON NOTES: As the Notes are Reserve Coupon Notes, if the interest rate otherwise determined in accordance with the above interest provisions in respect of the interest [period(s)/ payment date(s)] to which the Reserve Coupon Note Provisions apply, as described above, (the actual coupon rate) is greater than the relevant reserve coupon rate, (i) the interest rate for each relevant interest [period/ payment date] (other than the final relevant interest [period/ payment date]) shall be capped at the reserve coupon rate and (ii) the amount by which the actual coupon rate exceeds the reserve coupon rate shall be carried over to "top up" the interest rate for any succeeding relevant interest [periods/ payment dates] for which the actual coupon rate is less than the reserve coupon rate, Provided That the interest rate (as so adjusted) for any succeeding interest [period/ payment date] (other than the final relevant interest [period/ payment date]) shall not exceed the reserve coupon rate.]¹¹¹</p> <p>[FX PERFORMANCE NOTES: As the Notes are FX Performance Notes, the interest rate otherwise determined in accordance with the above interest provisions in respect of the interest [period(s)/ payment date(s)] to which the</p>	Interest Period End Date(s)	relevant swap rate	[maximum / [and] minimum interest rate] (Cap / Floor / Collar) / [Reserve coupon rate] ¹¹⁰ *	[Margin]* [Interest Participation Rate]	<i>[insert date(s)] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[+/-][specify] (repeat as required)</i>
Interest Period End Date(s)	relevant swap rate	[maximum / [and] minimum interest rate] (Cap / Floor / Collar) / [Reserve coupon rate] ¹¹⁰ *	[Margin]* [Interest Participation Rate]							
<i>[insert date(s)] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[+/-][specify] (repeat as required)</i>							

¹⁰⁸ By virtue of Supplement (No.3), the words "Specify for each interest period if different or tabulate this information as per table above" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information as per table below".

¹⁰⁹ By virtue of Supplement (No.3), this paragraph is inserted.

¹¹⁰ By virtue of Supplement (No.3), the words "/ [Reserve coupon rate]" are inserted.

¹¹¹ By virtue of Supplement (No.3), the paragraph relating to Reserve Coupon Notes is inserted.

Element	Title									
		<p>FX Performance Note Provisions apply, as specified below, (the actual coupon rate) is multiplied by the FX performance.</p> <p>"FX performance" means:</p> $\frac{FX\ Performance\ 1}{FX\ Performance\ 2}$ <p>[Multiplied by the FX performance participation rate [of [●]]/for the relevant interest [period/payment date], as specified in the table below].</p> <p>"FX Performance 1" means, in respect of an interest [period/payment date], [[●][, being]] [the currency exchange rate for [●] into [●] published on [●] at [●] time on the dates specified for [the related interest period end date/such interest payment date] under the heading "FX Performance Valuation Date 1" below [(subject to adjustment – see "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below)]].</p> <p>"FX Performance 2" means, in respect of an interest [period/payment date], [[●][, being]] [the currency exchange rate for [●] into [●] published on [●] at [●] time on the dates specified for [the related interest period end date/such interest payment date] under the heading "FX Performance Valuation Date 2" below [(subject to adjustment – see "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below)]].</p> <p>The interest rate in respect of the [interest period(s) ending on the interest period end date(s) [falling on: <i>insert date(s)</i>]/specified below] / interest payment date(s) [falling on: <i>insert date(s)</i>]/specified below] is subject to the FX Performance Note Provisions, as described above.</p> <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 25%;">[Interest Period End Date(s) / Interest Payment Date(s)]</th> <th style="width: 25%;">FX Performance Valuation Date 1*</th> <th style="width: 25%;">FX Performance Valuation Date 2*</th> <th style="width: 25%;">[FX Performance Participation Rate]</th> </tr> </thead> <tbody> <tr> <td><i>insert date(s)</i> (repeat as required)</td> <td><i>insert date(s)</i> (repeat as required)</td> <td><i>insert date(s)</i> (repeat as required)</td> <td><i>specify</i> (repeat as required)</td> </tr> </tbody> </table> <p>* Delete column if not required¹¹²</p> <p>[SWITCHER OPTION: The interest basis may, at the option of the Issuer, be switched from [] (<i>insert interest basis or zero coupon</i>) to [] (<i>insert new interest basis or zero coupon</i>), effective from [] (<i>insert date or, if more than one, insert each date</i>). A conversion amount of [●] per calculation amount will be payable by the Issuer on [].</p> <p>The "calculation amount" is [●].]</p> <p>[PREVIOUS COUPON LINKED NOTES: The Notes are Previous Coupon Linked Notes which means that the interest rate (the "Previous Coupon Linked Interest Rate") in respect of [the/each] [interest period(s) ending on: <i>insert date(s)</i>] (each a "Previous Coupon Linked Period")/interest payment date(s) falling on: <i>insert date(s)</i>] (each a "Previous Coupon Linked Payment Date") shall be an amount equal to the Previous Coupon Reference Rate[, [plus/minus] the relevant Margin [specified below/of <i>insert margin (if any)</i>]] [and] [multiplied by the relevant Interest Participation Rate [specified</p>	[Interest Period End Date(s) / Interest Payment Date(s)]	FX Performance Valuation Date 1*	FX Performance Valuation Date 2*	[FX Performance Participation Rate]	<i>insert date(s)</i> (repeat as required)	<i>insert date(s)</i> (repeat as required)	<i>insert date(s)</i> (repeat as required)	<i>specify</i> (repeat as required)
[Interest Period End Date(s) / Interest Payment Date(s)]	FX Performance Valuation Date 1*	FX Performance Valuation Date 2*	[FX Performance Participation Rate]							
<i>insert date(s)</i> (repeat as required)	<i>insert date(s)</i> (repeat as required)	<i>insert date(s)</i> (repeat as required)	<i>specify</i> (repeat as required)							

¹¹² By virtue of Supplement (No.3), the paragraph relating to FX Performance Notes is inserted.

Element	Title	
		<p>below/of [<i>insert interest participation rate (if any)</i>]].</p> <p><i>(repeat as necessary if there are margin or interest participation rates for different interest periods or tabulate this information by inserting the paragraph and the table below)</i></p> <p>[The Notes are Previous Coupon Linked Notes which means that they bear interest from the Interest Commencement Date for Previous Coupon Linked Notes (specified below) at the Previous Coupon Reference Rate [, plus or minus (as specified below) the Margin] [, and multiplied by the Interest Participation Rate] [each] in respect of each Interest Period ending on (but excluding) the Interest Period End Date(s) (as specified below).</p> <p>"Previous Coupon" means, in respect of each [Previous Coupon Linked Period / Previous Coupon Linked Payment Date], the Previous Coupon Linked Interest Rate in respect of the [interest period/payment date] immediately preceding such [Previous Coupon Linked Period / Previous Coupon Linked Payment Date], PROVIDED THAT if the interest basis applicable to the [interest period/payment date] immediately preceding such [Previous Coupon Linked Period / Previous Coupon Linked Payment Date] is not Previous Coupon Linked Notes, the Previous Coupon shall be the interest rate determined in accordance with the interest basis applicable to such [interest period/payment date] (as set out in the Interest Basis Table above).</p> <p>"Previous Coupon Reference Rate" means, in respect of [the/each] [Previous Coupon Linked Period [ending on the interest period end date(s) [falling on: [<i>insert date(s)</i>]/specified below]] (<i>insert if different for each interest period</i>) / Previous Coupon Linked Payment Date [of: [<i>insert date(s)</i>] /specified below]] (<i>insert if different for each interest payment date</i>)], the Previous Coupon [, [plus/minus] [(i)] Rate 1 [, multiplied by Rate 1 Participation Rate [of [●] /specified below corresponding to such [interest period end date(s) / Previous Coupon Linked Payment Date]]] [[plus/minus] (ii) Rate 2 [multiplied by Rate 2 Participation Rate] [of [●]/specified below corresponding to such [interest period end date(s)/ Previous Coupon Linked Payment Date]]]. (<i>Repeat for each interest period/interest payment date if the Previous Coupon Reference Rate is different</i>)</p> <p>"Rate 1" means [[●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate, a CMS rate, a rate determined from the Spread Notes provisions or other reference rate determined from the above provisions</i>)/each rate specified below].]</p> <p>"Rate 2" means [[●] (<i>insert relevant reference rate which may be a fixed interest rate, a floating interest rate, a CMS rate, a rate determined from the Spread Notes provisions or other reference rate determined from the above provisions</i>)/each rate specified below].]</p> <p><i>(specify for each Rate 1 and Rate 2 (if applicable) the relevant fixed rate note provisions, floating rate note provisions, the CMS rate note provisions and the Spread Note provisions, or other relevant note provisions for the determination of such rate(s))</i></p> <p>[The interest rate in respect of the [Previous Coupon Linked Period [ending on the following interest period end date(s) [of: [<i>insert date(s)</i>]/specified below]] / Previous Coupon Linked Payment Date [of: [<i>insert date(s)</i>] /specified below]] is subject to a [maximum interest rate (cap) [of [●]/(as specified in the table below)]] / [minimum interest rate (floor) [of [●]/(as specified in the table below)]] / [maximum interest rate and minimum interest rate (collar) [of [●] and [●] respectively] [(each as specified in the table below)].] (<i>Repeat as</i></p>

Element	Title																																
		<p><i>necessary for each interest period, if different, or tabulate this information as per table below¹¹³)</i></p> <p>[Rate 1] [and] [Rate 2] is subject to a [maximum rate (cap) [of [●]/specified below]] [minimum rate (floor) of [●]] [maximum rate and minimum rate (collar) [of [●] and [●] respectively/specified below] for [each/the] [Previous Coupon Linked Period [ending on the interest period end date(s) falling on: [insert date(s)]/specified below]] / Previous Coupon Linked Payment Date [of: [insert date(s)]/specified below].] (Repeat as necessary for each interest period and each Rate 1 and Rate 2, if different, or tabulate this information as per table below¹¹⁴)</p> <table border="1" data-bbox="576 611 1385 1019"> <thead> <tr> <th colspan="4" data-bbox="576 611 1385 667">Previous Coupon Linked Interest Rate</th> </tr> <tr> <th data-bbox="576 667 743 891">[Interest Period End Date(s) / Previous Coupon Linked Payment Date]</th> <th data-bbox="746 667 938 891">[maximum / [and] minimum interest rate (Cap / Floor / Collar)]*</th> <th data-bbox="941 667 1078 891">[Margin] [Rate 1]*</th> <th data-bbox="1082 667 1385 891">[Interest Participation Rate] [Rate 2]*</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 891 743 1019"><i>[insert date(s)] (repeat as required)</i></td> <td data-bbox="746 891 938 1019"><i>[specify] (repeat as required)</i></td> <td data-bbox="941 891 1078 1019"><i>[+/-] [specify] (repeat as required)</i></td> <td data-bbox="1082 891 1385 1019"><i>[specify] (repeat as required)</i></td> </tr> </tbody> </table> <p><i>*insert additional columns for "Rate 1" and "Rate 2" for each Interest Period if different</i></p> <table border="1" data-bbox="576 1122 1385 1529"> <thead> <tr> <th colspan="5" data-bbox="576 1122 1385 1178">Previous Coupon Reference Rate</th> </tr> <tr> <th data-bbox="576 1178 703 1402" rowspan="2">[Interest Period End Date(s) / Previous Coupon Linked Payment Date]</th> <th colspan="2" data-bbox="707 1178 991 1200">Rate 1</th> <th colspan="2" data-bbox="994 1178 1385 1200">Rate 2</th> </tr> <tr> <th data-bbox="707 1205 855 1402">[Rate 1 Participation Rate]</th> <th data-bbox="858 1205 991 1402">[maximum / [and] minimum rate (Cap / Floor / Collar)]</th> <th data-bbox="994 1205 1209 1402">[Rate 2 Participation Rate]</th> <th data-bbox="1212 1205 1385 1402">[maximum / [and] minimum rate (Cap / Floor / Collar)]</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 1406 703 1529"><i>[insert date(s)] (repeat as required)</i></td> <td data-bbox="707 1406 855 1529"><i>[specify] (repeat as required)</i></td> <td data-bbox="858 1406 991 1529"><i>[specify] (repeat as required)</i></td> <td data-bbox="994 1406 1209 1529"><i>[specify] (repeat as required)</i></td> <td data-bbox="1212 1406 1385 1529"><i>[specify] (repeat as required)</i></td> </tr> </tbody> </table> <p><i>*insert additional columns for maximum and/or minimum rate for Rate 1 and Rate 2, if required.</i></p> <p>REDEMPTION:</p> <p>The terms under which Notes may be redeemed (including the Maturity Date and the price at which they will be redeemed on the maturity date as well as any provisions relating to early redemption) will be agreed between the Issuer and the relevant Dealer at the time of issue of the relevant Notes.</p> <p>Subject to any early redemption, purchase and cancellation, the Notes will be</p>	Previous Coupon Linked Interest Rate				[Interest Period End Date(s) / Previous Coupon Linked Payment Date]	[maximum / [and] minimum interest rate (Cap / Floor / Collar)]*	[Margin] [Rate 1]*	[Interest Participation Rate] [Rate 2]*	<i>[insert date(s)] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[+/-] [specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	Previous Coupon Reference Rate					[Interest Period End Date(s) / Previous Coupon Linked Payment Date]	Rate 1		Rate 2		[Rate 1 Participation Rate]	[maximum / [and] minimum rate (Cap / Floor / Collar)]	[Rate 2 Participation Rate]	[maximum / [and] minimum rate (Cap / Floor / Collar)]	<i>[insert date(s)] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>
Previous Coupon Linked Interest Rate																																	
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<i>[insert date(s)] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>	<i>[specify] (repeat as required)</i>																													

¹¹³ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest period if different by inserting the relevant table set out below" are deleted and replaced by the words "Repeat as necessary for each interest period, if different, or tabulate this information as per table below".

¹¹⁴ By virtue of Supplement (No.3), the words "Specify for each interest period and each Rate 1 and Rate 2 if different or tabulate this information" are deleted and replaced by the words "Repeat as necessary for each interest period and each Rate 1 and Rate 2, if different, or tabulate this information as per table below".

Element	Title	
		<p>redeemed on [●] at [●] per cent. of their nominal amount.</p> <p>[The Notes may, at the Issuer's election, be redeemed early on [●] at [●] per cent. of their nominal amount.]</p> <p>[The Notes may, at the election of the holder of such Notes, be redeemed early on [●] at [●] per cent. of their nominal amount.]</p> <p>The Issuer and its subsidiaries may at any time purchase Notes at any price in the open market or otherwise.</p> <p>[Indication of yield:</p> <p>[Indication of yield [in respect of the period for which the Notes are Fixed Rate Notes]¹¹⁵: [●] per cent. per annum / Not Applicable]</p> <p>Early redemption¹¹⁶</p> <p>The Issuer may redeem the Notes prior to the stated maturity date and, if and to the extent permitted by applicable law, will in such circumstances pay, in respect of each Calculation Amount of Notes, an amount equal to the early redemption amount (a) following an Event of Default; (b) for certain taxation reasons; (c) if the Issuer determines that performance of its obligations of an issue of Notes [or the Guarantor determines that performance of its obligations under the Deed of Guarantee in respect of such Notes] has or will become unlawful, illegal or otherwise prohibited in whole or in part for any reason; [<i>insert if Adjustment Event(s) is/are applicable</i>: (d) following an adjustment event if no adjustment or substitution can reasonably be made, such Adjustment Events¹¹⁷ being [<i>insert if a Change in Law is applicable</i>: (i) [any change in law;] (ii) [a change in law materially increasing the Issuer's costs in relation to performing its obligations under the Notes (including due to a tax liability imposed on the relevant hedging party);] [<i>insert if a Hedging Disruption is applicable</i>: (iii) a disruption to the Issuer's hedging positions;] [<i>insert if an Increased Cost of Hedging is applicable</i>: (iv) an increased cost in the Issuer's hedging positions;] [and] [<i>insert if an Increased Cost of Index Event is applicable</i>: (v) an increased cost charged by the index sponsor on the use of the inflation index;] [<i>insert if Realisation Disruption Event is applicable</i>: (e) following the occurrence of a realisation disruption event;] [<i>insert if Hedging Disruption Early Termination Event is applicable</i>: (f) following the occurrence of a hedging disruption early termination event;] [and] [<i>insert if Section 871(m) Event is applicable</i>: (g) if the Issuer, Guarantor (if applicable) and/or any hedging party is (or the Calculation Agent determines that there is a reasonable likelihood that, within the next 30 Business Days, the Issuer, Guarantor (if applicable) and/or any hedging party will become) subject to any withholding or reporting obligations pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, with respect to the Notes, Deed of Guarantee (if applicable) and/or any hedging positions].</p> <p>[<i>To be included for Notes issued by Citigroup Inc. [only where Schedule A is applicable]</i>: The optional early redemption or repurchase of any Note that is included in Citigroup Inc.'s capital and total loss absorbing capacity may be subject to consultation with the Federal Reserve of the United States, which may not acquiesce in the early redemption or repurchase of such Note unless it is satisfied that the capital position and total loss absorbing capacity of</p>

¹¹⁵ By virtue of Supplement (No.3), the words "[in respect of the period for which the Notes are Fixed Rate Notes]" are inserted.

¹¹⁶ By virtue of Supplement (No.3), the words "[and adjustments to any underlyings]" are deleted.

¹¹⁷ By virtue of Supplement (No.3), the words "if no adjustment or substitution can reasonably be made, such Adjustment Events" are inserted.

Element	Title	
		<p>Citigroup Inc. will be adequate after the proposed redemption or repurchase.]</p> <p><i>[Early redemption amount</i></p> <p>The early redemption amount in respect of each Calculation Amount of Notes is <i>[insert if "Fair Market Value" is applicable: an amount equal to the Fair Market Value] / [insert if "Principal Amount plus accrued interest (if any)" is applicable: an amount equal to the Principal Amount plus accrued interest (if any)] / [insert if "Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity" is applicable: an amount equal to the principal amount plus the value (if any) of the option component or embedded derivative(s) of the Note at or around the date on which the Issuer gives notice of the early redemption of such Note, as calculated by the Calculation Agent in its commercially reasonable discretion, plus accrued interest (if any) on such value (if any) of the option component or embedded derivative(s) up to but excluding the Maturity Date and such early redemption amount will be payable on the Maturity Date.] / [insert if "Principal Amount plus accrued interest (if any) at maturity with option for Fair Market Value at early redemption" is applicable: an amount determined by the Calculation Agent in accordance with the following: in relation to a Note of the Calculation Amount (i) where the Noteholder has exercised the right to early redemption of the Note in accordance with the Conditions, the Fair Market Value, or (ii) otherwise, an amount equal to the principal amount plus accrued interest (if any) at maturity. For the purpose of determining any accrued interest, the Early Redemption Date specified in the notice by the Issuer to the relevant Noteholder shall be deemed to be the date of redemption, notwithstanding that the Early Redemption Amount will be payable on the Maturity Date.] / [insert if "Principal Amount plus Option Value plus Option Value Accrued Interest (if any) at maturity with option for Fair Market Value at early redemption" is applicable: an amount determined by the Calculation Agent in accordance with the following: in relation to a Note of the Calculation Amount (i) where the Noteholder has exercised the right to early redemption of the Note in accordance with the Conditions, the Fair Market Value, or (ii) otherwise, an amount equal to the principal amount plus the value (if any) of the option component or embedded derivative(s) of the Note at or around the date on which the Issuer gives notice of the early redemption of such Note, as calculated by the Calculation Agent in its commercially reasonable discretion, plus accrued interest (if any) on such value (if any) of the option component or embedded derivative(s) up to but excluding the Maturity Date and such early redemption amount will be payable on the Maturity Date.] / [insert for Zero Coupon Notes and if "Amortised Face Amount" is applicable: an amount equal to the amortised face amount, being an amount equal to the product of (i) the reference price [of [●]], multiplied by (ii) the sum of one (1), plus the amortisation yield [of [●]], all to the power of the relevant day count fraction] [insert other amount].</i></p> <p>["Fair Market Value" means an amount equal to the fair market value of each Calculation Amount of the Notes notwithstanding the relevant taxation reasons or illegality resulting in the early redemption) <i>[delete if Deduction of Hedge Costs is not applicable: less the cost to the Issuer and/or its affiliates of unwinding any underlying related hedging arrangements as determined by the Calculation Agent], PROVIDED THAT in the case of an early redemption following an event of default, for the purposes of determining the fair market value, the Issuer will be presumed to be able to perform fully its obligations in</i></p>

Element	Title												
		<p>respect of the Notes.]]</p> <p>[Disrupted Days, Market Disruption Events and Adjustments:¹¹⁸</p> <p>In addition, the terms and conditions of the Notes contain provisions, as applicable, relating to events affecting the relevant underlying(s), modification or cessation of the relevant underlying(s), market disruption provisions,¹¹⁹ realisation disruption event provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may, where applicable,¹²⁰ permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or the substitution of another underlying and/or, in the case of an increased cost of hedging, adjustments to pass onto Noteholders such increased cost of hedging (including, but not limited to, reducing any amounts payable in respect of the Notes to reflect any such increased costs) and/or, in the case of the occurrence of a realisation disruption event, payment in the relevant local currency rather than in the relevant specified currency, deduction of amounts in respect of any applicable taxes, delay of payments, determination of relevant exchange rates taking into consideration all available relevant information,¹²¹ or to cancel the Notes and to pay an amount equal to the early redemption amount.]</p>											
<p>C.10 <i>(insert for debt securities only)</i>¹²²</p>	<p>If the Note has a derivative component in the interest payment, a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident.</p>	<p>[Not Applicable]</p> <p>[The Notes are interest bearing notes and shall bear interest as specified in the Final Terms and are Credit Linked Interest Notes meaning that they shall cease to bear interest from the date of the interest period end date (or if earlier the issue date of the Notes) prior to the date on which a credit event is determined pursuant to the terms and conditions of the Credit Linked Interest Notes.]</p> <p>[The Notes are Inflation Rate Notes which means that the Notes are linked to [●]. Interest will be payable on the relevant interest payment date and will be calculated by the calculation agent by multiplying the calculation amount by the year-on-year change in the inflation rate as determined by dividing [●] (the "Inflation Index") [●] months prior to the relevant interest payment date by the Inflation Index [●] months prior to the relevant interest payment date and subtracting 1 [as adjusted for a Margin of [[+[●]] [-[●]] per cent. per annum]/specified below] multiplied by the relevant day count fraction [[and] [multiplied by the relevant Interest Participation Rate (IPR) specified therein]].</p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrear¹²³ on [●] [and [●]] in each [year][month] [from, and including, [●] to and including, [●]]¹²⁴.</p> <table border="1" data-bbox="572 1664 1386 1814"> <thead> <tr> <th data-bbox="576 1664 754 1814">Interest Payment Date(s)</th> <th data-bbox="758 1664 936 1814">[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*</th> <th data-bbox="940 1664 1137 1814">[Margin]</th> <th data-bbox="1141 1664 1383 1814">[Interest Participation Rate (IPR)]</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>				Interest Payment Date(s)	[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*	[Margin]	[Interest Participation Rate (IPR)]				
Interest Payment Date(s)	[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*	[Margin]	[Interest Participation Rate (IPR)]										

¹¹⁸ By virtue of Supplement (No.3), the words "Disrupted Days, Market Disruption Events and Adjustments:" are inserted.

¹¹⁹ By virtue of Supplement (No.3), the words "market disruption provisions," are inserted.

¹²⁰ By virtue of Supplement (No.3), the words ", where applicable," are inserted.

¹²¹ By virtue of Supplement (No.3), the words "delay of payments, determination of relevant exchange rates taking into consideration all available relevant information," are inserted.

¹²² By virtue of Supplement (No.3), the words "(insert for debt securities only)" are inserted.

¹²³ By virtue of Supplement (No.3), the word "arrears" is deleted and replaced by the word "arrear".

¹²⁴ By virtue of Supplement (No.3), "]" is inserted.

Element	Title				
		[insert date(s)] (repeat as required)	[specify] (repeat as required)	[+/-] [specify] (repeat as required)	[specify] (repeat as required)
		*Insert additional columns as required			
		<p>[The interest amount in respect of the interest payment date(s) [falling on: [insert date(s)]/as specified above] is subject to a [maximum interest amount (cap) [of [●]/(as specified in the table above)]] / [minimum interest amount (floor) [of [●]/(as specified in the table above)]] / [maximum interest amount and minimum interest amount (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above¹²⁵)</p> <p>The "calculation amount" is [●].</p> <p>[The "interest participation rate" or "IPR" in respect of [an/the] interest payment date[s] falling on: [insert date(s)], is [insert details of relevant IPR]. (Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above¹²⁶)]</p>			
		<p>[The Notes are DIR Inflation Linked Notes which means that the Notes are linked to [●]. Interest will be payable on the relevant interest payment date and will be calculated by the calculation agent by multiplying the calculation amount by the DIR index ratio which shall be determined by reference to two specified monthly levels of [●] (the "Inflation Index") and the relevant interest payment date minus one and the number of days in the month of such interest payment date to determine an interpolated rate and divided by a specified base figure of the Inflation Index] [as adjusted for a Margin [of [+ [●]] [- [●]] per cent. per annum¹²⁷/specified in the table¹²⁸ below] multiplied by the relevant day count fraction [[and] [multiplied by the relevant Interest Participation Rate (IPR) specified therein]].</p> <p>Interest will be payable [annually/semi-annually/quarterly/monthly] in arrears on [●] and [●] in each [year/month].</p>			
		Interest Payment Date(s)	[maximum / [and] minimum interest amount (Cap / Floor / Collar)]*	[Margin]	[Interest Participation Rate (IPR)]
		[insert date(s)] (repeat as required)	[specify] (repeat as required)	[+/-] [specify] (repeat as required)	[specify] (repeat as required)
		*Insert additional columns as required			

¹²⁵ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different by inserting the table above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

¹²⁶ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each Interest Period if different by inserting the table above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

¹²⁷ By virtue of Supplement (No.3), "]" us deleted.

¹²⁸ By virtue of Supplement (No.3), the words "in the table" are inserted.

Element	Title	
		<p>[The interest amount in respect of the interest payment date(s) [falling on: [insert date(s)]/specified above] is subject to a [maximum interest amount (cap) [of [●]/(as specified in the table above)]] / [minimum interest amount (floor) [of [●]/(as specified in the table above)]] / [maximum interest amount and minimum interest amount (collar) [of [●] and [●] respectively] [(each as specified in the table above)].] (Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above¹²⁹)</p> <p>The "calculation amount" is [●].</p> <p>[The "interest participation rate" or "IPR" in respect of [each/the] interest payment date[s] falling on: [insert date(s)], is [insert details of relevant IPR]. (Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above¹³⁰)]</p> <p>[The Notes are FX Performance Notes which means that the Notes are linked to [●] and the interest rate otherwise determined in accordance with the interest provisions (an actual coupon rate) will be adjusted to reflect changes in a specified currency exchange rate by applying the [leveraged] "performance" of the relevant currency exchange rate to such actual coupon rate.]¹³¹</p> <p>Redemption:¹³²</p> <p>Subject to any early redemption, purchase and cancellation, the Notes will be redeemed on [●] at [●] per cent. of their nominal amount.</p> <p>Early Redemption:¹³³</p> <p>The Issuer may redeem the Notes prior to the stated maturity date and, if and to the extent permitted by applicable law, will in such circumstances pay, in respect of each Calculation Amount of Notes, an amount equal to the early redemption amount (a) following an Event of Default; (b) for certain taxation reasons; (c) if the Issuer determines that performance of its obligations of an issue of Notes [or the Guarantor determines that performance of its obligations under the Deed of Guarantee in respect of such Notes] has or will become unlawful, illegal or otherwise prohibited in whole or in part for any reason; [insert if Adjustment Event(s) is/are applicable: [(d)] following an adjustment event if no adjustment or substitution can reasonably be made, such Adjustment Events¹³⁴ being [insert if a Change in Law is applicable: [(i)] [any change in law;] [(ii)] [a change in law materially increasing the Issuer's costs in relation to performing its obligations under the Notes (including due to a tax liability imposed on the relevant hedging party);] [insert if a Hedging Disruption is applicable: [(iii)] a disruption to the Issuer's hedging positions;] [insert if an Increased Cost of Hedging is applicable: [(iv)] an increased cost in the Issuer's hedging positions;] ¹³⁵ [insert if an Increased Cost of Index Event is applicable: [(v)] an increased cost charged by the index sponsor on the use of the inflation index;] [insert, as applicable, if the Underlying is an</p>

¹²⁹ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each interest payment date if different by inserting the table above" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

¹³⁰ By virtue of Supplement (No.3), the words "repeat as required or tabulate this information for each Interest Payment Date if different" are deleted and replaced by the words "Repeat as necessary for each interest payment date, if different, or tabulate this information as per table above".

¹³¹ By virtue of Supplement (No.3), this paragraph is inserted.

¹³² By virtue of Supplement (No.3), the word "Redemption:" is inserted.

¹³³ By virtue of Supplement (No.3), the words "Early Redemption:" are inserted.

¹³⁴ By virtue of Supplement (No.3), the words "if no adjustment or substitution can reasonably be made, such Adjustment Events" are inserted.

¹³⁵ By virtue of Supplement (No.3), the word "[and]" is deleted.

Element	Title	
		<p><i>FX Rate:</i> [(vi)] [a relevant rate ceases to be reported, sanctioned, recognised, published, announced or adopted (or similar);] [(vii)] [the sponsor and/or administrator of a relevant rate appoints a successor;] [and] [(viii)] [a relevant country has lawfully converted or exchanged its currency;]¹³⁶ [<i>insert if Realisation Disruption Event is applicable:</i> [(e)] following the occurrence of a realisation disruption event;] [<i>insert if Hedging Disruption Early Termination Event is applicable:</i> [(f)] following the occurrence of a hedging disruption early termination event;] [and] [<i>insert if Section 871(m) Event is applicable:</i> [(g)] if the Issuer, Guarantor (if applicable) and/or any hedging party is (or the Calculation Agent determines that there is a reasonable likelihood that, within the next 30 Business Days, the Issuer, Guarantor (if applicable) and/or any hedging party will become) subject to any withholding or reporting obligations pursuant to Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, with respect to the Notes, Deed of Guarantee (if applicable) and/or any hedging positions].</p> <p>[<i>Insert "Early redemption amount" from C.9 above</i>]</p>
C.11	Admission to trading	[Application [has been/is expected to be] made for the Notes to be admitted to trading on the [regulated market of ¹³⁷] [Euronext Dublin ¹³⁸]/ [the ¹³⁹ Luxembourg Stock Exchange]/ [the ¹³⁹ London Stock Exchange]/ [the ¹³⁹ electronic "Bond Market" organised and managed by Borsa Italiana S.p.A.]/ [the ¹³⁹ Open Market (Regulated Unofficial Market) (Freiverkehr) of ¹³⁷] [the ¹³⁹ Frankfurt Stock Exchange (Börse Frankfurt AG)]]/ [Not Applicable. The Notes are not admitted to trading on any exchange].
C.15 ¹⁴⁰ <i>(insert for derivative securities only)</i>	Description of how the value of the investment is affected by the value of the underlying instrument(s)	<p>[The Notes are dual currency Notes and, therefore, all amounts due under the Notes will be converted from [●] into [●] by reference to the applicable exchange rate.]</p> <p>See also Element C.18 below.</p>
C.16 ¹⁴¹ <i>(insert for derivative securities only)</i>	Maturity Date and final reference date	<p>The maturity date is [●] (subject to adjustment [if a relevant valuation date is postponed and] for non-business days). See the provisions relating to valuation dates in Element C.18 below in relation to the final reference date.</p> <p>[<i>insert the "Early Redemption" provisions from Element C.10 above</i>]</p>
C.17 ¹⁴² <i>(insert for derivative securities only)</i>	Settlement procedure of derivative securities	The Notes are cash settled Notes.
C.18 ¹⁴³	Return on	Interest:

¹³⁶ By virtue of Supplement (No.3), the words "[insert, as applicable, if the Underlying is an FX Rate: [(vi)] [a relevant rate ceases to be reported, sanctioned, recognised, published, announced or adopted (or similar);] [(vii)] [the sponsor and/or administrator of a relevant rate appoints a successor;] [and] [(viii)] [a relevant country has lawfully converted or exchanged its currency;]" are inserted.

¹³⁷ By virtue of Supplement (No.3), the word "the" is deleted.

¹³⁸ By virtue of Supplement (No.3), the words "Irish Stock Exchange" are deleted and replaced by the words "Euronext Dublin".

¹³⁹ By virtue of Supplement (No.3), the word "the" is inserted.

¹⁴⁰ By virtue of Supplement (No.3), Element C.15 is inserted for the purpose of adding derivative securities to the Base Prospectus.

¹⁴¹ By virtue of Supplement (No.3), Element C.16 is inserted for the purpose of adding derivative securities to the Base Prospectus.

¹⁴² By virtue of Supplement (No.3), Element C.17 is inserted for the purpose of adding derivative securities to the Base Prospectus.

Element	Title			
(insert for derivative securities only)	derivative securities	<p>[The Notes do not pay any interest] [The interest amount (if any) due on each interest payment date is determined in accordance with the interest provisions as follows:]</p> <p>[insert the interest provisions for the relevant interest basis from Element C.9 above]</p> <p>As the Notes are Dual Currency Notes, the interest amount determined in accordance with the above provisions will be converted from [●] into [●] by dividing the relevant amount by the relevant exchange rate determined on the DC valuation date for the relevant interest payment date specified below.</p> <p>Redemption:</p> <p>The terms under which Notes may be redeemed (including the Maturity Date and the price at which they will be redeemed on the maturity date as well as any provisions relating to early redemption) will be agreed between the Issuer and the relevant Dealer at the time of issue of the relevant Notes.</p> <p>Subject to any early redemption, purchase and cancellation, the Notes will be redeemed on [●] at [●] per cent. of their nominal amount, converted from [●] into [●] by dividing such amount by the relevant exchange rate determined on the DC valuation date for the maturity date specified below.</p> <p>[Early Redemption:</p> <p>[The Notes may, at the Issuer's election, be redeemed early on [●] ([each, an/the] optional redemption date) at [●] per cent. of their nominal amount, converted from [●] into [●] by dividing such amount by the relevant exchange rate determined on the DC valuation date for the relevant early redemption date specified below.]</p> <p>[The Notes may, at the election of the holder of such Notes, be redeemed early on [●]([each, an/the] optional redemption date) at [●] per cent. of their nominal amount, converted from [●] into [●] by dividing such amount by the relevant exchange rate determined on the DC valuation date for the relevant early redemption date specified below.]]</p> <p>The Issuer and its subsidiaries may at any time purchase Notes at any price in the open market or otherwise.</p> <p>DC Valuation Dates:</p> <p>A DC valuation date is, in respect of [the scheduled interest payment date(s) specified below] [and] [the scheduled Maturity Date] [and] [the scheduled Optional Redemption Date(s) specified below] , the date specified as such for the relevant scheduled payment date in the Table below (subject to adjustment – see "<i>Disrupted Days, Market Disruption Events and Adjustments</i>" below):</p> <p style="text-align: center;">Table</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;">Scheduled [Interest Payment Date(s)]/ [Maturity Date]/ [Optional Redemption Date(s)]*</td> <td style="text-align: center;">DC Valuation Date</td> </tr> </table>	Scheduled [Interest Payment Date(s)]/ [Maturity Date]/ [Optional Redemption Date(s)]*	DC Valuation Date
Scheduled [Interest Payment Date(s)]/ [Maturity Date]/ [Optional Redemption Date(s)]*	DC Valuation Date			

¹⁴³ By virtue of Supplement (No.3), Element C.18 is inserted for the purpose of adding derivative securities to the Base Prospectus.

Element	Title			
		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> [insert date(s)] (repeat as required) </div>		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> [insert date(s)] (repeat as required) </div>
		<p><i>* insert additional columns/rows, if required</i></p> <p>Disrupted Days, Market Disruption Events and Adjustments:</p> <p>The terms and conditions of the Notes contain provisions, as applicable, relating to events affecting the relevant underlying(s), modification or cessation of the relevant underlying(s), market disruption provisions, realisation disruption event provisions relating to subsequent corrections of the level of an underlying and details of the consequences of such events. Such provisions may, where applicable, permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or the substitution of another underlying and/or, in the case of an increased cost of hedging, adjustments to pass onto Noteholders such increased cost of hedging (including, but not limited to, reducing any amounts payable in respect of the Notes to reflect any such increased costs) and/or, in the case of the occurrence of a realisation disruption event, payment in the relevant local currency rather than in the relevant specified currency, deduction of amounts in respect of any applicable taxes, delay of payments, determination of relevant exchange rates taking into consideration all available relevant information, or to cancel the Notes and to pay an amount equal to the early redemption amount.</p>		
C.19 ¹⁴⁴ <i>(insert for derivative securities only)</i>	Exercise price/final reference price	See Element C.18 above.		
C.20 ¹⁴⁵ <i>(insert for derivative securities only)</i>	Underlying	The Underlying specified under the heading " <i>description of underlying</i> " in the Table below. The Underlying is of the classification specified for such underlying in the Table below. Information relating to the underlying can be obtained from the electronic page specified for such underlying in the Table below and from other internationally recognised published or electronically displayed sources.		
		Description of underlying	of classification	Electronic page
		[●]	FX rate	[●]

¹⁴⁴ By virtue of Supplement (No.3), Element C.19 is inserted.

¹⁴⁵ By virtue of Supplement (No.3), Element C.20 is inserted.

SECTION D – RISKS

Element	Title	
D.2	Key risks regarding the Issuers	<p>[Citigroup Inc.][CGMHI][CGMFL] believes that the factors summarised below may affect its ability to fulfil its obligations under the Notes. All of these factors are contingencies which may or may not occur and [Citigroup Inc.][CGMHI][CGMFL] is not in a position to express a view on the likelihood of any such contingency occurring.</p> <p>There are certain factors that may affect [CGMFL's/Citigroup Inc.'s/CGMHI's] ability to fulfil its obligations under any Notes issued by it [and Citigroup Inc.'s/CGML's ability to fulfil its obligations as guarantor in respect of Notes issued by CGMHI/CGMFL], including that such ability is dependent on the earnings of Citigroup Inc.'s subsidiaries, that Citigroup Inc. may be required to apply its available funds to support the financial position of its banking subsidiaries, rather than fulfil its obligations under the Notes, that Citigroup Inc.'s business may be affected by economic conditions, credit, market and market liquidity risk, by competition, country risk, operational risk, fiscal and monetary policies adopted by relevant regulatory authorities, reputational and legal risks and certain regulatory considerations.</p> <p>[There are certain additional factors that may affect [CGMHI's/CGMFL's] ability to fulfil its obligations under the Notes issued by it, including that such ability is dependent on the group entities to which it on-lends and funds raised through the issue of the Notes performing their obligations in respect of such funding in a timely manner. In addition, such ability and [Citigroup Inc.'s/CGML's] ability to fulfil its obligations as guarantor in respect of Notes issued by [CGMHI/CGMFL] is dependent on economic conditions, credit, market and market liquidity risk, by competition, country risk, operational risk, fiscal and monetary policies adopted by relevant regulatory authorities, reputational and legal risks and certain regulatory considerations.]</p>
<p>¹⁴⁶D.[3/6] <i>(specify D.3 for debt securities and D.6 for derivative securities)</i></p>	Key risks regarding the Notes	<p>[Specify for derivative securities: INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT OR PART OF IT AS THE CASE MAY BE.] [CITIGROUP INC.][CGMHI][CGMFL] DOES NOT REPRESENT THAT THE LIST BELOW IS COMPREHENSIVE. PROSPECTIVE INVESTORS SHOULD READ THE BASE PROSPECTUS IN ITS ENTIRETY AND FORM THEIR OWN CONCLUSIONS REGARDING [CITIGROUP INC.] [CGMHI] [CGMFL].¹⁴⁷</p> <p>Investors should note that the Notes (including Notes which are expressed to redeem at par or above¹⁴⁸) are subject to the credit risk of [CGMFL and CGML][Citigroup Inc.][CGMHI and Citigroup Inc.]. Furthermore, the Notes may be sold, redeemed or repaid early, and if so, the price for which a Note may be sold, redeemed or repaid early may be less than the investor's initial investment. [There are certain other factors which are material for the purpose of assessing the risks associated with investing in any issue of Notes, which include, without limitation (in each case, where applicable), (i) risk of disruption to valuations, (ii) adjustment to the conditions, substitution of the relevant underlying(s) and/or early redemption following an adjustment event or an illegality, (iii) postponement of interest payments and/or minimum and/or maximum limits imposed on interest rates, (iv) cancellation or scaling back of public offers or the issue date being deferred, (v) hedging activities of the Issuer and/or any of its affiliates, (vi) conflicts</p>

¹⁴⁶ By virtue of Supplement (No.3), the number "D.3" is deleted and replaced by the words "D.[3/6] (specify D.3 for debt securities and D.6 for derivative securities)".

¹⁴⁷ By virtue of Supplement (No.3), this paragraph is inserted.

¹⁴⁸ By virtue of Supplement (No.3), the words "or above" are inserted.

Element	Title	
		<p>of interest between the Issuer and/or any of its affiliates and holders of Notes, (vii) modification of the terms and conditions of Notes by majority votes binding all holders, (viii) discretions of the Issuer and Calculation Agent being exercised in a manner that affects the value of the Notes or results in early redemption, (ix) change in law, (x) illiquidity of denominations consisting of integral multiples, (xi) payments being subject to withholding or other taxes, (xii) fees and commissions not being taken into account when determining secondary market prices of Notes, (xiii) there being no secondary market, (xiv) exchange rate risk, (xv) market value of Notes being affected by various factors independent of the creditworthiness of [CGMFL and CGML][Citigroup Inc.][CGMHI and Citigroup Inc.] such as market conditions, interest and exchange rates and macroeconomic and political conditions and (xvi) credit ratings not reflecting all risks.]</p> <p>[The ability of the Issuer to convert the interest rate on Notes from one interest basis to another will affect the secondary market value of such Notes since the Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing and to a rate which is lower than other comparable notes (as applicable).]</p>

SECTION E – OFFER

Element	Title	
E.2b	Use of proceeds	<p>[The net proceeds of the issue of the Notes by CGMFL will be used primarily to grant loans or other forms of funding to CGML and any entity belonging to the same group, and may be used to finance CGMFL itself.]</p> <p>[The net proceeds of the issue of the Notes by Citigroup Inc. will be used for general corporate purposes, which may include capital contributions to its subsidiaries and/or the reduction or refinancings of borrowings of Citigroup Inc. or its subsidiaries. Citigroup Inc. expects to incur additional indebtedness in the future.]</p> <p>[The net proceeds of the issue of the Notes by CGMHI will be used for general corporate purposes, which include making a profit.]</p> <p>[In particular, the proceeds will be used to/for [●].]</p>
E.3	Terms and conditions of the offer	<p>[Not Applicable. The Notes are not the subject of a Non-exempt Offer][The Notes are the subject of a Non-exempt Offer, the terms and conditions of which are further detailed as set out below and in the applicable Final Terms.]</p> <p>A Non-exempt Offer of the Notes may be made in [●] (the "[●] Offer") during the period from (and including) [●] to (and including) [●]. [Such period may be [lengthened] [or] [shortened] at the option of the Issuer.] [The Issuer reserves the right to cancel the [●] Offer].</p> <p>The offer price is [●] per calculation amount. [In addition to any expenses detailed in Element E.7 below, an Authorised Offeror may charge investors under the [●] Offer a [●] [fee] [commission] of [up to] [●] per cent. of the principal amount of the Notes to be purchased by the relevant investor]. The minimum subscription amount is [[●]] [the offer price]. [The Issuer may decline in whole or in part an application for Notes under the [●] Offer.]</p> <p><i>(If required, summarise any additional terms and conditions of each</i></p>

Element	Title	
		<i>relevant Non-exempt Offer as set out in the section entitled "Terms and Conditions of the Offer" in the applicable Final Terms))]</i>
E.4	Interests of natural and legal persons involved in the issue/offer	[The Dealer and/or any distributors will be paid [●] as fees in relation to the issue of Notes.][So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the Offer(s)][<i>A description of any interest that is material to the issue/offer including conflicting interests.</i>]
E.7	Estimated expenses charged to the investor by the Issuer or an Authorised Offeror	No expenses are being charged to an investor by the Issuer. [[There is no Non-exempt Offer of Notes and therefore no Authorised Offeror] [No expenses are being charged to an investor by an Authorised Offer] [except as follows: <i>(insert details)</i>]].

SCHEDULE 3

AMENDMENTS TO THE SUBSCRIPTION AND SALE AND TRANSFER AND SELLING RESTRICTIONS

The Subscription and Sale and Transfer and Selling Restrictions set out in Section E.7 (*Subscription and Sale and Transfer and Selling Restrictions*) on pages 199 to 218 of the Base Prospectus are amended as follows:

The selling restrictions under the heading "*Singapore*" on page 216 of the Base Prospectus shall be deleted and replaced by the following:

"This Base Prospectus has not been and will not be registered as a prospectus with the Monetary Authority of Singapore, and Notes will be offered pursuant to exemptions under Securities and Futures Act (Chapter 289) of Singapore (the **SFA**). Accordingly, Notes may not be offered or sold or made the subject of an invitation for subscription or purchase nor may this Base Prospectus or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any Notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor (as defined in the SFA) pursuant to Section 274 of the SFA, (b) to a relevant person (as defined in Section 275(2) of the SFA) under Section 275(1) of the SFA or to any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) or securities-based derivatives contracts (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interests (howsoever described) in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the relevant Notes pursuant to an offer under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; or
- (ii) where no consideration is or will be given for the transfer; or
- (iii) where the transfer is by operation of law; or
- (iv) pursuant to Section 276(7) of the SFA.

Any reference to the SFA is a reference to the Securities and Futures Act, Chapter 289 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.

Notification under Section 309B(1)(c) of the SFA – Unless otherwise stated in the Issue Terms in respect of any Notes, all Notes issued or to be issued under the Programme shall be capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and Specified 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).".

SCHEDULE 4

AMENDMENTS TO THE PRO FORMA FINAL TERMS

The Pro Forma Final Terms set out in Section F.3 (*Pro Forma Final Terms*) on pages 401 to 469 of the Base Prospectus is amended as follows:

- (i) by the insertion of the following paragraph after the paragraph beginning "**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** -..." on the first page of the Pro Forma Final Terms:

"[Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the SFA) - The Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and 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)].³"

- (ii) by the insertion of the following footnote as a new footnote on the first page of the Pro Forma Final Terms and renumbering of the subsequent footnotes:

³ To insert notice if classification of the Notes is not "capital markets products other than prescribed capital markets products", pursuant to Section 309B of the SFA or Specified 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). Relevant Dealer(s) to consider whether it / they have received the necessary product classification from the Issuer prior to the launch of the offer, pursuant to Section 309B of the SFA. A notification of the product classification is required as long as an offer of securities is contemplated in Singapore and the offer is not, or not intended to be, restricted to persons specified in Regulation 2 of the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (i.e. an "accredited investor", "expert investor", "institutional investor" or "any other person that is not an individual")."

SCHEDULE 5

AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENT

The Pro Forma Pricing Supplement Terms set out in Section F.4 (*Pro Forma Pricing Supplement*) on pages 470 to 535 of the Base Prospectus is amended as follows:

- (i) by the insertion of the following paragraph after the paragraph beginning "**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** -..." on the first page of the Pro Forma Pricing Supplement:

"[Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the SFA) - The Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) and 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)].³"

- (ii) by the insertion of the following footnote as a new footnote on the first page of the Pro Forma Pricing Supplement and renumbering of the subsequent footnotes:

³ To insert notice if classification of the Notes is not "capital markets products other than prescribed capital markets products", pursuant to Section 309B of the SFA or Specified 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). Relevant Dealer(s) to consider whether it / they have received the necessary product classification from the Issuer prior to the launch of the offer, pursuant to Section 309B of the SFA. A notification of the product classification is required as long as an offer of securities is contemplated in Singapore and the offer is not, or not intended to be, restricted to persons specified in Regulation 2 of the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (i.e. an "accredited investor", "expert investor", "institutional investor" or "any other person that is not an individual")."